

MEENU G. & ASSOCIATES

(Company Secretaries)

Corporate Office: 9089/2, Multani Dhandra, Pahar Ganj, New Delhi-110055

Email: csmeenu1@gmail.com, Mobile: 8920888492

CERTIFICATE BY PRACTICING COMPANY SECRETARY

To,

The Board of Directors

Durgesh Merchants Limited

Address: D-328, Basement Floor,

Defence Colony, New Delhi-110024

Subject: Certificate for Compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of issuance of Equity Shares on preferential basis

In accordance with the provisions of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, I, Meenu G. & Associates, Practicing Company Secretary have been approached by Durgesh Merchants Limited, (hereinafter referred to as "the Company"), CIN: L65923DL1984PLC248322 and having its registered office situated at D-328, Basement Floor, Defence Colony, New Delhi-110024 to issue a Certificate w.r.t., compliance of the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of issuance of Equity Shares on preferential basis.

In this respect, in my opinion and to the best of my information and according to the explanations and the documents provided to me by the Company for verification, I would like to certify that the Company is in compliance with all the applicable provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time for the preferential issue of Equity Shares. The details of the issue are as follows:

Type of Issue	: Preferential Issue
Number of Shares proposed to be issued	: 81,97,466
Types of Shares	: Equity Shares
Price at which Shares are to be issued	: Rs. 10/-
Amount of Issue	: Rs. 8,19,74,660/-

* Further as informed by the Company, the company has made an allotment of 1,32,534 equity shares of Rs. 10 each on 31st August, 2020 to the allottee/ Promoter i.e., Mr. Kamall Ahuja. The holding of Promoter is 7,00,634 equity shares @ 10/- each and is updated as per RTA records but the credit of shares in the demat account of the allottee from NSDL

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(Depository) is still in process. The Company has already filed the Corporate Action to NSDL (Depository) for crediting those shares in the demat account of allottee but the same is still pending as the Company is in process to get the listing approval from the stock exchange. Therefore total holding of the allottee as on date is as follows:

Demat: 568100 Equity Shares and Physical (pending demat): 1,32,534 Equity Shares.

It is further clarified that this certificate is being issued in strict confidence. I do not make any representation or warranty hereof and further the above information is being furnished without any risk, guarantee, liability, indemnity or obligation, whether directly or indirectly, in any respect whatsoever.

For MEENU G. & ASSOCIATES

Practicing Company Secretary

Meenu Gupta

Membership No.: 52702

COP No.: 26274

PR No.: 2443/2022

UDIN: A052702D003067978

Date: 30.01.2023

Place: New Delhi