

CERTIFICATE BY SECRETARIAL AUDITOR

To,

D. P. Abhushan Limited
138 Chandani Chowk, Ratlam,
Madhya Pradesh, India, 457001

Dear Sir / Madam

Sub: Certificate of Secretarial Auditor on implementation of Employee Stock Option Scheme in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI ESOP Regulations") and in accordance with resolutions passed by the shareholders thereof, at the general meeting of the Company

Ref: D. P. Abhushan Limited - Employee Stock Option Plan 2024 (ESOP - 2024) by D. P. Abhushan Limited ("the Company").

1. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('ESOP Regulations, 2021') was notified with effect from August 13, 2021, which repealed the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
2. As per Regulation 13 of the ESOP Regulations, 2021, *"in the case of every company which has passed a Resolution for the scheme under these Regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the scheme has been implemented in accordance with these regulations and in accordance with the Resolutions of the Company in the general meeting"*.
3. This Certificate is issued in terms of our engagement with D. P. Abhushan Limited ("the Company") as Secretarial Auditor for financial year 2024-25; to be placed at the ensuing Annual General Meeting to be held for the financial year ended on March 31, 2025 that the Scheme have been implemented in accordance with the ESOP Regulations, 2021 and in accordance with the resolutions passed by the shareholders at the general meeting of the Company.
4. The shareholders of the Company have by way of special resolution(s) dated December 22, 2024 passed through Postal Ballot, approved "D. P. Abhushan Limited - Employee Stock Option Plan 2024" ("ESOP 2024").

Managements' Responsibility

The compliance with the aforesaid SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Companies Act, 2013 and Articles of Association of the Company for the ESOP Scheme 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 us for our examination are correct and complete.

Our responsibility

We 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, we do not express such an opinion.

We conducted our 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 we comply with the ethical requirements of the Code of Ethics issued by the ICSI.

Our Certificate is limited to certifying that the ESOP Scheme is being made in strict compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution(s) passed by the shareholders of the Company in the general meeting.

Approvals

The Board of Directors of D. P. Abhushan Limited has, in their Board Meeting held on November 20, 2024, had approved "D. P. Abhushan Limited - Employee Stock Option Plan 2024" ("ESOP - 2024"), 200000 (Two Lakhs Only) options exercisable into not more than 200000 (Two Lakhs Only) equity shares of the Company, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to, 1 (One) fully paid-up Equity Share of Face Value Rupees 10/- (Rupee Ten only) each, of the Company, at an exercise price as may be decided by the Board/Nomination and Remuneration committee, which shall not be less than face value of the Equity Shares, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board Nomination and Remuneration committee in accordance with the provisions of the Scheme, SEBI SBEB & SE Regulations and in due compliance with such other applicable laws or guidelines issued by the relevant Authority(ies), as may be applicable.

Members of the Company have approved "D. P. Abhushan Limited - Employee Stock Option Plan 2024" via Special Resolutions passed through Postal ballot on December 22, 2024.

National Stock Exchange of India Limited and BSE Limited, being stock exchanges where the Company's shares are listed, have issued In-principle Approval vide letters NSE/LIST/46420 dated February 24, 2025 and DCS/IPO/AK/ESOP-IP/3535/2024-25 dated February 18, 2025 respectively.

Conclusion

Based on the procedures performed as mentioned above, evidence obtained and information and explanations and representations provided by the Company's management, we hereby certify the D. P. Abhushan Limited - Employee Stock Option Plan 2024 by D. P. Abhushan Limited has been implemented, in all material respects, during the year

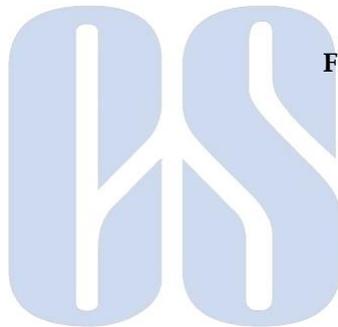
ended March 31, 2025, in accordance with the ESOP Regulations, 2021 and the resolutions passed by the shareholders of the Company at the general meeting.

During the year under review, there has not been any changes in the scheme and the scheme follows the Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021. The Company has not granted any options under ESOP 2024 up to March 31, 2025.

Restriction of use

This certificate is addressed to the Board of Directors of the Company for the purpose of placing before the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirements of the ESOP Regulations, 2021.

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



For, ALAP & Co. LLP
Company Secretaries
Firm Registration Number: L2023GJ013900
Peer Review Number: 5948/2024

Date: 03/09/2025
Place: Ahmedabad

Anand Lavingia
Designated Partner
DIN: 05123678
M. No.: A26458; COP: 11410
UDIN: A026458G001158138