

**CERTIFICATE BY PRACTICING COMPANY SECRETARY**

To,  
**The Members,**  
**D. P. ABHUSHAN LIMITED**  
138 Chandani Chowk,  
Ratlam, Madhya Pradesh, India, 457001

Dear Member(s)

**Sub: Certificate of practicing company secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended**

**Ref: Preferential Issue of 397500 fully Convertible Equity Warrant ("Warrants") of D. P. Abhushan Limited, being placed before the Members at their Extra-ordinary General Meeting vide notice dated May 22, 2024.**

This Certificate is issued in terms of my engagement with D. P. Abhushan Limited ("the Company") and as per the requirement of sub-regulation 2 of regulation 163 under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI Regulations").

As required, I have examined the compliance with the applicable regulations of Chapter V of the SEBI Regulations for preferential issue of 397500 warrants by the Company approved by the Board of Directors ("the Board") in its meeting dated May 21, 2024 to the following persons;

Sr. No.	Name of Proposed Allottees	Category of Allottees	No. of Warrants proposed to be allotted
1.	Girijadhava Vyapaar Private Limited	Public - Non-Institutional - Body corporate	75000
2.	Infinity Value Investments Ltd	Public - Institutional - Foreign Portfolio Investors Category II	53000
3.	Supriya Kataria	Promoter Group - Non-Institutional - Individual	50000
4.	Udit Kataria	Promoter Group - Non-Institutional - Individual	50000
5.	Prabhudas Lilladher Advisory Services Private Limited	Public - Non-Institutional - Body corporate	50000
6.	Vijit Global Securities Private Limited	Public - Non-Institutional - Body corporate	49500
7.	Natvarlal Hiralal Shah	Public - Non-Institutional - Individual	35000
8.	Harit Exports Private Limited	Public - Non-Institutional - Body corporate	35000

In terms of the aforesaid SEBI Regulations and Companies Act, 2013, the Company is issuing a Notice of Extra-ordinary General Meeting dated May 22, 2024 along with explanatory statement (“the Notice”) to the members of the Company.

Pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, the said notice seeks the consent of the members by way of Special Resolutions to approve the proposed issue of 397500 Fully Convertible Equity Warrants (“Warrants”), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rupees 10.00 (Rupees Ten only), on a preferential basis (“Preferential Issue”), to the Promoters & Promoter Group and the persons other than the Promoters and Promoter Group (“Warrant Holder(s)” / “Proposed Allottee(s)”) as stated herein below, consideration of which shall be payable in cash, at price of Rupees 1,182.00 per Warrant, being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, to the Proposed Allottees, on preferential issue basis, as per Item No. 3 of the Notice.

### **Managements’ Responsibility**

The compliance with the aforesaid SEBI Regulations and Companies Act, 2013 for the preferential issue of Warrants and preparation of the aforesaid Notice, including its content in respect of Item No. 3 of the Notice is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI, and/or BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

### **My responsibility**

I have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.

I conducted my examination in accordance with the Guidance Manual on Quality of Audit & Attestation Services (“the Guidance Note”) issued by the Institute of Company Secretaries of India (“the ICSI”). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the ICSI.

My Certificate is limited to certifying the disclosure requirements as specified under the SEBI Regulations which shall be included in the Notice of Extra-ordinary General Meeting while seeking approval of the Members in respect of Preferential Issue.

Moreover, Articles of Association of the Company do not provide for any particular method of determination of floor price. However, Article No. 14(c) of the Articles of Association of the Company provides that the Company can issue shares to any persons, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62. Accordingly, the Company has obtained the Valuation Report from CA Abhinav Rajvanshi, Partner of R&A Valuation LLP, Registered Valuer having their office at H-15 Chitranjan Marg, C-Scheme, Jaipur 302001 and Registration No.: IBBI/RV/06/2019/11765 dated May 20, 2024. As per the Valuation Report, the Minimum Issue price in terms of Regulation 164(1) of the SEBI ICDR Regulations and Articles of Association of the

Company is Rupees 1,182.00 per Equity Share including share premium of Rupees 1,172.00 per Equity Share. The copy of the Valuation Report has been hosted on the website of the Company under Investor tab.

For the purpose of this certificate, I have planned and performed the following procedures to determine whether anything has come to my attention that causes me to believe that the proposed preferential issue of Warrants as set out in Item No. 3 of the notice is not in accordance with regulation 159, 160, 161, 162, 163, 164, 166A(1) and 167 of the aforesaid SEBI Regulations:

- a) With respect to Regulation 159 of SEBI Regulations, I have verified that the Company has obtained requisite undertaking from proposed allottees including person belonging to Promoters and Promoter Group to ensure that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e. Tuesday, May 14, 2024 ("Relevant Date") determined in accordance with SEBI Regulations.
- b) With respect to conditions specified in regulation 160 of the SEBI Regulations, I have performed the following procedure to confirm the compliance with required conditions:
  - Obtained confirmation from the Company that all equity shares allotted by way of preferential issue have been made fully paid up at the time of the allotment.
  - Examined the Notice issued by the Company and confirmed that the special resolution for the proposed preferential issue of Warrants is included in the same. Compliance with Regulation 160 (b) of SEBI Regulations will be subject to the special resolution being passed by the members of the Company at its Extra-ordinary General Meeting i.e. on Thursday, June 13, 2024;
  - Obtained confirmation from the Company and confirmed the pre-preferential holding of equity shares, if any, of the Company held by the allottees and such pre-preferential holding is held in the dematerialized form;
  - Enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange where the equity shares of the Company are listed;
  - Verified that the Company has obtained permanent Account Number ("PAN") of the proposed allottees. The Company has relied on the undertaking provided by the proposed allottees for the PAN number;
  - Obtained confirmation from the Company that it will make an application seeking in-principle approval to the BSE and NSE, where its equity shares are listed, on the same day when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- c) With respect to determination of relevant date as per the requirement specified in Regulation 161 of SEBI Regulations, I have satisfied myself that the relevant date is Tuesday, May 14, 2024, being day 30 days prior to the date on which the meeting of shareholders is being held to consider the proposed preferential issue i.e. on Thursday, June 13, 2024.
- d) With respect to Tenure of convertible securities as per the requirement specified in Regulation 162 of SEBI Regulations, I have satisfied myself that the notice contained the tenure of warrants which is 12 (Twelve) months from the date of allotment of the Warrants and the Company shall ensure that the allotment of

equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.

- e) Read the aforesaid Notice and verified that the following relevant disclosures are made in accordance with regulation 163 of the SEBI Regulations:
- The objects of the preferential issue for Warrants are included in the Notice;
  - Maximum number of Warrants / Equity Shares pursuant to conversion of Warrants to be issued is included in the Notice;
  - Intention of the promoters, directors, key managerial personnel, senior management of the Company to subscribe to the offer is disclosed in the Notice;
  - Shareholding pattern of the Company before and after the preferential issue is disclosed in the Notice;
  - The time frame within which the preferential Warrants / Equity shall be completed is disclosed in the Notice;
  - Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.
  - The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue
  - Undertaking that the Company shall re-compute the price of the Warrants / Equity Share in terms of the provision of SEBI Regulations where it is required to do so is included in the Notice;
  - Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI regulations, the Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the allottees;
  - Since, as per the confirmation given by the Company, its Directors and Promoters that they are not wilful defaulter or a fraudulent borrower, disclosures specified in Schedule VI of SEBI Regulations is not applicable;
  - Confirmation that neither the Company not any of its Directors or Promoters are fugitive economic offender,
  - The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter;
  - The special resolution specifies the relevant date on the basis of which price of the Warrants / Equity Shares to be allotted shall be calculated.
- f) I have satisfied myself that Equity Shares of the Company are frequently traded shares since, traded turnover on NSE (being only the Stock Exchange where the Equity Shares of the Company listed for more than 240 trading days) during the 240 trading days preceding the relevant date, is more than ten per cent of the total number of Equity shares of such class of Equity shares of the Company.
- g) With respect to compliance with the minimum issue price for Warrants / Equity Shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEBI

Regulations, I have verified that the Articles of Association of the Company do not provide for any particular method of determination of floor price. However, Article No. 14(c) of the Articles of Association of the Company provides that the Company can issue shares to any persons, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62. Accordingly, the Company has obtained the Valuation Report from CA Abhinav Rajvanshi, Partner of R&A Valuation LLP, Registered Valuer having their office at H-15 Chitranjan Marg, C-Scheme, Jaipur 302001 and Registration No.: IBBI/RV/06/2019/11765 dated May 20, 2024.

As per the Valuation Report, the Minimum Issue price in terms of Regulation 164(1) of the SEBI ICDR Regulations and Articles of Association of the Company is Rupees 1,182.00 per Equity Share including share premium of Rupees 1,172.00 per Equity Share. The copy of the Valuation Report has been hosted on the website of the Company under Investor tab.

I have separately issued Pricing Certificate under sub-regulation (1) of regulation 164 of the aforesaid SEBI Regulations.

The Notice of Extra-ordinary General Meeting specifies the Issue Price as Rupees 1,182.00 per Warrant, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rupees 10.00 (Rupees Ten only), at price of Rupees 1,182.00 per Warrant which is the Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Articles of Association of the Company.

- h) In respect of Other conditions for pricing as specified in Regulation 167 of SEBI Regulations, I have verified the content of the Notice and pre-post shareholding of the proposed allottees that this preferential issue, is not resulted into a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert.
- i) In respect of Lock-in as specified in Regulation 167 of SEBI Regulations, I have verified the content of the Notice that it includes the lock-in provisions of warrants / equity shares allotted on Preferential Basis to the Proposed Allottees. Further, notice also specifies that the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

## Conclusion

Based on the procedures performed as mentioned above, evidence obtained and information and explanations and representations provided by the Company's management, nothing has come to my attention that causes me to believe that the proposed preferential issue of Warrants of the Company is not in accordance with the relevant aforesaid SEBI Regulations.

## Restriction of use

This certificate has been issued at the request of the Company and is intended solely for the information and use of the Board of Directors and members of the Company in connection with the proposed preferential issue of Warrants and listing of resultant equity shares and as a result, this certificate may not be suitable for any

other purpose. Accordingly, me certificate should not be quoted or referred to in any other document or made available to any other person or persons without my prior written consent. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my certificate is show nor into whose hands it may come without my prior written consent.

**Place:** Ahmedabad  
**Date:** 22/05/2024

**Signature:**  
**Anand Sureshbhai Lavingia**  
**Practicing Company Secretary**  
**ACS No.: 26458      C P No.: 11410**  
**Peer Review Certificate No. 1589/2021**  
**UDIN: A026458F000422568**

