

Established in 1901

CIN L33119UR1981PLC006092

DESH RAKSHAK AUSHDHALAYA LIMITED

BHAGWANT KUTI KANKHAL-249408, HARIDWAR (UTTARAKHAND) INDIA

Manufacturers of Ayurvedic and Herbal Product

Phone: (01334) 243833, 245877, 242333 Tele Fax: (01334) 245866

E-mail: dra195@yahoo.com, dra196@yahoo.in website: www.deshrakshak.in

To
Corporate Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Date: 05/09/2023

BSE Scrip Code: 531521

SUB:- Submission of Annual Report of 42nd Annual General Meeting for the Financial year 2022-2023 as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Respected Sir,

In pursuance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Annual Report of the 42nd Annual General Meeting for the Financial year 2022-2023.

You are requested to take on the record and do the needful.

Thanking You,
Yours Faithfully

For Desh Rakshak Aushdhalaya Limited

Sohini Bansal
(Company Secretary)
Membership no. 64620

Date: 05.09.2023

Place: Hardwar

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Tosh Kumar Jain
(Chairman cum Managing Director)

Mr. Arihant Kumar Jain
(Whole Time Director)

Mrs. Monika Jain
(Whole Time Director)

Mrs. Shruti Gupta
(Additional Independent Director)

Mr. Mohit Kumar
(Independent Director)

CS Sohini Bansal
(Company Secretary cum Compliance Officer)

Mr. Amit Kumar Singh
(Chief Financial Officer)

42nd Annual General Meeting
of Desh Rakshak Aushdhalaya Limited
CIN- L33119UR1981PLC006092
Website-www.deshrsakshak.in
E-mail Id: dral96@yahoo.in

Plant Location
Bhagwant Kutti, Kankhal
Haridwar-249408 (Uttarakhand)

BANKERS

State Bank of India
Punjab National Bank
Yes Bank
Bank of Baroda
Axis Bank
HDFC Bank Limited

REGISTRAR & TRANSFER AGENT

M/s MAS Services Limited
T-34, IInd Floor, Okhla Industrial Area
Phase-II New Delhi-110020

STATUTORY AUDITORS

Anil Jain and Co.
10, Guru M. Ashram, Devpura
Haridwar, -249401 (Uttarakhand)

SECRETARIAL AUDITOR

M/s R.C Sharma & Associates
Mumba Dham Block No-30
Shop No.-218, LIC Road Sanjay
Place, Agra-282002, OppVikas
Bhawan, Sanjay Place Agra-282002

REGISTERED OFFICE

Bhagwant Kutti, Kankhal
Haridwar-249408 (Uttarakhand)
TelephoneNos.01334-243833, 245877
9557847108
Fax-245866

INVESTOR HELPDESK

01334-243833, 245877, 245866
9557847108
E-mail: dral96@yahoo.in

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NOTICE
OF
42ND ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting (“AGM”) of Desh Rakshak Aushdhalaya Limited will be held on Friday, 29th day of September, 2023 at 03:00 P.M. at the Registered office of the company situated at Bhagwant Kuti Kankhal Haridwar Uttarakhand-249408 to transact the following business:-

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL FINANCIAL STATEMENTS

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors (‘the Board’) and auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended as on March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”

2. RE-APPOINTMENT OF MRS. MONIKA JAIN, LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mrs. Monika Jain (DIN: 03403491), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, of the Companies Act, 2013 (the “Act”) read with provisions of Schedule V of the Act and the rules

made there under or any of the provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to appoint Mrs. Monika Jain (**DIN:** 03403491) as Whole-Time Director of the Company being liable to retire by rotation, upon the terms and conditions as recommended by the Board of Directors in its meeting.”

“**RESOLVED FURTHER THAT** the shareholders have approved the terms and conditions as recommended by Board of Directors.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director or Company Secretary of the Company be and is hereby authorized, to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute and file all necessary documents, applications, returns, forms and writings as may be necessary, proper, desirable or expedient to give effect of this resolution.”

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. TOSH KUMAR JAIN (DIN: 01540363) AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY FOR THE FURTHER PERIOD OF 5 YEARS AND PAYMENT OF REMUNERATION THEREOF

To seek approval for the re-appointment of Mr. Tosh Kumar Jain (**DIN:** 01540363) as the Managing Director and Chairman of the company for the further period of five years and payment of remuneration thereof.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as per applicable clauses of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Tosh Kumar Jain (**DIN:** 01540363) as the Managing Director and Chairman of the Company for a further period of five years with effect from 29th day of September, 2023 upon the terms and conditions submitted to this meeting and for identification signed by Chairman thereto, which is hereby specifically approved with authority to

the Board of Directors including committees thereof, to alter and/or vary such terms and conditions of the said appointment, within the limits, if any, prescribed in the Act and/or Schedules thereto”.

“**RESOLVED FURTHER THAT** in the event of inadequacy of profits for any financial year during the tenure of Mr. Tosh Kumar Jain (**DIN: 01540363**), remuneration to be paid in accordance with the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“**RESOLVED FURTHER THAT** subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and/or guidelines for managerial remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board including committees be and is hereby authorized to vary and alter the terms and conditions of the said re-appointment for increase or vary the remuneration to be paid and provided from time to time to Mr. Tosh Kumar Jain (**DIN: 01540363**).”

“**RESOLVED FURTHER THAT** any of the directors or Company Secretary of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the resolution hereof.”

4. REGULARISATION OF MRS. SHRUTI GUPTA (DIN: 09818957) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To seek approval for regularisation of Mrs. Shruti Gupta (**DIN: 09818957**) as Independent Director of the company for the period of five years.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149,152, 160, 161 of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Shruti Gupta (**DIN: 09818957**) who was appointed as an Additional Independent Director in the meeting of the Board of Directors held on 16th day of December, 2022 and whose appointment as an Independent Director is recommended by Nomination and Remuneration Committee and whose term expires at this Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the Director be and is hereby appointed as an Independent director for the period of five years with effect from 29th day of September, 2023 of the Company which is not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution.”

5. APPOINTMENT OF MRS. BHUMIKA PARWANI (DIN: 09732792) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To seek approval for appointment of Mrs. Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the company be and is hereby accorded to appoint Mrs. Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the company in professional capacity, being liable to retire by rotation and upon the terms and conditions as recommended by the Board of Directors in its meeting.”

“RESOLVED FURTHER THAT the shareholders have approved the terms and conditions as recommended by Board of Directors.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized, to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute and file all necessary documents, returns, forms and writings as may be necessary, proper, desirable or expedient to give effect of this resolution.”

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



All the members are requested to attend the meeting.

Place: Haridwar
Date: 05/09/2023

For and on behalf of the Board
For Desh Rakshak Aushdhalaya Limited

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

NOTES:

1. The company is providing facility for voting by electronic means and the business may be transacted through such voting, however, the company has adopted physical mode for convening its 42nd Annual General Meeting. Therefore, members can also opt to physically attend the Annual General Meeting of the company.
2. The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Act setting out material facts concerning the business with respect to Item Nos. 3, 4, 5 forms part of this Notice. Additional information as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment/re-appointment at the Annual General Meeting (“AGM”) are given in the Explanatory Statement and Annexure-A to the AGM notice. The Board of Directors recommends all the appointments/ reappointments as proposed. The director have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.
4. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
5. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. A member entitled to attend and vote at the meeting is entitled to appoint another person (whether a shareholder or not) as his/her proxy to attend and vote instead of himself/ herself, and the proxy need not be a member but a proxy so appointed shall not have any right to speak at the meeting and can vote only on a poll. The proxies in order to be effective must be duly signed and received at the registered office of the Company not less than 48 hours

before the commencement of the meeting. Proxy form is annexed to the notice as ANNEXURE-C.

7. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10%) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10%) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
8. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
9. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
10. Proxies Holder shall prove his identity at the time of attending Meeting.
11. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
12. Only bona-fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
13. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
14. Members are requested to quote their Folio no. or DP ID / Client ID, in case shares are in physical /dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
15. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing

its representative to attend AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to rcsharmacs@yahoo.com with a copy marked to evoting@nsdl.co.in and dral96@yahoo.in.

16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date will receive Annual Report for the financial year 2022-23.
18. Pursuant to Section 91 of the Companies Act, 2013, the Registers of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Friday September 29, 2023 (both days inclusive) for the purpose of annual closure of books.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN details to their respective Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent, M/s MAS Services Limited, T-34, IInd Floor Okhla Industrial Area Phase-II, New Delhi-110020.
20. In accordance with Securities and Exchange Board of India LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018, any request for physical transfer of shares shall not be processed unless the share held in dematerialized form.

Further, in compliance with Securities and Exchange Board of India vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- (i) Issue of duplicate share certificate
- (ii) Claim from unclaimed suspense account
- (iii) Renewal/Exchange of securities certificate
- (iv) Endorsement
- (v) Sub-division / splitting of securities certificate
- (vi) Consolidation of securities certificates/folios
- (vii) Transmission

(viii) Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

21. The Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, contact number, email id, bank account detail with MICR-CODE & IFS CODE, specimen signature and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st October 2023, Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st October 2023.
22. The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after October 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:
 - (i) PAN; (using ISR-1)
 - (ii) Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
 - (iii) Contact details including Postal address with PIN code, Mobile Number, E-mail address; (using ISR-1)
 - (iv) Bank Account details including Bank and Branch name, Bank account number, IFS code; (using ISR-1)
 - (v) Specimen signature. (using ISR-2), (using ISR-2) (As may be Applicable)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The aforesaid documents/details can be made available through "In Person Verification" (IPV) or through post or through electronic mode with e-sign. The

shareholders can download the forms mentioned in above SEBI circular from the website of the Company or RTA website i.e www.masserv.com.

A separate communication has already been sent to the respective shareholders.

23. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/transmitted only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
24. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
26. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-2023.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Desh Rakshak Aushdhalaya Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

27. Members are requested to address all the correspondence to the Registrar and Share Transfer Agents, MAS Services Limited, T-34, IInd Floor Okhla Industrial Area Phase-II, New Delhi-110020.
28. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination details, bank details such as name of the bank and branch, bank account number, IFSC Code etc., as per instructions set out below:

Members holding the shares in electronic form should furnish the above details to their Depository Participant (“DP”) in the prescribed form provided by the DP.

29. The Company has appointed MAS Services Limited, as its Registrars and Share Transfer Agents (“RTA”) for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form or physical, form should be addressed to the RTA directly quoting Folio No./Demat Account, full name and name of the Company as Desh Rakshak Aushdhalaya Limited.
30. Non Resident Indian members are requested to inform the Company’s RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
31. The Company’s Securities are listed on BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.
32. The Company has set Friday, 22nd day of September, 2023 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting. A person who is not the member as on the cut off date shall treat this notice for information purposes only.
33. The Board of Directors has appointed R C Sharma and Associates, Practicing Company Secretaries (FCS No. 5524, CP No. 7957) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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34. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hours of the conclusion of the Annual General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 35. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.deshrakshak.com>. The results shall also be uploaded to the Stock Exchange where the shares of the company are listed within 2 working days of the conclusion of the Annual General Meeting.
 36. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
 37. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2022-23 are available on the website of the Company at www.deshrakshak.in and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means).
 38. The Annual Report is also available at the website of RTA MAS Services Limited viz. <https://www.masserv.com>.
 39. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.
 40. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Friday, September, 22, 2023, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com
 41. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

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42. Shareholders intending to require information about accounts to be explained in the meeting are requested to inform the Company at following email id dral96@yahoo.in at least seven days in advance of the Annual General Meeting. Also, Members who require e-communication and in case of any queries regarding the Annual Report, Members may write to dral96@yahoo.in.
 43. Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the green initiative and environmental cause.
 44. Members may also note that the Annual Report for the financial year 2022-23 together with the Notice of 42nd Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Route Map will also be available on the website of the Company viz. <https://www.deshrakshak.in> for their download.
 45. Attendance Slip (Annexure-B), Proxy Form (Annexure-C), Ballot Paper (Annexure-D) have been enclosed herein. Route Map giving directions to the venue of the meeting is also annexed to the Annual Report.
 46. The Annual Listing Fees for the year 2023-2024 have been paid by the Company to the BSE Limited where the shares of the Company are listed.
 47. The Independent Directors of the company has furnished the requisite declaration for independence as per Section 149 of the Companies Act, 2013.
 48. Electronic copy of the Annual Report for 2023 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.
 49. Members may also note that the Notice of the 42nd Annual General Meeting and the Annual Report for 2023 will also be available on the Company's website www.deshrakshak.in, website of NSDL www.evoting.nsdl.com or www.nsdl.co.in and website of MAS Services Limited www.masserv.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office located in Haridwar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: dral96@yahoo.in.

50. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Friday, 29th September, 2023, the date of the Annual General Meeting of the Company.
51. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
52. The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
53. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
54. The Company has entered into agreements with Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
55. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary of the company by 22nd September, 2023.
56. In terms of Securities and Exchange Board of India Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.

OTHER INFORMATION

57. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company’s Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



58. As a part of “Green initiative in the Corporate Governance”, The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor’s Report, Director’s Report, etc., to the members through e-mail.

59. The Notice calling the Annual General Meeting has been uploaded on the website of the Company at www.deshrakshak.in. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The 42nd Annual General Meeting Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility before the Annual General Meeting) i.e. www.evoting.nsdl.com.

Place: Haridwar
Date: 05/09/2023

For and on behalf of the Board
For Desh Rakshak Aushdhalaya Limited

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th day of September, 2023 at 9:00 A.M. and ends on Thursday, 28th day of September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.22nd day of September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd day of September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to

	<p>register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rcsharmacs@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Snehal Bhamre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to dral96@yahoo.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to dral96@yahoo.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM
- ii. R C Sharma and Associates, Practicing Company Secretaries (Membership No. FCS-5524 & CP No. 7957) appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.deshrakshak.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

• **DECLARATION OF RESULTS**

1. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at www.deshrakshak.in and on the website of NSDL <https://www.evoting.nsd.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.
2. The Scrutinizer after scrutinizing the votes cast by remote e-voting and voting during the AGM will make a consolidated Scrutinizer's Report and submit the same not later than 48 hours of conclusion of the AGM to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.

3. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.deshrakshak.in and on the website of NSDL, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

Place: Haridwar
Date: 05.09.2023

For and on behalf of the Board
For Desh Rakshak Aushdhalaya Limited

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3 to 5 of the accompanying Notice.

ITEM NO.3: RE-APPOINTMENT OF MR. TOSH KUMAR JAIN (DIN: 01540363) AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY FOR THE FURTHER PERIOD OF 5 YEARS AND PAYMENT OF REMUNERATION THEREOF

The Board of Directors at their Meeting held on 5th day of September, 2023 considered and approved subject to the approval of the members at the forthcoming 42nd AGM, the reappointment of Mr. Tosh Kumar Jain (DIN: 01540363) as the Managing Director and Chairman of the Company for a term of five years with effect from 29th September, 2023.

Mr. Tosh Kumar Jain (DIN: 01540363) is not disqualified from being appointed as chairman and Managing Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Chairman and Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any other authority in India or abroad.

Mr. Tosh Kumar Jain (DIN: 01540363) has experience and expertise in the field of Capital Market, and having ample knowledge of more than 25 years in the field of accounts, finance and managing the business.

The re-appointment and remuneration of the Chairman and Managing Director approved by the Nomination and Remuneration Committee.

The terms and conditions of the remuneration and appointment of Mr. Tosh Kumar Jain (DIN: 01540363) are as under:

Salary: Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1st day of April each year.

Fixed pay: Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per annum.

Variable Remuneration: Performance linked incentives shall be payable based on performance, reviewed and approved by the Nomination and Remuneration Committee, and will be paid if the employee is on the rolls of the Company on the payment date.

Stock Options: No Options are proposed to be granted under this resolution and any future ESOP grants will be subject to approval of Members, as may be required under applicable laws.

Perquisites: As per Company's policy and shall be within the remuneration as stated above.

Statutory Benefits and other Company benefits: As per the Company's policy, from time to time, including but not limited to contribution to provident fund, gratuity, leave encashment, medical insurance for self and family.

Notice Period: The notice period is 60 days for resignation from the company.

Severance fees: As per Company's policy and shall be payable based on performance, reviewed and approved by the Nomination and Remuneration Committee.

Reimbursement of Expenses:

1. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

2. Mr. Tosh Kumar Jain (**DIN:** 01540363) shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his professional duties including but not limited to communication and travel expenses (including but not limited to reimbursements related to mobile bill, data card bills, internet bills, travel expenses, meal expenses etc. as per Company policy).

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Chairman and Managing Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration

Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time.

The draft of the agreement to be entered into by the Company with Mr. Tosh Kumar Jain (**DIN:** 01540363) is available for inspection by the members of the company at the Registered Office of the Company on working days except 29th day of September, 2023 the date of AGM.

Members of the Nomination and Remuneration Committee of the Company have recommended Board for reappointment of Mr. Tosh Kumar Jain (**DIN:** 01540363), Managing Director and Chairman of the Company and payment of remuneration thereof as detailed in the resolution.

The Board of Directors recommends the special resolution for approval of the Members of the Company.

None of the Directors, key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution except Mrs. Monika Jain, Whole-time Director, Mr. Arihant Kumar Jain, Whole-time Director being the relative, may be deemed to be interested in this resolution to the extent of re-appointment and remuneration which Tosh Kumar Jain (**DIN:** 01540363), is entitled to receive as Managing Director.

Additional information as required under Schedule V of the Companies Act, 2013 with respect to Item no. 3.

I. General Information

(a) Nature of industry: The company engaged in manufacturing of ayurvedic and herbal product.

(b) Date or expected date of commencement of commercial production: The Company commenced business from the date of its incorporation on September 14, 1981.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(d) Financial performance based on given indicators: The company profit after tax as on 31.03.2023 is Rs. 40,56,551 and as on 31.03.2022 is Rs. 48,13,197. The company net worth as on 31.03.2023 is Rs. 9,13,46,230 and as on 31.03.2022 is Rs. 9,28,51,258.

(e) **Foreign investments or collaborations, if any:** Not Applicable

II. Information about the appointee:

a) Background details, job profile and suitability:

Mr. Tosh Kumar Jain (**DIN:** 01540363), holds a bachelor's degree. He is presently Managing Director cum Chairman of the Company and in his present role with the Company, he is responsible for devising the financial and operational strategy, investor relations, assisting with a commercial roadmap to realize the long term vision of the organization and driving overall governance.

b) Past Remuneration: Rs. 12,00,000 p.a.

c) Remuneration proposed: As mentioned in the explanatory statement above.

d) Recognition or awards: Nil

e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin): Considering the size of the Company, the profile of Mr. Tosh Kumar Jain (**DIN:** 01540363), his responsibilities and the industry benchmarks, the remuneration proposed is in line with remuneration drawn for similar positions in companies of similar scale and size.

f) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial

Personnel or other Director, if any: Mr. Tosh Kumar Jain (**DIN:** 01540363) has no pecuniary relationship with the Company or its KMPs other than his remuneration in the capacity of Managing Director.

Mrs. Monika Jain (**DIN:** 03403491), Whole-time Director of the company is wife of Mr. Tosh Kumar Jain (**DIN:** 01540363) and Mr. Arihant Kumar Jain (**DIN:** 06401053), Whole-time Director of the company is son of Mr. Tosh Kumar Jain (**DIN:** 01540363).

III. Other Information:

a) Reason of loss or inadequate profits: Not Applicable

b) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The company focuses on to improve productivity and profit through utilization of innovative techniques of production.

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Tosh Kumar Jain
DIN	01540363
Nationality	Indian
Date of Appointment on Board	02/09/1998
Qualification	Graduate
Date of Birth	06/02/1964
No. of Shares Held and Shareholding (%) in company	12,51,800 equity shares held and 28.20 % of the Paid-Up Share Capital of the company
List of Directorships held in other Companies	1. Shri Bhagwant Finance Company Limited 2. Bhagwat Estates Private Limited
Chairman/Member of the committee of the other Companies	N.A.
Chairman/Member of the committee of the Board of Directors of this Company	Member of Audit Committee and Nomination and Remuneration Committee of Desh Rakshak Aushdhalaya Limited
Remuneration paid or sought to be paid	Rs. 120000/-
Relationship with other Directors/KMP/Manager	Mr. Tosh Kumar Jain is father of Mr. Arihant Kuamr Jain, Whole-time Director of the Company and husband of Mrs. Monika Jain, Whole-time Director of the Company
Nature of Expertise in specific functional areas	Having experience in Managing Business, leadership, organizational development.
Brief Resume	Mr. Tosh Kumar Jain (DIN: 01540363) aged about 59 years is a Graduate having experience of more than 25 years in accounts, finance and Managing Business. He is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the company. Mr. Tosh Kumar Jain is well versed in management. He is keenly engaged into the business development and controls key strategic aspects of the company.
Skills and Capabilities of an Independent Director required for the role and the manner in which the	N.A.

proposed person meets such requirements	
Companies from which the director has resigned in the past three years	N.A.
Terms and conditions for appointment/re-appointment	Appointed as Chairman and Managing Director for the period of five years, eligible for retire by rotation.
Number of meetings of the Board attended during the year	11

ITEM NO.4: REGULARISATION OF MRS. SHRUTI GUPTA (DIN: 09818957) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mrs. Shruti Gupta (DIN: 09818957), who was appointed as an Additional Independent Director of the Company in the Board meeting held on 16th December, 2022 will hold the office till the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing her appointment as an Independent Director.

Mrs. Shruti Gupta (DIN: 09818957), is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director and he has not been debarred from holding the office of director or continuing as a director of company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any other authority in India or abroad. She has also submitted a declaration of Independence under section 149 (6) of the Companies Act, 2013 and under regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and also under the LODR Regulations for appointment as an Independent Director of the Company and Mrs. Shruti Gupta (DIN: 09818957) is independent of the management.

The outcome of performance evaluation of Mrs. Shruti Gupta is positive. She taken unbiased decisions and provide independent guidance in several crucial matters to the Board of the company. She performed her roles and responsibilities in effective manner. She ensures integrity of the company's accounting and financial reporting system. She acted on fully informed basis, in good faith with due diligence and care.

Hence, it is proposed to appoint Mrs. Shruti Gupta (DIN: 09818957) as an Independent Director of the Company.

The terms and conditions for appointment of Mrs. Shruti Gupta (**DIN:** 09818957) as Independent Director of the Company is available for inspection by the members of the company at the Registered Office of the Company on working days except 29th day of September, 2023 the date of AGM.

The Board recommends the resolution at item no. 4 for the approval of the members of the Company as a Special Resolution.

Save and except Mrs. Shruti Gupta, None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the above resolution.

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Shruti Gupta
DIN	09818957
Nationality	Indian
Date of Appointment on Board	16/12/2022
Qualification	Graduate and Professional
Date of Birth	11/08/1991
No. of Shares Held and Shareholding (%) in company	-
List of Directorships held in other Companies	-
Chairman/Member of the committee of the other Companies	-.
Chairman/Member of the committee of the Board of Directors of this Company	Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of Desh Rakshak Aushdhalaya Limited
Remuneration paid or sought to be paid	Sitting fees to be paid in real time basis
Relationship with other Directors/KMP/Manager	-
Nature of Expertise in specific functional areas	She is professional having vast experience in the field of accounting, audit, financial, corporate laws. She is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the Company. She is very instrumental in making strategic decisions.
Brief Resume	Mrs. Shruti Gupta (DIN: 09818957) aged about 32 years is a Graduate and Professional having experience of more than 2 years in the field of capital market, accounts, finance, corporate

	laws, audit. Mrs. Shruti Gupta is well versed in management and will assist in maintaining the corporate governance in the company.
Skills and Capabilities of an Independent Director required for the role and the manner in which the proposed person meets such requirements	Independent director should work with integrity and take unbiased decision and should maintain overall governance in the company. She is professional and very instrumental in making strategic decisions and having vast experience in the relevant field. She is having a skill to work with utmost integrity and take unbiased decisions. While approving any agenda of the Board or taking the decisions; she thoroughly studies and research and asks detailed questions with respect to any matter and then acts accordingly.
Companies from which the director has resigned in the past three years	-
Terms and conditions for appointment/re-appointment	Appointed as Independent Director for the period of five years and not eligible for retire by rotation.
Number of meetings of the Board attended during the year	2

ITEM NO.5: APPOINTMENT OF MRS. BHUMIKA PARWANI (DIN: 09732792) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

The Board of Directors at their Meeting held on 5th day of September, 2023 considered and approved subject to the approval of the members at the forthcoming 42nd AGM, the appointment of Mrs. Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the Company in professional capacity.

A notice under section 160 of the Companies Act, 2013 received proposing her appointment as a Non-Executive Director. Mrs. Bhumika Parwani (DIN: 09732792), is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director and he has not been debarred from holding the office of director or continuing as a director of company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any other authority in India or abroad.

She is Chartered Accountant by profession and having ability to guide in crucial matters to the Board of the Company. Based on her skills, rich experience, knowledge, it is proposed to appoint Mrs. Bhumika Parwani (DIN: 09732792), as Non-Executive Director of the Company in

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



professional capacity. She is already appointed as an internal auditor of the company and looking after the internal audit work since 29th day of May, 2023.

The terms and conditions for appointment of Mrs. Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the Company in professional capacity is available for inspection by the members of the company at the Registered Office of the Company on working days except 29th day of September, 2023 the date of AGM.

The Board recommends the resolution at **item no. 5** for the approval of the members of the Company as Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the above resolution.

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Bhumika Parwani
DIN	09732792
Nationality	Indian
Date of Appointment on Board	-
Qualification	Graduate and Professional
Date of Birth	30/10/1992
No. of Shares Held and Shareholding (%) in company	-
List of Directorships held in other Companies	1. Federal Agro Industries Limited 2. Ganpati Infrastructure Development Company Limited 3. HMA Agro Industries Limited
Chairman/Member of the committee of the other Companies	1. Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility of HMA Agro Industries Limited 2. Chairman of Stakeholder Relations Committee of HMA Agro Industries Limited 3. Chairman of Audit Committee and Nomination and Remuneration Committee of Federal Agro Industries Private Limited.
Chairman/Member of the committee of the Board of Directors of this Company	-
Remuneration paid or sought to be paid	Sitting fees to be paid in real time basis

Relationship with other Directors/KMP/Manager	-
Nature of Expertise in specific functional areas	Having experience in the field of accounts, audit, leadership. She is a professional having vast experience in the field in which company engage. She is having depth knowledge and having and ability to guide in several crucial matters to the board of the Company.
Brief Resume	Mrs. Bhumika Parwani (DIN: 09732792) aged about 31 years is a Graduate and professional having experience of more than 2 years in the field of accounts, audit, finance, taxation, company law, capital market and Managing Business. Mrs. Bhumika Parwani will provide valuable guidance to the management.
Skills and Capabilities of an Independent Director required for the role and the manner in which the person meets such requirements	N.A.
Companies from which the director has resigned in the past three years	-
Terms and conditions for appointment/re-appointment	Appoint as Non-Executive Director in professional capacity, eligible for retire by rotation.
Number of meetings of the Board attended during the year	-

Place: Haridwar
 Date: 05/09/2023

For and on behalf of the Board
For DeshRakshakAushdhalaya Limited

Sd/-
Tosh Kumar Jain
 Chairman & Managing Director
DIN: 01540363

ANNEXURE-A

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

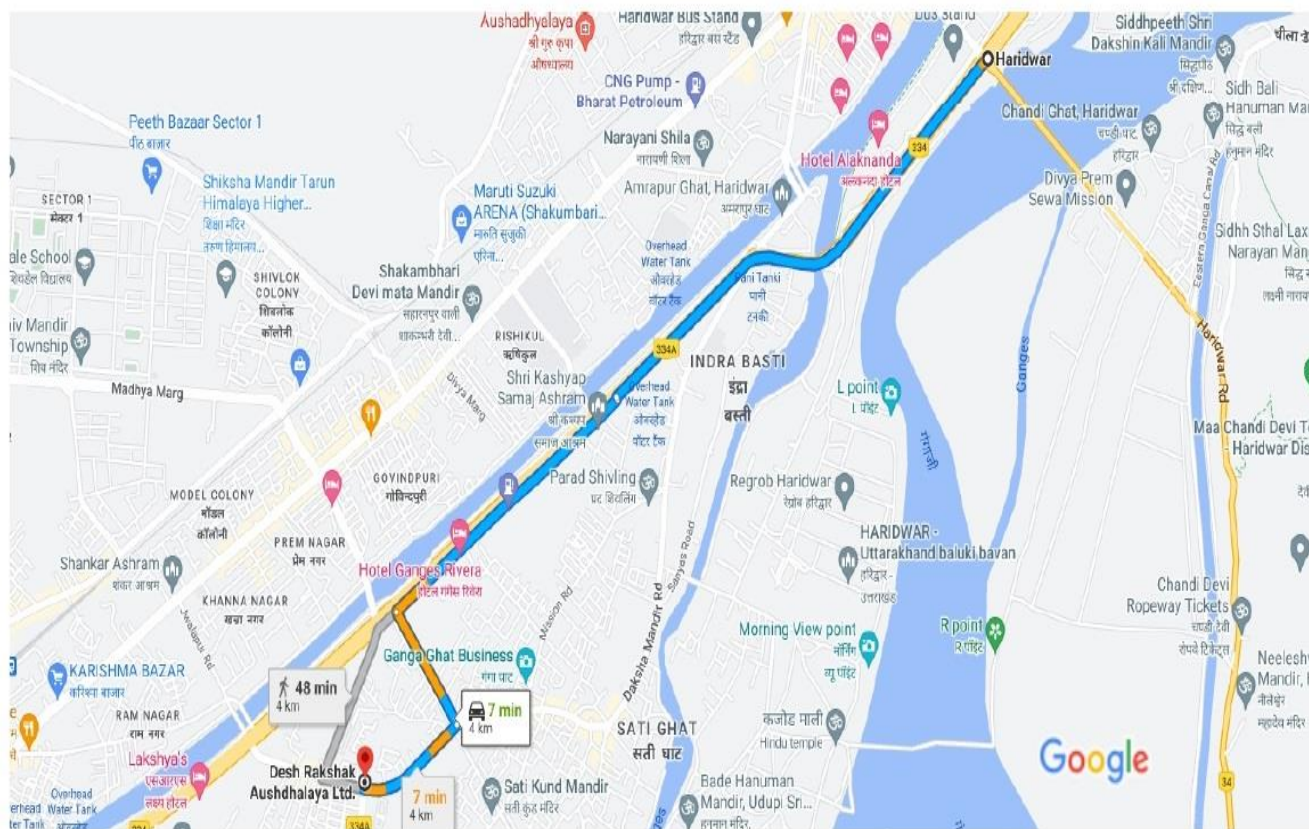
IN RESPECT OF ITEM NO. 2

Name of the Director	Monika Jain
DIN	03403491
Nationality	Indian
Date of Appointment on Board	25/05/2012
Qualification	Graduate
Date of Birth	05/05/1969
No. of Shares Held and Shareholding (%) in company	12,12,020 equity shares held and 27.31 % of the Paid-Up Share Capital of the company
List of Directorships held in other Companies	1. Shri Bhagwant Finance Company Limited 2. Bhagwat Estates Private Limited
Chairman/Member of the committee of the other Companies	-
Chairman/Member of the committee of the Board of Directors of this Company	-
Remuneration paid or sought to be paid	Rs.60,000/-
Relationship with other Directors/KMP/Manager	Mrs. Monika Jain is mother of Mr. Arihant Kumar Jain, Whole-time Director of the Company and wife of Mr. Tosh Kumar Jain, Managing Director and Chairman of the Company
Nature of Expertise in specific functional areas	She is having experience and expertise in leadership and having in depth knowledge and having an ability to guide in several crucial matters to the Board of the Company.
Brief Resume	Mrs. Monika Jain (DIN: 03403491) aged about 54 years is a Graduate having experience of more than 5 years in Managing Business and leadership. She having vast experience in the relevant field. She is having expertise in Organisational Development which could be beneficial to the Company
Skills and Capabilities of an Independent Director required for the role and the manner in which the person meets such requirements	N.A.
Companies from which the director has resigned in the past three years	N.A.
Terms and conditions for appointment/re-appointment	Appointed as Whole-time Director, eligible for retire by rotation
Number of meetings of the Board attended during the year	11

ANNEXURES TO THE NOTICE

ROUTE MAP FOR VENUE OF 42ND ANNUAL GENERAL MEETING

AT “BHAGWANT KUTI KANKHAL HARIDWAR UTTARAKHAND-249408”



DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



ANNEXURE-B

DESH RAKSHAK AUSHDHALAYA LIMITED

CIN: L33119UR1981PLC006092

Regd Off: BHAGWANT KUTI KANKHAL HARIDWAR UTTARAKHAND-249408

ATTENDANCE SLIP

(To be presented at the entrance)

42nd Annual General Meeting on Friday on 29th September, 2023

Name of the Member attending meeting	
Registered Address	
Reg. Folio/DP & Client No.	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 42nd Annual General Meeting of the Company Bhagwant Kuti Kankhal Haridwar, Uttarkhand-249408 at 3.00 P.M. on Friday, 29th September, 2023.

Members' Name _____

Proxy's Name _____

Members'/Proxy Signatures _____

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the premises.
- 2) Only Member/ Proxy holder can attend the meeting.
- 3) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 4) A Proxy need not be a member of the Company.
- 5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 6) Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

ANNEXURE-C

DESH RAKSHAK AUSHDHALAYA LIMITED

CIN: L33119UR1981PLC006092

Regd Off: BHAGWANT KUTI KANKHAL HARIDWAR UTTARAKHAND-249408

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) holding of _____ shares of the above named Company, hereby appoint:

1. Name :	E-mail Id:
Address:	
Signature: _____, or failing him	

2. Name :	E-mail Id:
Address:	
Signature: _____, or failing him	

3. Name :	E-mail Id:
Address:	
Signature: _____, or failing him	

as my/ our proxy to attend and vote for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company to be held at Bhagwant Kuti Kankhal Haridwar, Uttarakhand-249408 at 03.00 P.M. on Friday, the 29th September, 2023 and at any adjournment thereof in respect of such resolutions as are indicated below:

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



Resolution No.	Particulars	Vote	
		For	Against
Ordinary Business and Special Business			
1.	To Receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31 st March, 2023 together with the reports of the Board of Directors (“the Board”) and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Monika Jain (DIN: 03403491), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment		
3.	To seek approval for the re-appointment of Mr. Tosh Kumar Jain (DIN: 01540363) as the Managing Director and Chairman of the company for the further period of five years and payment of remuneration thereof.		
4.	To seek approval for regularisation of Mrs. Shruti Gupta (DIN: 09818957) as Independent Director of the company for the period of five years.		
5.	To seek approval for appointment of Mrs. Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the company.		

Signed this ____ day of ____ 2023

Signature of Shareholder _____

Affix Revenue Stamp

Signature of Proxy holder(s) _____ Signature of the shareholder across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.
- 3) The holder/proxy may vote either for or against each resolution.

ANNEXURE- D

DESH RAKSHAK AUSHDHALAYA LIMITED

CIN: L33119UR1981PLC006092

Regd Off: BHAGWANT KUTI KANKHAL HARIDWAR UTTARAKHAND-249408

BALLOT FORM

1) Name of the first named Shareholder (In block letters): _____

2) Name(s) of the Joint Holder(s), if any:

3) Postal Address:

4) Registered Folio No. / Client ID No.:

5) Class of Share:

6) No. of Shares:

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING

I/we hereby exercise my/our vote(s) in respect of Ordinary/ Special Resolutions enumerated below to be passed through ballot form for the businesses stated in the notice of the Company dated _____ by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Resolutions	Type of Resolution	No. of Shares Held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary			
2.	To appoint a Director in place of Mrs. Monika Jain (DIN: 03403491), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.	Ordinary			
3.	To seek approval for the re-appointment of Mr. Tosh Kumar Jain (DIN: 01540363) as the Managing Director and Chairman of the company for the further period of five years and payment of remuneration thereof.	Special			
4.	To seek approval for regularisation of Mrs. Shruti Gupta (DIN: 09818957) as Independent Director of the company for the period of five years.	Special			
5.	To seek approval for appointment of Mrs.	Ordinary			

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



	Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the company.				
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Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form will be provided to the Members who will physically present at the 42nd Annual General Meeting for the purpose of voting and who have not cast their vote through remote e-voting process.
2. Voting rights are reckoned on the basis of the shares registered in the name of the Members as on 22nd September, 2023.
4. The form should be signed by the member as per the specimen signature registered with the Company/Depository.
5. A member can request for a duplicate ballot form, if so required.
6. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the scrutinizer on the validity of the ballot form and any other related matter shall be final.

UPDATION OF SHAREHOLDER INFORMATION

To,
Desh Rakshak Aushdhalaya Limited
Bhagwant Kuti, Kankhal,
Haridwar-249408 (Uttarakhand)

Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

General Information:

Folio No.:
Name of the first named Shareholder:
PAN: *
CIN / Registration No.: *
(applicable to Corporate Shareholders)
Tel No. with STD Code:
Mobile No.:
Email Id:

*Self-attested copy of the document(s) enclosed

Bank Details:

IFSC:

(11 digit)

MICR:

(9 digit)

Bank A/c Type:

Bank A/c No.: *

Name of the Bank::

Bank Branch Address:

* A blank cancelled cheque is enclosed to enable verification of bank details.

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / Registrar and Transfer Agent responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / Beneficiary account.

Place:

Date:

Signature of Sole / First holder

UPDATION OF SHAREHOLDER INFORMATION FOR SHAREHOLDERS HOLD SHARES IN PHYSICAL FORM:

Dear Member,

Sub.: Request for furnishing PAN, KYC, nomination and Bank details

We draw your attention to the SEBI Circular No. **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655** dated **03rd November, 2021** and further clarification vide its **Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2021/687** dated **14th December, 2021**, wherein it was directed by SEBI to mandatorily update the PAN, KYC, Nomination details, Bank details, Contact details and Specimen Signature of all the Shareholders holding Shares in physical form and compulsory linking of PAN with AADHAAR on or before April 1, 2023. SEBI has issued another circular vide **Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37** dated **March 16, 2023** in supersession of above mentioned circular, whereby all shareholders are instructed to complete their KYC as detailed in letter below **on or before September 30, 2023**.

In terms of above-mentioned circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37) SEBI has mandated the following:

- a. furnishing of PAN, Postal address with PIN, e-mail address, mobile number, bank account details and nomination by holders of physical securities, specimen signature.
- b. ensuring linking of PAN to Aadhaar (As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number for resident investors by **June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes** to avoid freezing of your folio.
- c. any grievance or service request shall be entertained by the RTA only upon furnishing the PAN, nomination, bank details, contact details and specimen signature.

Please provide detail which is not available with us and if you require any change kindly submit the specified form as tabulated below for necessary update in your folio with the Company Registrar and Transfer Agent (RTA) - MAS Services Limited, T-34, 2nd floor, Okhla Industrial Area, Phase- II, New Delhi – 110020 or email at investor@masserv.com; Phone- [011-26387281-82-83](tel:011-26387281-82-83)

Please facilitate dematerialization of securities held in physical form. SEBI issued circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25.01.2022 specified service requests which shall be processed only in dematerialized form.

We request you to furnish the documents/details pursuant to above circular, as per the table below, to the Registrars & Transfer Agents M/s. MAS Services Limited.

Keeping in view the above provisions, shareholders holding shares in physical mode are requested to follow the Procedure/ Instructions as notified by SEBI in regard to updation of **PAN, KYC details, Nomination immediately** in the specified forms as detailed below.

Sr. No.	Details to be updated or incorporated	Document required	Form required
1.	PAN(S) (including of joint holder)	Self-attested copy of pan card (please make sure pan to be linked with aadhaar on or before June 30, 2023)	ISR-1
2.	Change of address	Copy of any one : 1. Unique Identification Number (UID)(Aadhaar) 2. Valid Passport/Registered Lease or Sale Agreement of Residence, 3. Driving License, 4. Flat Maintenance bill, 5. Utility bills like Telephone bill (only land line)/ Electricity bill or Gas bill not more than 3 months old), 6. Id card/document with address issued by any of the following : Central/State Government and its departments (duly attested by their employer), 7. The Proof of Address in the name of the spouse, 8. Client Master List provided by Depository Participant.	ISR-1
3.	Email id	Mention e-mail id in ISR-1	ISR-1
4.	Mobile Number	Mention mobile number in ISR-1	ISR-1
5.	Bank detail	Original cancelled cheque (shareholder name printed on it); or Bank passbook/statement attested by bank	ISR-1
6.	Confirmation of Signatures	Original Cancelled cheque (shareholder name printed on it) or Self-attested copy of Bank passbook/statement and signature attested by bank on ISR-2	ISR-2 & ISR-1
7.	Incorporation of Nomination	Detail of nominee in SH-13	SH-13
8.	Cancellation or Change of Nomination	Detail of in SH-14	SH-14
9.	Declaration to opt-	Declaration in ISR-3	ISR-3

	out of nominatio n		
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The aforesaid forms can be downloaded from the website of the Company or RTA website

Kindly note that non - updation of PAN, KYC and Nomination details would result in Freezing of Folios:

- a. Folios wherein any one of the said document / details are not available **on or after October 01, 2023**, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA. Further effective April 01, 2024 you will not be eligible for receiving dividend, interest or redemption payment in physical mode, these payments shall be processed only through electronic mode.
- b. **After December 31, 2025**, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002.
- c. The RTA shall revert the frozen folios to normal status upon receipt of all the documents/details.

You are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the following address at the earliest:

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020

Ph.No. :- 011-263872 81/82/83

Website:-www.masserv.com;Email:-
investor@masserv.com

The scan copies of the documents may also be e-mailed through your registered email id with MAS Services Limited (RTA) at the e-mail id investor@masserv.com duly e-Signed[#] on the forms and all proofs.

The above-mentioned Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 can be accessed on the website of the Company as well as on the website of the Securities and Exchange Board of India.

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



Thanking you,

Yours faithfully,

For **Desh Rakshak Aushdhalaya Limited**

Sd/-

Tosh Kumar Jain

DIN: 01540363

Chairman and Managing Director

DIRECTOR'S REPORT

To,
The Members,
M/s Desh Rakshak Aushdhalaya Limited

Your Directors have the pleasure of presenting the 42nd Annual Report of the Company on the business and operations of the Company, together with Audited Statement of Accounts for the year ended March 31, 2023.

1. FINANCIAL RESULTS:

Particulars	2022-2023	2021-2022
Revenue from operations including other income	61,801,378	61,959,009
Total Expenses	5,69,95,037	5,62,56,169
Profit before tax	48,06,340	57,02,840
Tax Expense:		
Current Tax	7,49,789	8,89,643
Profit /(Loss) after tax	40,56,551	48,13,197
Profit for Appropriation Sub Total (A)	40,56,551	48,13,197
Transfer to General Reserve	40,56,551	43,52,086
Proposed Dividend	0	0
Tax on Dividend	0	0
Sub Total (B)	40,56,551	43,52,086

2. COMPANY'S PERFORMANCE AND OPERATION:

The Total Income for the financial year under review was Rs. 618.01 lakhs as against Rs. 619.59 lakhs for the previous financial year registering a decrease of Rs. 1.58 lakhs.

The profit before tax is Rs. 48.06 lakhs and the profit after tax is Rs. 40.56 lakhs for the financial year under review as against Rs. 57.02 lakhs and Rs. 48.13 lakhs respectively reported for the previous financial year.

There were no material changes and commitments affecting the financial position of the Company, between the end of the financial year and the date of this Report.

3. DIVIDEND:

Your directors have not recommended any dividend on equity shares for the year under review. As mentioned earlier, the directors are not recommending any dividend for the year under review.

4. CORPORATE SOCIAL RESPONSIBILITY:

The Company has not developed and implemented any Corporate Social Responsibility initiatives, as the provisions of Section 135 of the Companies Act, 2013 are not applicable to the company.

5. DEPOSITS:

The Company has not accepted any deposits from public under Chapter V of the Companies Act, 2013, during the financial year under review.

6. SHARE CAPITAL

The present Authorized Share Capital of the Company is Rs. 100,000,000 /- (Rupees Ten Crore Only) divided into 10,000,000 (Rupees One Crore) Equity Shares of Rs.10/- each.

The paid-up equity share capital as on 31st March 2023 is Rs. 44,383,240/- (Rupees Four Crores Forty Three Lakhs Eighty Three Thousand Two Hundred and Forty Only) divided into 4438324 (Forty Four Lakhs Thirty Eight Thousand Three Hundred and Twenty Four) equity shares of face value of Rs. 10/- each as on March 31, 2023.

There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has initiated any stock options.

7. HIGHLIGHTS OF PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY DURING THE PERIOD UNDER REPORT:

The company does not have any subsidiary, associate and joint venture companies. There are no companies have become or ceased to be the companies Subsidiaries, joint ventures or associate companies during the year;

8. FINANCIAL STATEMENT:

Full version of the Annual Report 2022-23 containing complete Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis) are being sent and Full version of Annual Report 2022-23 is also available for inspection at the registered office of the Company during working hours up to the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website at www.deshrakshak.in.

9. TRANSFER TO RESERVES:

The Company has transferred Rs 40.56 Lacs to reserves for the year under scrutiny and aggregate balance of reserves and surplus is Rs 4,47,14,490.

10. STATUTORY AUDITORS:

M/s Sudhanshu Jain & Associates, Chartered Accountants, were appointed as Statutory Auditors of the company at the Annual General Meeting held on 23rd, September, 2017, for a term of five consecutive years till the conclusion of 41st Annual General Meeting held in 2022, for a term of 5 (five) year. The tenure of **M/s Sudhanshu Jain & Associates** completed in the 41st AGM.

Based on recommendations of the Audit Committee and the Board of Directors, the members in the 41st AGM held on September 17, 2023, approved the appointment of Anil Jain and Co, as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of 41st AGM till the conclusion of 46th AGM to be held in the year 2027.

The statutory auditors report is annexed to this annual report. There are no adverse remarks on disclosure by the statutory auditors in their report. They have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

The Report given by the Auditors on the financial statement of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

11. LISTING FEES:

Equity Shares of your Company are listed on BSE Limited. Your Company has paid the required listing fees to Stock Exchange.

12. INTERNAL AUDITORS:

The Company appointed Internal Auditor to conduct Internal audit of the accounts maintained by the Company, for the financial year 2022-23.

There was no qualification, reservation or adverse remark made by the Internal Auditors in their report. There was no qualification, reservation or adverse remark made by the Auditors in their report.

13. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014, the Board of Directors have appointed **M/s R C Sharma & Associates, Company Secretaries (C.P.No.7957)** as Secretarial Auditors to conduct Secretarial Audit of the Company for the financial year ended 31st March 2023. The Secretarial Audit Report issued by **M/s R C Sharma & Associates** Practicing Company Secretaries in Form MR-3 is annexed to this Board's Report as **Annexure-E**.

The Board of Directors have appointed **M/s R C Sharma & Associates, Company Secretaries** as Secretarial Auditors for the financial year 2022-2023.

The Secretarial Audit Report made by practicing company secretary contains no qualification, reservation or adverse remark.

14. STATE OF COMPANY'S AFFAIRS

The Company is engaged in the activities of Ayurvedic Medicines.

15. DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employee of your company, who was employed throughout the financial year, was in receipt of remuneration in aggregate of one crore and two lakhs' rupees or more or if employed for the part of the financial year was in receipt of remuneration of Eight lakhs and fifty thousand rupees per month.

16. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

There are no significant and material orders were passed by the regulators or courts or tribunals which affect the going concern status and future operation of the Company. Hence, disclosure pursuant to Rule 8(5) (vii) of the Companies (Accounts) Rules, 2014 is not required.

18. REMUNERATION POLICY

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection, appointment and remuneration of Directors and KMPs and is also available in the website of the company at www.deshrakshak.in

Policy for Remuneration to Directors/Key Managerial Personnel

i. Remuneration to Managing Director/Whole-time Directors:

- (a) The Remuneration/Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (b) The Nomination & Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.

ii. Remuneration to Non-Executive/Independent Directors:

- (a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013.

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- (b) All remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be eligible to get Stock Options and shall also not be eligible to participate in any share based payment schemes of the Company.
- (d) Any remuneration paid to Non-Executive/ Independent Directors for services rendered which are of professional nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
- The Services are rendered by such Director in his capacity as the professional; and
 - In the opinion of the Nomination and Remuneration Committee, the Director possesses the requisite qualification for the practice of that profession.

iii. Remuneration to Key Managerial Personnel:

- (a) The remuneration to Key Managerial Personnel shall consist of fixed pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time in accordance with the Company's Policy.

Remuneration paid to Non-Executive Directors and Executive Directors

No sitting fees were paid to non-executive non-independent Directors as they have waived their entitlement for the same.

Non-executive Directors of a company's Board of Directors add substantial value to the Company through their contribution to the Management of the Company. In addition they also play an appropriate control role.

19. EXTRACT OF ANNUAL RETURN:

Pursuant to sub-section 3 (a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return as at 31st March, 2023 has been placed in the company's website at <https://www.deshrakshak.in>.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013:

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The Company has developed a Related Party Transactions framework through standard operation procedures for the purpose of identification and monitoring of such transactions. All Related Party Transactions are placed before the Audit Committee as also to be Board for approval. The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 disclosed in Form No.AOC-2 and is set out as **ANNEXURE -F** and forms part of this report.

21. CORPORATE GOVERNANCE:

- Corporate Governance stipulated in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company as paid up Equity Share capital not exceeding rupees ten crores and net worth not exceeding rupees Twenty-Five Crores, as on the last date of the previous financial year and the specific certificate to this effect has been obtained by the Company & kept on its records so **therefore the compliance of furnishing Corporate Governance Report under Regulation 27(2) read with Schedule V of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 is not applicable to the Company.** Whenever this regulation becomes applicable to the Company at a later date, the Company will comply with the requirements of those regulations within six months from the date on which the provisions become applicable to our Company.
- Declaration by the Managing Director, inter alia, confirming that the members of Board of Directors have affirmed compliance with the code of conduct of the Board of Directors, is attached as '**Annexure G**' and forms part of Annual report.
- Certificate of the Managing Director and Chief Financial Officer, inter alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the Internal Control measures and reporting of matters to the Audit Committee in terms of

Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as ‘Annexure H’ and forms part of Annual report.

22. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

• **DIRECTOR LIABLE BY ROTATION:**

In accordance with section 152 of the Companies Act, 2013 Mrs. Monika Jain (**DIN:** 03403491), Whole-time director of the company shall be liable to retire by rotation at the ensuing Annual General Meeting and being eligible, she offers herself for re-appointment. The Additional information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 is annexed as Annexure-A.

• **CHANGES IN KEY MANAGERIAL PERSONNEL AND DIRECTORS:**

The appointment of Key Managerial Personnel is mandatory as per Section 203 of the Companies Act, 2013 as the company fall in the limits as prescribed under section 203 of Companies Act 2013.

The existing composition of the Company's board is fully in conformity with the applicable provisions of the Companies Act 2013.

CHANGES DURING THE FINANCIAL YEAR (2022-2023):

Name	Designation	Date	Appointment/Resignation/Change in Designation
Swapnla Gupta	Independent Director	19.09.2022	Resignation
Shruti Gupta	Additional Independent Director	16.12.2022	Appointment

• **DECLARATION BY THE INDEPEDNENT DIRECTORS:**

All Independent Directors have submitted the declaration of independence, pursuant to the provisions of Section 149(7) of the Companies Act, 2013 (“Act”) and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulations 16(1)(b) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements), Regulations 2015, and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/ her duties with an objective independent judgment and without any external influence.

In compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, all the Independent Directors (“ID”) of the Company have registered themselves with the India Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline. They have also confirmed that they will appear for the online proficiency test within a period of one year, wherever applicable. Further, there has been no change in the circumstances affecting their status as IDs of the Company.

23. FAMILIARIZATION/ ORIENTATION PROGRAMME FOR INDEPENDENT DIRECTORS

After the successful open offer completion and charge as taken by the new Board members, the Independent Directors attended a Familiarization/ Orientation Program as being inducted by the Board.

The Company had devised the detailed framework for the Familiarization Program and also approved the format of the formal letter of appointment as required to be given to the Independent Directors, outlining their role, function, duties and responsibilities.

24. SEPREATE MEETING OF INDEPENDENT DIRECTORS

During the financial year ended March 31, 2023 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 of Securities of Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 on 27.03.2023.

25. MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of the Company met **Eleven times** during the year on **12.05.2022, 27.05.2022, 20.06.2022, 08.08.2022, 24.08.2022, 27.09.2022, 14.11.2022, 16.12.2022, 31.10.2022, 13.02.2023, and 20.02.2023** in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

26. CONSTITUTION OF COMMITTEES:

AUDIT COMMITTEE:

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The terms of reference of Audit Committee cover the areas mentioned under Section 177 of the Companies Act, 2013. Pursuant to which, the details of composition, meetings of the Audit Committee are as under:-

The company being a listed company falls under the criteria as defined under section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The company has duly constituted the Audit Committee with Mrs. Shruti Gupta (Chairman), Additional Independent Director, Mr. Tosh Kumar Jain (Member), Managing Director, Mr. Mohit Kumar (Member), Independent Director of the company.

The **Audit Committee met 6 times on 12.05.2022, 27.05.2022, 08.08.2022, 24.08.2022, 14.11.2023 and 13.02.2023** during the financial year ended March 31, 2023.

There have been no instances of non-acceptance of any recommendations of the Audit Committee by the Board during the financial year under review.

Additionally, during the financial year ended March 31, 2023 **the Independent Directors held a separate meeting** in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 of Securities of Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 on **27.03.2023**.

NOMINATION & REMUNARATION COMMITTEE

The Board has a Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The policy has been displayed on the Company's website viz. www.deshrakshak.in.

The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under section 178 of the Companies Act, 2013.

The company being a listed company falls under the criteria as defined under section 178 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The company has duly constituted the Nomination and Remuneration Committee with Mrs. Shruti Gupta (Chairman), Additional Independent Director, Mr. Tosh Kumar Jain (Member), Managing Director, Mr. Mohit Kumar (Member), Independent Director of the company.

Pursuant to which the meetings of the Nomination & Remuneration Committee are as under:

The nomination and remuneration committee met **5 times on 05.05.2022, 10.08.2022, 27.09.2022, 16.12.2022 and 06.02.2023** during the financial year ended March 31, 2023. Members of the Committees discussed the matter placed and contributed valuable inputs on the matters brought before.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholder Relationship Committee (Committee) is the Committee of the Board of Directors. The main objective of this Committee is to resolve the grievances of security holders of the company.

For listed companies the rights of stakeholders play a very important role in the Corporate Governance of the Company. The listed entity shall constitute a Stakeholders Relationship Committee to look into various aspects of interest of shareholders, debenture holders and other security holders.

The company being a listed company falls under the criteria as defined under section 178 of the Companies Act, 2013. Every listed company and the Board of Directors of a company which consists of **more than one thousand shareholders**, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee

The company being a listed company falls under the criteria as defined under section 178 of the Companies Act, 2013. The company has duly constituted the Stakeholder Relationship Committee with Mrs. Shruti Gupta (Chairman), Additional Independent Director, Mr. Arihant Kumar Jain (Member), Whole-time Director, Mr. Mohit Kumar (Member), Independent Director of the company.

The Stakeholders Relationship Committee met 5 times **on 05.05.2022, 10.08.2022, 27.09.2022, 16.12.2022 and 06.02.2023** during the financial ended March 31, 2023.

27. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the statutory auditors to report to the Audit Committee and/or Board under section 143(12) of the Act and rules framed thereunder.

28. DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year ended March 31, 2023, your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

29. ACCOUNTING STANDARDS

The Company has prepared the Financial Statements for the year ended 31st March, 2023 as per Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

30. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in

the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

The performance evaluation of Independent Directors was done by the entire Board and in the evaluation the Director who was subject to evaluation did not participate. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment.

31. ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013, a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria. The Board has carried out an evaluation of its own performance, the directors individually as well as (including chairman) the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee of the Company.

The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

1. Attendance at the Board Meetings and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of Company and its performance.

32. DIRECTORS' RESPONSIBILITY STATEMENT:

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind-AS are prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015. The Company has adopted all IND-AS Standards and the adoption was carried out in accordance with applicable transition guidance. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As required under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, Directors, to the best of their knowledge and belief, state that:

-
- i. That in the preparation of annual accounts for the financial year ended 31st March 2023, the applicable Accounting Standards had been followed and that there were no material departures;
- ii. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- iii. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. That the directors had prepared the accounts for the financial year ended 31st March 2023 on a "going concern basis.
- v. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. VIGIL MECHANISM:

As Per Regulation 22 (1) Of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 it is mandatory for every listed company to formulate a vigil mechanism for directors and employees to report genuine concern. According to section 177(10) of the Companies Act, 2013 it is mandatory for the company to disclose the establishment of such mechanism on the website of the company and in the Board's Report.

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct access to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary by the employees of the Company. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

34. RISK MANAGEMENT:

The Board of the Company has evaluated a risk management to monitor the risk management plan for the Company. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the risk through a properly defined framework. During the year, no major risks were noticed, which may threaten the existence of the Company.

The development and implementation of risk management has been covered in the management discussion and analysis, which forms part of annual report. The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

35. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The loan given or guarantee provided, or investment made by the Company during the financial year 2022-23 as per Section 186 of the Companies Act, 2013 have been given in the Balance Sheet and Audit Report.

36. INTERNAL CONTROL SYSTEM:

The Company has a well-placed, proper and adequate internal control system, which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Company's internal control system comprises audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division to the Audit Committee of the Board. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

37. CHANGE IN NATURE OF BUSINESS:

There has been no change in the nature of business of the Company during the year.

38. PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 there is no employee drawing remuneration above the limits set under Section 197 (12) read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Board's report as Annexure-I

39. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder, your Company has constituted Internal Committees (IC) to look into complaints relating to sexual harassment at work place of any women employee. While maintaining the highest governance norms, the Company has appointed external independent persons who worked in this area and have the requisite experience in handling such matters, as Chairpersons of each of the Committees. During the year Company has not received any complaint of harassment.

40. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

There are no application made or any proceeding pending under the insolvency and bankruptcy code, 2016 during the year.

41. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

Information regarding Energy Conservation, Technology absorption and Foreign Exchange earnings and outgo as per Section 134 of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 ,are given under:

(a) Energy Conservation

Energy consumed during the year does not constitute a significant amount, thus Particulars under Rule 8(3) of the Companies (Accounts) Rules, 2014 and Section 134(3) (m) of the Companies Act, 2013 on Conservation of Energy, Technology Absorption are not applicable to the Company, hence no disclosure has been made in this report.

(b) Technology Absorption

The techniques of preparation of medicines are based on ancient Ayurvedic pattern subject to time to time modification in accordance with the modern development. So the entire method is indigenous and no foreign technology is involved.

(c) Foreign Exchange Earnings and Out Go

Export Sales of Rs. 81,22,611.00

42. OPERATIONS REVIEW:

For detailed operational review kindly refer to Management Discussion and Analysis Report and the Report on Corporate Governance, which forms part of this Annual Report.

43. COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

44. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis of financial condition including the result of operations of the Company for the year under review, as required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges, is given as a separate statement in Annual Report as **ANNEXURE-K**.

45. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

Mrs. Shruti Gupta (**DIN:** 09818957) appointed as additional independent director of the company on 16th day of December, 2022. The outcome of performance evaluation of Mrs. Shruti Gupta is positive. She taken unbiased decisions and provide independent guidance in several crucial matters to the Board of the company. She performed her roles and responsibilities in effective manner. She ensures integrity of the company's accounting and financial reporting system. She acted on fully informed basis, in good faith with due diligence and care. She is professional having vast experience in the field of accounting, audit, financial, corporate laws. She provided in-depth knowledge and having an ability to guide in several crucial matters to the Board of the Company. She is very instrumental in making strategic decisions. Mrs. Shruti Gupta is highly skilled and proficient and scored well in the self assessment test conducted by the Indian Institute of Corporate

Affairs to include the name of persons who qualified such test in the databank of independent directors.

46. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There is no one time settlement made with the banks and Financial Institution during the year.

47. INSIDER TRADING CODE

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the PIT Regulations') on prevention of insider trading, the Company have its Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons in line with the recent amendments brought by Securities and Exchange Board of India in the PIT Regulations. The said Code lays down guidelines, which advise Designated Persons on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliance.

48. INSURANCE

All the insurable interest of the company, including Inventories, Buildings, Machinery etc. is adequately insured.

49. INDUSTRIAL RELATIONS:

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to maintain efficiency in the industry. It has taken various steps to improve productivity across organization.

50. CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in the government regulations, tax regimes and economic developments within India or abroad.

51. ACKNOWLEDGEMENT & APPRECIATION

The Directors place on record their sincere appreciation for the dedication, hard work and commitment of the employees at all levels and their significant contribution to your Company's growth. Your Company is grateful to the Distributors, Dealers, and Customers for their support and encouragement. Your Directors thank the Banks, Financial Institutions, Government Departments and Shareholders and look forward to having the same support in all our future endeavors.

Further, the Board expresses its gratitude to you as Shareholders for the confidence reposed in the management of the Company.

By Order of the Board of Directors
For Desh Rakshak Aushdhalaya Limited

Place: Haridwar
Date: 05.09.2023

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

ANNEXURE-E
FORM No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2023

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members,

DESH RAKSHAK AUSHDHALAYA LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DESH RAKSHAK AUSHDHALAYA LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the **DESH RAKSHAK AUSHDHALAYA LIMITED** 's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records made available to us and maintained by **DESH RAKSHAK AUSHDHALAYA LIMITED** for the financial year ended on 31st March, 2023 according to the applicable provisions of:

- i. the Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act'):

-
- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Reuirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (NA)
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; NA and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; NA
- vi. Other laws applicable to the Company as per the representations made by the Management: **NIL**

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards of The Institute of Company Secretaries of India with respect to board, general meetings and committee meetings
- ii. The Listing Agreements entered into by the Company with BSE Limited.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously. We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

FOR R C SHARMA & ASSOCIATES
COMPANY SECRETARIES

Sd/-

R C SHARMA

PROPRIETOR

FCS NO. 5524

CP NO. 7957

DATE: 29.08.2023

PLACE: AGRA

UDIN: F005524E000887009

SECRETARIAL AUDIT REPORT - DESH RAKSHAK AUSHDHALAYA LIMITED -2023

Annexure – A

**[Annexure to the Secretarial Audit Report of M/s DESH RAKSHAK AUSHDHALAYA LIMITED
For the Financial Year ended 31st March, 2023]**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR R C SHARMA & ASSOCIATES
COMPANY SECRETARIES

Sd/-

R C SHARMA

PROPRIETOR

FCS NO. 5524

CP NO. 7957

DATE: 29.08.2023

PLACE: AGRA

UDIN: F005524E000887009

ANNEXURE-F

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms' length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

*Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	KMP/Director Tosh Kumar Jain: Managing Director Monika Jain: Whole-time Director Arihant Kumar Jain: Whole Time Director
b)	Nature of contracts/arrangements/transaction	REMUNERATION PAID
c)	Duration of the contracts / arrangements / transaction	1 (ONE YEAR)

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



d)	Salient terms of the contracts or arrangements or transaction including the value, if any	In the ordinary course of business: Tosh Kumar Jain: 12,00,000.00 Monika Jain: 6,00,000.00 Arihant Kumar Jain: 3,60,000.00
e)	Date of approval by the Board	12.05.2022
f)	Amount paid as advances, if any	NO ADVANCE

By Order of the Board of Directors
For Desh Rakshak Aushdhalaya Limited

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

ANNEXURE-I

Particulars of Remuneration

**Part A: Information pursuant to Section 197(12) of the Companies Act, 2013
 [Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

A. Ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for Financial Year (“FY”) 2022-23 and % increase in remuneration of each Director/Key Managerial Personnel (“KMP”) of the Company for FY 2022-23 are as under:

Name of Director/KMP	% increase in remuneration over previous year	Ratio of remuneration to median remuneration of all employees
Tosh Kumar Jain	NA	9.06
Monika Jain	NA	4.53
Arihant Kumar Jain	NA	2.72
Shruti Gupta	NA	0.27
Mohit Kumar	NA	0.27
Amit Kumar Singh	18.08%	-

Notes:

- (1) The ratio of remuneration to median remuneration is based on remuneration paid during the period April 1, 2022 to March 31, 2023.
 - (2) There are no % increase in remuneration of directors, Key Managerial Personnel (“KMP”) except Chief Financial Officer of the Company for FY 2022-2023.
- B. The percentage increase/(decrease) in the median remuneration of employees in the FY 2022-23: Not Applicable
- C. The number of permanent employees including KMPs and directors on the rolls of Company as on March 31, 2023: 24
- D. Comparison of average percentile increase in salary of employees other than the managerial personnel in the last financial year and the percentile increase in the managerial remuneration: During the FY 2022-23, there are no average percentage increase / (decrease) in salary of the Company’s employees other than the managerial personnel.

E. Affirmations: It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

By Order of the Board of Directors
For Desh Rakshak Aushdhalaya Limited

Place: Haridwar
Date: 05.09.2023

Sd/-
Tosh Kumar Jain
Chairman & Manaing Director
DIN: 01540363

ANNEXURE-G

DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT

{As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

I, Tosh Kumar Jain, Managing Director of the Company confirm that the Company has in respect of the financial year ended March 31, 2023 received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

For Desh Rakshak Aushdhalaya Limited

Place: Haridwar
Date: 05.09.2023

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

ANNEXURE-H

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

{As Required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015}

We, Tosh Kumar Jain, Managing Director and Amit Kumar Singh, Chief Financial Officer, of Desh Rakshak Aushdhalaya Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet and Profit and Loss Account of the Company for the year ended 31st March, 2023 and its entire schedule and notes on accounts, as well as the Cash Flow Statement.
2. To the best of our knowledge and information:
 - a. These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
4. The company's other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company, and we have evaluated the effectiveness of the Company's internal control system and procedures pertaining to financial reporting .
5. We have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and to the Audit Committee of the Company, the following:
 - a. All significant deficiencies in the design or operation of internal controls, of which we are aware and have taken steps to rectify these deficiencies;
 - b. Significant changes in internal control over financial reporting during the year;
 - c. significant changes in accounting policies during the year if any and that the same have been disclosed in the notes to the financial statements; and

DESH RAKSHAK AUSHDHALAYA LIMITED
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-
- d. Any fraud of which we have become aware of and the involvement therein, if any, of the Management or other employees who have a significant role in the Company's internal control system over financial reporting ;

For Desh Rakshak Aushdhalaya Limited

Sd/-

Sd/-

Place: Haridwar
Date: 05.09.2023

Tosh Kumar Jain
Managing Director
(DIN: 01540363)

Amit Kumar Singh
Chief Financial Officer

ANNEXURE-K

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In compliance of the provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations 2015”), Please find Management Discussion and Analysis Report for the year 2022-23, forming part of Annual Report.

1. INDUSTRY STRUCTURE & DEVELOPMENTS

Company recognizes operations as an important source of competitive advantage and further believes in continually striving for higher and better levels of quality not just in its products, but also in its operations, without losing sight of its commitments towards the environment and communities where it operates. A host of initiatives are continually rolled out by the company to improve productivity while reducing its energy usage.

Company is committed to create an open and transparent organization that is focused on people and their capability, and fostering an environment that enables them to deliver superior performance. Company continued to focus on expanding its product offerings to consumers by way of new product launches and expansion of existing products, thereby continuing to address the growing and ever changing needs of its consumers.

Health care has been identified as an important growth engine for the future. Your Company is lining up a host of new initiatives for the same in Ayurveda and range of Ayurveda Based ethical and Classical and Health care products.

2. OPPORTUNITIES AND THREATS

The consumer landscape has been continuously evolving and one has to keep pace with the changing trends in order to win consumer confidence. The Herbal Wave in India offers a significant growth opportunity to be tapped and appropriate strategies need to be formulated to capture this opportunity. Desh Rakshak is capturing these opportunities by investing in brands that are positioned strongly on the herbal platform and appeal to the contemporary consumers. Desh Rakshak is leveraging its deep experience and heritage in the field of Ayurveda and building its business based on the Health and Wellness theme across categories. Currency volatility, slowdown in category growth rates and unpredictable weather patterns are some of the threats to the company’s prospects.

3. SEGMENT-WISE/ PRODUCT-WISE PERFORMANCE

Products ranging from AmalkiChurna, Ashwagandha Tablet, TriphalaChurna, LavanaBhaskarChurna, Sat Shilajeet, ShunthiChurna, HingwadiChurna, GasharVati, BuddhivardhakYog, Balamrit, LodhraChurna,

Narayan Churna, GangadharChurna, MustakaChurna, ShatavariChurna Tablet, Ashwagandha Tab, LavangadiChurna, ShringyadiChurna, ShatavaryadiChurna, MulethiChurna Tab., DantMohiniManjan, GokshurChurna, BhringrajChurna, MulethiChurna, DashmoolKwath, PunarnavastakKwath, SomkalpChurnaVachChurna, AshwagandhaLehyaBansavaleha, Chyavanprash Special, ChyavanprashVishesh, GiloySatva, HaridraKhand, BrahmiGharit, TrifalaGharit, NeemTaila, JatyadiTailaDashmoolTaila, DhanvantaraTaila are products which are famous amongst the consumers. The list is far-reaching and faster consumption of all types of rasRasayan, Churna, Avaleha-Pak, Kwath Churn, Bhasma-Pisti, Guggul ,LouMandoor, Parpati , KupipakwaRasayan, Asava-Rishta, AushadhiTaila , Avaleha-Pak, Kshar-Satva making the Company's Products Competitive and best in the Ayurvedic Industry.

With a portfolio of Ayurvedic and natural products, nature and herbs are the key to our existence and company continues to invest in Research & development in order to establish beyond the boundaries of Uttarakhand

Company has a wide range of ethical healthcare products based upon the age-old system of Ayurveda. It has a wide range of ethical medicines that are derived from herbs and form part of this holistic healthcare system, focusing on all-round well-being. The range was promoted aggressively through focused activities. This centre seeks to promote Ayurveda among the urban Indians, besides enhance availability and visibility of Ayurvedic medicines

4. OUTLOOK

An improvement in the macro-economic fundamentals is expected to ramp up demand by improving the overall consumer sentiment. The Company expects demand to pick up as and when the disposable income in the hands of consumers increases due to pick up in economic activity and various government initiatives like NREGA, 7th Pay commission, implementation of DBT schemes etc. The company has a good product pipeline and has also been investing in various distribution channels to service the demand all across geographies. We are well poised to effectively capture the growth opportunities in the FMCG domain.

5. RISKS AND CONCERNS

The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions. One of the key risks faced by the Company in today's scenario is the continued inflationary trend which is not only increasing cost pressures, but may also lead to demand compression for its products. Increase of imitation/fake products and brands can hamper our growth. The input Cost Pressures were managed effectively and the Company did not take any significant price increases during the year. Growth rates across quarters have been consistent and reflect your company's sound business strategies and strong execution capabilities. A slowdown in overall economic growth can lead to pressure on disposable incomes and spending power of people.

To overcome the hurdles posed by a challenging external environment, Company has been taking proactive measures in portfolio, product and channel optimization. The focus of the Company is on ensuring deeper penetration and more effective distribution of products. Company is committed to its motto of being dedicated to the health and well-being of every household. With a legacy and experience, company is today trusted healthcare brand and Ayurvedic and Natural Health Care Company.

The Company increased its efforts to improve productivity by deploying various cost reduction and energy saving initiatives, resulting in a reduction in manufacturing costs to lower levels.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a proper and adequate system of internal control including internal financial controls. Your Company has an Audit Committee headed by a non-executive independent director, inter-alia, to oversee your Company's financial reporting process, disclosure of financial information, and reviewing the performance of statutory and internal auditors with management. The internal control system, including internal financial controls of the Company, is monitored by an independent internal audit team, which encompasses examination/ periodic reviews to ascertain adequacy of internal controls and compliance to Company's policies. Weaknesses noted along with agreed upon action plans are shared with audit committee, which ensures orderly and efficient conduct of the business and effectiveness of the system of internal control. The audit function also looks into related party transactions, preventive controls, investigations, as well as other areas requiring mandatory review per applicable laws. The powers of the Audit Committee, inter-alia, include seeking information from any employee, obtaining outside legal or other professional advice, and investigating any activity of the Company within the committee's term of reference. Your Company's internal audit department verifies the information of the financial statements as well as the compliance with your Company's policies to maintain accountability and ensuring controls are in place to safeguard of all its assets and correctness of accounting records. The internal audit department shares regular updates regarding the work done, coverage, weaknesses noted and other relevant issues with appropriate management levels including Audit Committee. Observations/ weaknesses noted from time to time are suitably acted upon and followed up at different levels of management. The internal control is supplemented by an extensive program of audits and periodic review by the management.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the turnover of the Company is Rs. 618.01 Lakhs in comparison with the last years Rs. 618.92 Lakhs. The profit after tax of the company is Rs 40.56 Lakhs. Despite high inflationary and cost pressures throughout the year, company capitalized on every available opportunity and undertook strategic initiatives coupled with to exploit the full industry potential, besides making efforts towards cost reduction and improved efficiency which enable the company to grow reasonably well.

In continuation of its efforts towards offering innovative, more effective and value added products to the consumers for providing them with value for money. Company continued combining traditional Ayurvedic Science with adoption of the modern manufacturing technology.

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

‘Humankind is the Greatest Resource’

The Company’s endeavour has always been to build an organization where its people are always engaged and empowered to do their best. The Company’s culture is focused on customer-centricity collaborative team work, result orientation, entrepreneurial mindset and developing people.

Owing to the competitiveness and diversity of Indian markets, the Company strives to ensure adequate succession planning of its leadership talent pool. In line with the Company’s focus on employee empowerment, it has also designed new ‘Ways of Working’ to deliver high operational excellence and governance.

To remain competitive, improving employee productivity is of utmost importance to the organization and the company strive to achieve benchmark performance in this area. During Financial Year 2022-23, the overall Employee Productivity for the Company increased.

The Company recognizes and appreciates the contribution of all its employees in its growth path. Our Company strives to retain talent by facilitating career growth through job enrichment and empowerment, as it believes that the pool of the human resource is the biggest asset of the organization. Your Company maintains a cordial relationship with its employees through a constructive work environment in support of productive gains

9. KEY FINANCIAL RATIOS/ACCOUNTING RATIOS

Following are important ratios comparing performance of financial year ended on 31.03.2023 and financial year ended on 31.03.2022:

Ratio Analysis

S. No.	Particulars	Formula	Calculation 22-23	Ratio	Calculation 21-22	Ratio
1	Current Ratio	Current Assets	49902638	2.056	55033844	2.189
		Current Liabilities	24267820			
2	Debt Equity Ratio	Debt	41782853	0.457	43261879	0.466
		Equity	91346230			
3	Return On Equity	Pat	4056551	0.044	4813197	0.052
		Total Equity	91346230			
4	Inventory Turnover	COGS	27499941.03	3.407	28762454	3.742
		Average Inventory	8070542			

5	Trade Receivable Turnover	Credit Sales	53678767	1.473	51145900	4.055
		Average Trade Receivable	36442549		12611318	
6	Interest Service Coverage Ratio	EBDITA	13297825	0.295	11958249	0.262
		Principle + Interest	45119165		45565843	
7	Trade Payable Turnover Ratio	Credit Purchase	24883815	1.095	24490751	4.055
		Average Trade Payable	22731220		6038815	
8	Net Capital Turnover Ratio or Net Assets Turnover Ratio	Sales/COGS	61801377.62	0.676	57127861	1.911
		Net Assets	91346230		29900198	
9	Net Profit Ratio	Net Profit	4056551	0.066	4813197	0.08
		Sales	61801377.62		51145900	
10	Return On Capital Employed	EBIT	8885269	0.067	8006804	0.059
		Capital Employed	133129084		136113139	
11	Return On Investment	Net Profit	4056551	1.287	4813197	0.103
		Total Investment	3151030		46631740	

* Inventory Turnover Ratio and Trade Receivable turnover Ratio change due to excessive inventory, change in trade payable turnover ratio due to pay off more than money generated, change in net capital turnover ratio and net profit ratio due to increase in inventory, return on capital employed change due to change in profitability.

10. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the DeshRakshak objectives, projections, estimates and expectations might be construed as ‘forward looking statements’ within the meaning of applicable laws and regulations.

Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company’s operations include a downward trend in the FMCG industry, rise in input costs, exchange rate fluctuations and significant changes in political and economic environment, environment standards, tax laws, litigation and labour relations.

To ensure our Long term corporate success, company implements risk management system which includes recording, monitoring and controlling internal enterprise business risks and addressing them through informed and objective strategies.

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NON-APPLICABILITY REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Code on Corporate Governance

In terms of the Regulation 15 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations 2015"), the provisions of Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V **shall not apply to the Companies** having paid up Equity Share Capital not exceeding Rs. 10 Crores and net worth not exceeding Rs. 25 crores as on the last day of the previous financial year. **Desh Rakshak Aushdhalaya Limited falls into the aforesaid exemption; therefore all the regulations from 17 to 27 are not applicable to our Company. Therefore all the Composition of Board of Directors is as per the provisions of Companies Act, 2013.** Though Company is following the Corporate Governance practices but also availing the exemptions as provided in the Regulation 15 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations 2015"). The Board of Directors of the Company, in line with the Corporate Philosophy, laid down the Code of Conduct ("Code") for all Board Members and Senior Management of the Company.

Company's philosophy is to constantly achieve business excellence and optimize long term value through ethical business conduct. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with.

The corporate governance structure in the Company ensures that its Board of Directors is well informed and well equipped to fulfill its overall responsibility by way of providing strategic direction to the senior management, employees, etc. which is needed to meet the aspirations of all stakeholders, including societal expectations. Its initiatives towards adhering to highest standards of governance include: professionalization of the Board; fair and transparent processes and reporting systems; and going beyond the mandated Corporate Governance Code requirements of Securities and Exchange Board of India. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with, the community it is in touch with and the environment it has an impact on.

Composition/ Category of Directors/ Attendance at Meetings/ Directorships and Committee Memberships in other Companies as on March 31, 2023:

The present strength of the Board of Directors is having optimum combination of executive and non-executive directors and two woman director.

The Independent Directors of the Company are in compliance with the provisions of Regulation 16 (1)(b) of the "LODR Regulations 2015". Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under Regulation 26(1) of the LODR Regulations 2015.

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



The composition of Board of Directors as on March 31, 2023 and other relevant details are as under:

Name	Category	Attendance			Directorships(A)/Mandatory committee (B) Memberships		
		No. of Board Meetings held during the year(1)	No. of Board Meetings Attended	Last AGM Attendance	Directorship in public companies (C) (D)	Membership of mandatory Committees (C)(E)(F)	Chairmanship of mandatory committees (C)
Tosh Kumar Jain	Chairperson, Executive Director	11	11	Yes	3	2	0
Monika Jain	Executive Director	11	11	Yes	3	0	0
Arihant Kumar Jain	Executive Director	11	11	Yes	1	1	0
Mohit Kumar	Independent Director	11	11	Yes	1	3	0
Shruti Gupta	Additional Independent Director	11	2	Not Applicable	1	3	3

***Note:**1. Mrs. Shruti Gupta was designated in position of Additional Independent Director on 16.12.2022.

None of the Directors holds directorship in more than 10 Public Limited Companies.

- A. No Director holds membership of more than 10 committees of Board nor any Director is the Chairman of more than 5 Committees of Board.
- B. Including Desh Rakshak Aushdhalaya Limited.
- C. Private company which is a subsidiary of public company is considered as a public company.
- E. excluding private limited Company, foreign Company, high value debt listed entities and Section 8 Company.
- F. Includes Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationship Committee.

Directorship in Listed Company:

None of the director is holding directorship, Membership and chairmanship of mandatory Committees in any other listed company.

2. Separate Meeting of The Independent Directors

A separate meeting of Independent Directors was held on 27th March, 2023, which was attended by the following Independent Directors:

1. Mrs. Shruti Gupta
2. Mr. Mohit Kumar

In accordance with the “LODR Regulations 2015”, following matters were, inter alia, reviewed and discussed in the meeting.

Performance of Non-Independent Directors and the Board of Directors as a whole, performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors. Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. Familiarization Programme for The Independent Directors

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities and contribute significantly towards the growth of the Company. They have full opportunity to interact with Senior Management Personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part.

4. Terms And Conditions of Appointment of Independent Directors

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company www.deshrakshak.in.

5. Maximum Tenure of Independent Directors:

In accordance with Section 149(11) of the Companies Act, 2013, the tenure of ;

- Mr. MohitKumar is Independent Director of the Company w.e.f 25.09.2021 for five consecutive years.
- Mrs. Shruti Gupta is Additional Independent Director of the Company w.e.f 16.12.2022 to hold office upto the conclusion of ensuing 42nd Annual General Meeting of the Company.

6. Information Supplied To the Board:

The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda which is backed by comprehensive background information. The following information are regularly provided to the Board, as part of the agenda papers at least 2 weeks in advance of the Board meetings.

1. Detailed Business Review.
2. Annual and Quarterly financial results of the Company
3. Minutes of the meetings of the Audit Committee and other committees of the Board.
4. Information on recruitment and remuneration of senior officers just below the level of Board.
5. Materially important show cause, demand, prosecution notices and penalty notices.
6. Any material default in financial obligations to and by the Company.
7. Non-compliance of any regulatory, statutory or listing requirements.

7. Board Membership Criteria:

The selection of Board members is based on appropriate characteristics, skills and experience. The skill profile of Independent Board members is driven by the key performance indicators defined by the Board, broadly based on:

- Independent Corporate Governance
- Enhancing Shareholders' Value
- Monitoring Performance and Development
- Legal Compliances

8. No. of Board Meetings and dates of Board Meetings

The Board oversees the entire functioning of the Company and is involved in strategic decision making on a collective basis.

The Company Secretary under the direction of the Chairman prepares the agenda for the meetings along with the notes thereto and circulates it to the Directors, along with the notice of the meeting.

Eleven Board Meetings Held during the Financial year 2022-23:

12.05.2022	27.09.2022	20.02.2023
27.05.2022	31.10.2022	
20.06.2022	14.11.2022	
08.08.2022	16.12.2022	
24.08.2022	13.02.2023	

9. Shareholding of Directors in the Company as on March 31, 2023

Name	Category	Number of Equity Shares	% of total paid up share capital
Tosh Kumar Jain	Executive	1251800	28.20
Monika Jain	Executive	1212020	27.31
Arihant Kumar Jain	Executive	209080	4.71

10. Remuneration of the Directors

Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis Company

During the financial year under report, the Company has paid only sitting fees to the Non-Executive Independent Directors for attending the Board and Committee Meetings. Apart from above, no transaction for payment of any sum has been made with Non-Executive Independent Directors vis-à-vis your Company.

Criteria for making payments to the Non-Executive Directors

The criteria of making payments to the Non-Executive Directors is enumerated in the Nomination and Remuneration Policy adopted by the Board and uploaded on the website of the Company at the web link given below www.deshrakshak.in.

Directors' Remuneration

The details of the remuneration/ compensation of the Executive and Non-Executive Directors for the year ended March 31, 2023 is as follows:

Name	Category	Salary & Perquisites	Sitting Fees	Total
Mr. Tosh Kumar Jain	Executive	1,200,000	0	1,200,000
Mrs. Monika Jain	Executive	600,000	0	600,000
Mr. Arihant Kumar Jain	Executive	360,000	0	360,000
Mr. Mohit Kumar	Independent Director	0	36000	36000
Mrs. Shruti Gupta	Non-Executive, Additional Independent Director	0	12000	12000

- The Company does not have a scheme for stock options either for the Directors or the employees

11. Code of Conduct

Commitment to ethical professional conduct is a must for every employee, including Board members and senior management. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. All Board members and senior management personnel affirm compliance with the Code of Conduct annually. A declaration signed by the Managing Director to this effect is enclosed at the end of this report as **Annexure -L**.

Committees of the Board

12. The Company has three Board Level Committees

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders/ Investors Relationship Committee

Audit Committee

The composition of the Audit Committee as on March 31, 2023 is as under:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mohit Kumar	Non-Executive Independent Director	Member	6	6
Tosh Kumar Jain	Executive Director	Member	6	6
Shruti Gupta	Non-Executive, Additional Independent Director	Chairperson	6	6

The Chief Financial Officer, Internal Auditor and the Statutory Auditors are invitees to the relevant meetings of the Audit Committee in respect of businesses related to them. The Company Secretary acts as Secretary to the Audit Committee.

Note: Mrs. Swapnala Gupta resigned from the post of Independent Director with effect from 19th day of September, 2022 and Mrs. Shruti Gupta appointed as the Additional Independent Director with effect from 16th day of December, 2022

Meetings

During the financial year 2022-23, the Committee met Six times i.e., on **12.05.2022, 27.05.2022, 08.08.2022, 24.08.2022, 14.11.2022 and 13.02.2023**. The gap between any two meetings did not exceed 120 days.

The functions of the Audit Committee include the following;

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - ❖ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(5) of the Companies Act, 2013.
 - ❖ Changes, if any, in accounting policies and practices and reasons for the same.
 - ❖ Major accounting entries involving estimates based on the exercise of judgment by management
 - ❖ Significant adjustments made in the financial statements arising out of audit findings
 - ❖ Compliance with listing and other legal requirements relating to financial statements
 - ❖ Disclosure of any related party transactions
 - ❖ Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- 5A. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism.
- 12A. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee reviews the following information:

- ❖ Management discussion and analysis of financial condition and results of operations;
- ❖ Statement of significant related party transactions submitted by management;
- ❖ Letters of internal control weaknesses issued by the statutory auditors;
- ❖ Internal audit reports relating to internal control weaknesses; and
- ❖ The appointment, removal and terms of remuneration of the Chief internal auditor.

Audit Committee Report for the year ended March 31, 2023

To
The Board of Directors,
Desh Rakshak Aushdhalaya Limited

Two Third members of the Audit Committee are Independent Directors, according to the definition laid down in Regulation 18 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015.

The Management is responsible for the Company's internal controls and financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the Indian Accounting Standard and for issuing a report thereon. The Committee is responsible for overseeing the processes related to financial reporting and information dissemination.

The Management presented to the Committee the Company's financial statements and also represented that the Company's financial statements had been drawn in accordance with the Indian Accounting Standard.

Based on its review and discussions conducted with the Management and the independent auditors, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with Indian Accounting Standard in all material aspects.

The Committee has also reviewed Management Discussion and Analysis, Directors' Responsibility Statement, compliance relating to Financial Statements and draft Auditors' Report. The Committee also affirms that in compliance with the Whistle-Blower Policy no personnel had been denied access to the Audit Committee.

In conclusion, the Committee is sufficiently satisfied that it has complied with the responsibilities as outlined in the Audit Committee's responsibility statement.

Sd/-
Shruti Gupta
(Chairman)
Audit Committee

Place: Haridwar
Date: 05.09.2023

Nomination and Remuneration Committee

The committee members meet Five times during the Financial Year 2022-2023 i.e. on **05.05.2022, 10.08.2022, 27.09.2022, 16.12.2022 and 06.02.2023**. The Composition and details of attendance during the year of the Nomination and Remuneration Committee as on March 31, 2023 is as under:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mohit Kumar	Non-Executive, Independent	Member	5	5
Tosh Kumar Jain	Executive	Member	5	5
Shruti Gupta	Non-Executive Additional Independent Director	Chairperson	5	5

Terms of Reference

1. Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director’s performance.
2. The Committee will make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board the Criteria (such as independence, experience relevant to the needs of the company, leadership qualities, diversity and ability to the represent the shareholders) for the selection of the individuals to be considered as candidates for election to the Board.
3. The Committee will establish, monitor and recommend the purpose, structure and operations of the various Committees of the Board, and qualifications and criteria on membership on each Committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the Committees.
4. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration for the directors, key managerial personnel and other employees (referred as ‘Nomination and Remuneration Policy’).
5. Committee shall, while formulating the ‘Nomination and Remuneration Policy, ensure that—
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

-
- c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
 - d) Nomination and remuneration policy shall be disclosed in the Board's Report.
 - 6. Annual review of the salary, bonus and other compensation plans of the CEO, Chief Financial Officer and Senior Management team of the Company.
 - 7. Review and recommend to the Board, the salary, bonus and compensation plans for all the executive directors of the Company.
 - 8. The Committee shall recommend to the Board, all remuneration, in whatever form, payable to senior management.
 - 9. The Committee shall carry out such other functions as may be required by any law for the time being in force.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Performance of all directors including Independent Directors are carried out in a manner as specified in Nomination and remuneration Policy and also briefly described in Director's Report forming part of Annual Report.

Nomination and Remuneration Committee Report for the year ended March 31, 2023

To
The Board of Directors
Desh Rakshak Aushdhalaya Limited,

The Nomination and Remuneration Committee comprises of two Independent Directors and One Executive Promoter Director. The main responsibility of the Committee is to incentivize and reward Executive performance that will lead to long-term enhancement of shareholder performance. Further the Committee is also responsible for formulating policies as to remuneration, performance evaluation, Board diversity, etc. in line with Companies Act, 2013 and Securities and Exchange Board of India Listing Regulations.

Place: Haridwar
Date: 05.09.2023

Sd/-
Shruti gupta
Chairman
Nomination and Remuneration Committee

Stakeholder Relationship Committee

The composition of the Stakeholder Relationship Committee as on March 31, 2023 is as under:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mohit Kumar	Non-Executive, Independent	Member	5	5
Shruti Gupta	Non-Executive, Additional Independent Director	Chairperson	5	5
Arihant Kumar Jain	Executive	Member	5	5

Terms of Reference

The terms of the reference of Stakeholder Relationship Committee include inter alia the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. The Committee shall carry out such other functions as may be required by any law for the time being in force.

Status of Investor complaints received by the Company during the year is as follows:

Particulars	Pending as on April 1, 2022	Received during the Year	Disposed during the Year	Complaint not solved to the satisfaction of shareholder	Pending as on March 31, 2023
No of Complaints	Nil	Nil	Nil	Nil	Nil

The committee looks into the redressal of shareholders/ investor grievance, if any, like Transfer/ Transmission of Shares, Loss of Share Certificates, Non-Receipt of Annual report, Repayment of Principal and/or interest on Fixed Deposits etc. During the year under review 5 meetings on **05.05.2022, 10.08.2022, 27.09.2022, 16.12.2022 and 06.02.2023** were held. The Company has no complaints/ transfers pending at the close of Financial Year.

Stakeholders' Relationship Committee Report For The Year Ended March 31, 2023

To

The Board of Directors
Desh Rakshak Aushdhalaya Limited

The Stakeholders' Relationship Committee comprises of three Members. The main responsibility of the Committee is to ensure cordial investor relations and supervise the mechanism for redressal of investor grievances pertaining to transfer of shares, non-receipt of annual report, non-receipt of declared dividends etc. It performs the functions of transfer/transmission/remat/demat/ split-up/sub-division and consolidation of shares, issue of duplicate share certificates and allied matter(s).

Place: Haridwar
Date: 05.09.2023

Sd/-
Shruti Gupta
Chairman
Stakeholders' Relationship Committee

13. Details of Last Three Annual General Meetings

A. Annual General Meeting:

Meeting	Year	Venue of AGM	Date	Time
39 th AGM	2019-20	Bhagwant Kuti, Kankhal, Haridwar held through VC/OAVM	26.09.2020	4:00 P.M.
40 th AGM	2020-21	Bhagwant Kuti, Kankhal, Haridwar held through VC/OAVM	25.09.2021	4:30 P.M.
41 st AGM	2021-22	Bhagwant Kuti, Kankhal, Haridwar held through VC/OAVM	17.09.2022	4:00 P.M.

b. Extraordinary general meeting:

Meeting	Year	Venue of EGM	Date	Time
-	-	-	-	-

c. During the Financial Year 2022-2023 no resolution was passed through the postal ballot.

d. No special resolution is proposed to be conducted through the postal ballot.

14. MEANS OF COMMUNICATION

The Annual, Half Yearly and Quarterly Financial results of the Company and other Notices are submitted to the Bombay Stock Exchange in accordance with the provisions of the Listing Regulations and the same are generally being published in the The Hawk – English Language and Badri Vishal – Hindi Vernacular Language newspapers. The results and other notices are simultaneously posted on the Company website also i.e. www.deshrakshak.in. The official news releases, as & when given, are displayed at the website of the Company.

15. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting Information

Day and Date	Friday, the 29 th September, 2023
Time	03:00 P.M
Venue	Bhagwant Kuti, Kankhal Haridwar Uttarakhand-249408

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



Book Closure Date	23 rd September, 2023 (Saturday) to 29 th September 2023 (Friday) (both day inclusive)
Dividend and Payment date	Not Applicable

Financial year of the Company: 1st April to 31st March each year

STOCK EXCHANGE INFORMATION

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai

Stock Code:531521 ; ISIN No.: INE971E01016

The Listing Fee for the financial year 2022-2023 has been paid to Stock Exchange.

Market Price Data of the Equity Shares of the Company

The market price data and the volume of your Company's shares traded on Bombay Stock Exchange during the year ended March 31, 2023 are as follows:

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Oct 2022	x4.73	4.73	4.73	4.73	100	1	473	100	100.00	0.00	0.00
Dec 2022	4.96	4.96	4.96	4.96	100	1	496	100	100.00	0.00	0.00
Jan 2023	5.20	5.20	5.20	5.20	100	1	520	100	100.00	0.00	0.00

No Suspension of Trading

During the financial year under report and during any of the previous financial years, the securities of the Company were never suspended from trading on any of the Stock Exchange(s).

Freezing of Promoters Shareholding:

The stock exchange has frozen the shares account of promoters Mr. Tosh kumar Jain, Mrs. Monika Jain and Mr. Arihant Kumar Jain for which correspondence is in process.

Share Transfer Information

Registrar and Share Transfer Agent:
M/s MAS Services Limited

Telephone Numbers:
+91-11-2638 7281, 82, 83

T-34, IInd Floor, Okhla Industrial Area Phase-II,
New Delhi-110020

Fax Number:
+91-11-2638 7384
E-mail:
info@masserv.com
Website:
www.masserv.com

Share Transfer System

A summary of approved transfers, transmissions, deletion requests, etc., are placed before the Board of Directors from time to time as per the Listing Regulations. Your Company obtains a compliance certificate from a Company Secretary in Practice as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force) and files a copy of the said certificate with the Bombay Stock Exchange.

Dematerialization of Shares:

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat Account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA)
- RTA will process the DRF and confirm or reject the request to DP/ Depositories.
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his Demat Account maintained with the DP.

Dematerialization of Shares and Liquidity

Trading in equity shares of the Company in dematerialized form became mandatory from May 31, 1999. To facilitate trading in Demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Desh Rakshak Aushdhalaya Limited entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

- As on March 31, 2023, 67.02 % shares of the Company were held in dematerialized form.

Commodity Price Risk / Foreign Exchange Risk and Hedging Activities

The nature of business of the Company doesn't involve any Commodity Price Risk / Foreign Exchange Risk and doesn't require any hedging activities.

Plant Location (as at March 31, 2023)

Bhagwant Kuti, Kankhal Haridwar-249408 (Uttarakhand)

Address for Correspondence

For query relating to financial statements / investor relations, please contact:

Desh Rakshak Aushdhalaya Limited

Add: BhagwantKuti, Kankhal Haridwar-249408 (Uttarakhand)

Phone No : 01334-243833, 245877, 245866, 9557847108

E-mail: dral96@yahoo.in

Website: www.deshrakshak.in

18. Other Disclosures

A. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.

B. Details of non-compliance by the company, penalties, structures imposed on the company by Stock Exchange, Securities and Exchange Board of India ("SEBI") or any statutory authority, on any matter related to capital markets, during the last three years. The matter is under scrutiny

C. Details of establishment of Vigil Mechanism

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has duly established a Vigil Mechanism / Whistle Blower Policy for Directors and Employees of the Company. Shruiti Gupta, Chairman of Audit Committee of the Company do hereby affirm that no personnel are being denied access to the Audit Committee to report genuine concerns.

D. Compliance of mandatory requirements and adoption of non-mandatory requirements.

The Company has complied with all mandatory requirements of the Listing Regulations to the extent applicable. Further, the Company has complied with the non-mandatory requirements relating to being in the regime of financial statements with unmodified opinion.

E. Subsidiary

The Company doesn't have any subsidiary and thus it has not adopted any policy for determination of material subsidiaries.

F. Web link of the Policy on dealing with related party transactions is as follows: www.deshrakshak.in

G. The nature of business of the Company doesn't involve any Commodity Price Risk / Foreign Exchange Risk and doesn't require any hedging activities.

H. NON COMPLIANCE AND REASON(S) THEREOF

The provisions of Regulation 17 to 27 are not applicable on the company as per the Regulation 15 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations 2015")

19. Adoption of Discretionary Requirements

Compliance of Discretionary Requirements as on March 31, 2023:

- a) **The Board:** During the year under review, no expenses were incurred in connection with the office of the Chairman.
- b) **Shareholder Rights:** Though the half yearly results are not sent to the Shareholders individually, all the results are promptly uploaded on the Company's website www.deshrakshak.in.
- c) **Modified Opinion(s) in Audit Report:** Nil
- d) **Separate Posts of Chairman & Managing Director:** The Chairman and Managing Director is the same person.
- e) **Reporting of Internal Auditor:** The Company has an Internal Auditor who submits reports to the Audit Committee, regularly.

21. Disclosure Of Compliance With Corporate Governance Requirements Under Regulations 17 To 27 And Regulation 46(2)(B) To (I)

In terms of the Regulation 15 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations 2015"), the provisions of Regulation 17 to 27 and 46(2)(b) to (i) and (t) and Schedule V (Para C, D and E) shall not apply to the Companies having paid up Equity Share Capital not exceeding Rs. 10 Crores and net worth not exceeding 25 crores as on the last day of the previous financial year. Desh Rakshak Aushdhalaya Limited falls into the aforesaid exemption, therefore all the **regulation from 17 to 27 is not applicable to our Company**. Therefore all the Composition of Board of Directors is as per the Companies Act, 2013. Though Company is following the Corporate Governance practices but also availing the exemptions as provided in the Regulation 15 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations 2015").

22. Code Of Conduct

The board has laid down a code of conduct covering the ethical requirements to be complied with covering all the board members and senior management personnel and all employees of the company. A declaration by the Managing Director stating that all the Board Members and senior management Personnel have affirmed their compliance with the Code of Conduct for the financial year ended March 31, 2023, is annexed to the Corporate Governance Report as **Annexure-L**.

23. Managing Director And CFO Certification

The Managing Director and CFO have given a certificate to the board as required under provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended on March 31, 2023 and is separately annexed. (**Annexure-M**).

24. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT. –Not Applicable

25. PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES, ETC -Not Applicable.

26. The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the company at www.deshrakshak.in.

27. The company has adopted the policy on preservation of documents in accordance with the regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The documents preservation policy is available on the website of the company at: www.deshrakshak.in.

**By the Order of the Board of Directors
For DeshRakshakAushdhalaya Limited**

**Place: Haridwar
Date: 05.09.2023**

**Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN:01540363**

ANNEXURE-L

DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT

{As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

I, Tosh Kumar Jain, Managing Director of the Company confirm that the Company has in respect of the financial year ended March 31, 2023 received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

For Desh Rakshak Aushdhalaya Limited

Place: Haridwar
Date: 05.09.2023

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

ANNEXURE-M

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

{As Required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 }

We, Tosh Kumar Jain, Managing Director and Amit Kumar Singh, Chief Financial Officer, of Desh Rakshak Aushdhalaya Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet and Profit and Loss Account of the Company for the year ended 31st March, 2023 and its entire schedule and notes on accounts, as well as the Cash Flow Statement.

2. To the best of our knowledge and information:

a. These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;

b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

3. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.

4. The company's other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company, and we have evaluated the effectiveness of the Company's internal control system and procedures pertaining to financial reporting .

5. We have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and to the Audit Committee of the Company, the following:

a. All significant deficiencies in the design or operation of internal controls, of which we are aware and have taken steps to rectify these deficiencies;

b. Significant changes in internal control over financial reporting during the year;

c. significant changes in accounting policies during the year if any and that the same have been disclosed in the notes to the financial statements; and

d. Any fraud of which we have become aware of and the involvement therein, if any, of the Management or other employees who have a significant role in the Company's internal control system over financial reporting ;

For Desh Rakshak Aushdhalaya Limited

Sd/-

Sd/-

Place: Haridwar
Date: 05.09.2023

Tosh Kumar Jain
Managing Director
DIN: 01540363

Amit Kumar Singh
Chief Financial Officer

Independent Auditor's Report

To the Members of **DESH RAKSHAK AUSHDHALAYA LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of DESH RAKSHAK AUSHDHALAYA LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether

due to fraud or error. The company's management is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify and rectify by the management during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse

consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2016, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March 2023 on its financial position in its financial statements. The company has made provision, as required under the applicable law or accounting standards.
 - ii. Provident Fund and ESI deposited by the company within the prescribed time. The details of the same are mentioned in Form 3CD.

Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

- iii. No dividend have been declared or paid during the year by the company.
- iv. The company has not used such accounting software for maintaining its books of accounts in the financial year 2022-23 (It is applicable for financial year commencing from 1st April 2022) which has a feature of recording audit trial (edit log) facility and the same has not been operated throughout the year for all transactions in the software however the audit trial feather has not been tempered and the audit trial has been preserved by the company as per the statutory requirements for record retention. However the company has started such accounting software from 1st April 2023.

For ANIL JAIN & CO

Chartered Accountants

FRN: 000189C

Sd/-

ANIL KUMAR JAIN

Proprietor

Membership No. 070253

Place:-HARIDWAR

Date: 29.05.2023

UDIN: 23070253BGWAMR5524

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

(a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The company has maintained proper records showing full particulars of intangible assets;

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification; The company has disposed off unserviceable fixed assets during the year and the going concern status of the company is not affected.

© According to the information and explanations given to us and on the basis of our examination of the records of the Company, land account No. 88, khasra No. 58/3M total area 0.2780 Hec. situated at Bhagwant Kuti, Kankhal, Haridwar 249408, the title deed of immovable property are held in the name of the company through its Managing Director Sh. Paras Kumar Jain, but after the death of Shri Paras Kumar Jain the name has been changed as Managing Director Shri Tosh Kumar Jain w.e.f. 16.03.2015 by Court Order of Dated 14.03.2015. Now The working place of the company has been shifted at Village Bhogpur, Laksar Road, Haridwar.

(i) (a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

-
- (ii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has made some investments in the security deposited to the various departments in shape of FDRs against taking tender from them. The company has not taken any guarantees and the provision of sec. 185 and 186 of the companies act 2013 have been complied with.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company have existing unsecured loan without interest from one party and another with interest which are covered in the register of deposits as per the Companies Act 2013 and during the year the company has taken loan from a finance company for Car.
- (c) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act. 2013.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no any undisputed statutory dues pending for deposit including Goods and Services Tax, provident fund, employees' state insurance, income-tax and cess or any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.
- (e) The company is regular in depositing undisputed statutory dues with the appropriate authorities including provident fund, employees state insurance, income tax and GST.
- (f) According to the information and explanations given to us and on the basis of our examination of the records there is no dues of income tax and GST which have been deposited on the account of any dispute during the year.
- (g) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that has been deposited on account of any dispute.
- (h) According to the information and explanations given to us and on the basis

of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to lender.

- i) According to the information and explanations given to us by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained,
 - j) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.
 - k) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
 - l) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
 - m) Based on examination of the books and records of the Company and according to the information and explanations given to us , no fraud by the company or any fraud on the company has been noticed during the course of our audit.
- (iii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is no transactions with the related parties are in compliance with sections 177 and 188 of Companies Act..
- (v) (a) In our opinion and based on our examination, the company does not require to have an internal audit system. Accordingly, clause 3(xiv)(a), of the Order is not applicable
- (vi) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company
- (vii) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.

- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable. ,
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

For ANIL JAIN & CO

Chartered Accountants

FRN: 000189C

Sd/-

ANIL KUMAR JAIN

Proprietor

Membership No. 070253

Place:-HARIDWAR

Date: 29.05.2023

UDIN:
23070253BGWAMR5524

Annexure 'B'

Report on Internal Financial Controls Over Financial Reporting

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of DESH RAKSHAK AUSHDHALAYA LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the

assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



For ANIL JAIN & CO

Chartered Accountants

FRN: 000189C

Place:-HARIDWAR

Date: 29.05.2023

UDIN: 23070253BGWAMR5524

Sd/-

ANIL KUMAR JAIN

Proprietor

Membership No. 070253

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



M/S DESH RAKSHAK AUSHDHALAYA LIMITED, KANKHAL, HARIDWAR
BALANCE SHEET AS ON 31.3.2023

PARTICULARS	Notes No.	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
II. ASSETS				
1. Non-Current Assets				
A. Property, plant and equipment	'1'	8,06,85,373	7,82,00,633	6,49,11,669
B. Capital work-in-progress		2,36,57,861	2,36,57,861	2,36,57,861
C. Investment Property				
D. Goodwill				
E. Other intangible assets				
F. Intangible assets under development				
G. Biological assets other than bearer plants				
H. Financial Assets				
(i) Investments	'2'	5,00,000	5,00,000	5,00,000
(ii) Trade Receivables				
(iii) Loans (Long Term Security Deposits)	'3'	1,04,852	1,23,938	1,23,878
(iv) Others				
I. Deferred tax assets (net)				
J. Other Non Current Assets (ST Security Deposits)	'4'	25,46,178	37,30,508	16,43,821
2. Current Assets				
A. Inventories	'5'	80,70,542	84,70,805	69,01,067
B. Financial assets				
(i) Investments				
(ii) Trade Receivables	'6'	3,64,42,297	3,97,02,879	3,86,48,821
(iii) Cash & Cash Equivalents	'7'	5,16,759	22,89,547	59,30,184
(iv) Bank Balances other than (iii) above				
(v) Loans & Advances	'8'	48,73,040	45,70,613	33,96,393
C. Current tax assets (net)				
D. Other Current Assets				
		15,73,96,903	16,12,46,785	14,57,13,693
I. EQUITY & LIABILITIES				
1. Equity				
A. Equity Share Capital	'9'	4,66,31,740	4,66,31,740	4,66,31,740
B. Other equity	'10'	4,47,14,490	4,62,19,518	4,13,85,840
2. Non Current Liabilities				
A. Financial Liabilities				
(i) Borrowings	'11'	4,10,40,236	4,30,61,879	2,89,90,633
(ii) Other financial liabilities	'12'	7,42,617	2,00,000	7,77,578
B. Provision		-	-	-

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



C. Deferred Tax Liabilities(Net)				
D. Other non-current liabilities				
3. Current Liabilities				
A. Financial Liabilities				
(i) Borrowings				
(ii) Trade Payables	'13'	2,27,31,220	2,28,23,801	2,59,40,805
(iii) Other financial liabilities				
B. Other Current Liabilities	'14'	5,58,874	11,23,374	5,58,874
C. Provisions	'15'	9,77,725	11,86,471	14,28,223
D. Liabilities for current tax (net)				
TOTAL EQUITY AND LIABILITIES		15,73,96,903	16,12,46,785	14,57,13,693

Significant Accounting Policies &
Notes on Financial Statement

"1 to 22"

This is the Balance Sheet referred
to in our report of even date;

For & on behalf of the Board
Desh Rakshak Aushdhalaya Limited

For and on behalf of
M/s Anil Jain & Co.
Chartered Accountants
F.R.N. 000189C

Sd/-
(Tosh Kumar Jain)
Managing Director
DIN: 01540363

Sd/-
(Monika Jain)
Whole-time Director
DIN: 03403491

Sd/-
(ANIL KUMAR JAIN)
PROPRIETOR
M.NO. 070253
PLACE: HARIDWAR
DATED: 29.05.2023
UDIN: 23070253BGWAMR5524

Sd/-
(Sohini Bansal)
Company Secretary

Sd/-
(Amit Kumar Singh)
C.F.O.

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



M/S DESH RAKSHAK AUSHDHALAYA LIMITED, KANKHAL, HARIDWAR
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2023

PARTICULARS	Notes No.	As At 31.03.2023	As At 31.03.2022
I.Revenue from Operations	'16'	6,18,01,378	6,18,92,574
II.Other Incomes	'17'	28,536	66,435
III.Total Revenue (I+II)		6,18,29,914	6,19,59,009
IV.EXPENSES			
Cost of Materials Consumed	'18'	2,74,99,941	2,64,06,035
Purchases of Stock-in-trade			
Change in inventory of raw material,work in progress & finished goods in trade			
Employee Benefit Expenses	'19'	84,28,911	96,96,982
Finance Cost	'20'	40,78,929	23,03,964
Depreciation & Amortisation Expenses	'21'	44,12,556	39,51,445
Other Expenses	'22'	1,26,03,238	1,38,97,742
Total Expenses (IV)		5,70,23,573	5,62,56,169
V. Operating Profits before exceptional items & tax		48,06,340	57,02,840
VI.Exceptional Items		0	0
VII.Profits before tax (V-VI)		48,06,340	57,02,840
Profits from ordinary activities for the year before Tax			
VIII. TAX EXPENSE:			
Current Tax:			
(a) Current tax expense for current year		7,49,789	8,89,643
(b) (Less): MAT credit (where applicable)		0	0
(c) Current tax expense relating to prior years		0	0
(d) Net current tax expense		0	0
(e) Deferred tax		0	0
TOTAL TAX		7,49,789	8,89,643
IX. Profits for the year after Tax (A) (VII - VIII)		40,56,551	48,13,197
Profit / (Loss) for the year (A)		40,56,551	48,13,197
OTHER COMPREHENSIVE INCOME			
A (i) Items that will not be reclassified to profit or loss		0	0
(ii) Income tax relating to items that will not be reclassified to profit or loss		0	0
B (i) Items that will be reclassified to profit or loss		0	0
(ii) Income tax relating to items that will be reclassified to profit or loss		0	0
Total other comprehensive income (B)		0	0
TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)		40,56,551	48,13,197

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



Paid-up Equity Share Capital (Face Value of `10 each)
Basic Earnings per Share (EPS)
Diluted Earnings per Share (DPS)
Weighted Average No. of Shares (Face Value `10)

Significant Accounting Policies &
Notes on Financial Statement

"1 to 22"

This is the Balance Sheet referred
to in our report of even date;

For & on behalf of the Board
Desh Rakshak Aushdhalaya Limited

For and on behalf of
M/s Anil Jain & Co.
Chartered Accountants
F.R.N. 000189C

Sd/-
(Tosh Kumar Jain)
Managing Director
DIN: 01540363

Sd/-
(Monika Jain)
Whole-time Director
DIN:0343491

Sd/-
(ANIL KUMAR JAIN)
PROPRIETOR
M.NO. 070253
PLACE: HARIDWAR
DATED: 29.05.2023
UDIN: 23070253BGWAMR5524

Sd/-
(Sohini Bansal)
Company Secretary

Sd/-
(Amit Kumar Singh)
C.F.O.

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



DESH RAKSHAK AUSHDHALAYA LIMITED, KANKHAL NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.3.2023

NOTE NO. 1

Property, plant and equipment & Depreciation thereon as on 31.3.2023 (AS PER COMPANIES ACT)

Assets	GROSS BLOCK			Addition on account of business acquisitions	Accumulated Depreciation / Amortisation					Net Block			
	Useful life in Years	Balance as at 1st April 2022	Addition during the year		Deletion during the year	Balance as at 31st March 2023	Balance as at 1st April 2022	Provided during the year	Deletion/adjustment during the year	Balance as at 31st March 23	Balance as at 31st March 23	Balance as at 31st March 22	Balance as at 1st April 21
Tangible Assets													
Own Assets													
Land		22,58,735	0	0	0	22,58,735	0	0	0	0	22,58,735	22,58,735	22,58,735
Land at Bhogpur		17,43,965	0	0	0	17,43,965	0	0	0	0	17,43,965	17,43,965	17,43,965
Building Kankhal	30	4,05,99,830	0	0	0	4,05,99,830	1,92,15,211	12,07,933	0	2,04,23,144	2,01,76,686	2,13,84,619	2,25,92,551
Building at Bhogpur	30	3,30,71,138	42,02,406	0	0	3,72,73,544	9,40,274	11,57,123	0	20,97,397	3,51,76,147	3,21,30,864	2,49,89,518
Plant and Machinery	15	3,29,88,444	6,10,426	0	0	3,35,98,870	2,17,95,900	9,28,513	0	2,27,24,412	1,08,74,458	1,11,92,545	52,23,344
Lift UTS	15	6,81,013	0	0	0	6,81,013	1,53,853	43,131	0	1,96,984	4,84,029	5,27,160	5,70,291
Furniture & Fixture	10	11,46,304	0	0	0	11,46,304	9,05,387	81,265	0	9,86,652	1,51,684	2,32,945	3,14,210
Office & Lab Equipments	5	16,70,232	1,38,754	0	0	18,08,986	13,95,183	91,343	0	14,86,526	3,22,460	2,75,049	2,27,019
Computer	3	1,31,493	0	0	0	1,31,493	1,08,166	8,244	0	1,16,410	15,083	23,327	14,797
Scooter, Car, Tempo, Tata Ace	10	16,78,423	0	0	0	16,78,423	13,03,711	1,46,196	0	14,49,908	2,28,515	3,74,712	6,79,577
Car Ford Endeavour	10	26,02,458	0	0	26,02,458	0	13,13,386	1,61,210	14,74,595	0	0	12,89,072	15,36,306
Car Skoda Kodiaq	15	37,87,272	0	0	0	37,87,272	7,86,611	2,39,861	0	10,26,472	27,60,800	30,00,661	32,40,521
Car Jeep	15	19,58,549	0	0	0	19,58,549	5,61,755	1,24,041	0	6,85,796	12,72,753	13,96,794	15,20,836
Bus	15	17,50,000	0	0	0	17,50,000	17,916	1,10,833	0	1,28,749	16,21,251	17,32,084	0
Tata Intra	15	6,68,248	0	0	0	6,68,248	30,147	42,322	0	72,470	5,95,778	6,38,101	0
Car Swift White	15	0	7,49,669	0	0	7,49,669	0	20,943	0	20,943	7,28,726	0	0
Car XUV	15	0	23,23,900	0	0	23,23,900	0	49,598	0	49,598	22,74,302	0	0
		12,67,36,104	80,25,155	0	26,02,458	13,21,58,801	4,85,27,499	44,12,556	14,74,595	5,14,65,459	8,06,85,373	7,82,00,633	6,49,11,669
Capital work in progress	0	2,36,57,861	0	0	0	2,36,57,861	0	0	0	0	2,36,57,861	2,36,57,861	2,36,57,861
		15,03,93,965	80,25,155	0	26,02,458	15,58,16,662	4,85,27,499	44,12,556	14,74,595	5,14,65,459	10,43,43,234	10,18,58,494	8,85,69,530

CAR FORD SALES ON DATED 25.11.22 IN RS. 590000- AND LOSS ON SALE OF CAR RS. 537862- SHOWN IN P&L ACCOUNT

GENERAL NOTES:

1. No depreciation if remaining useful life is negative or zero.
2. Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current FY.
3. If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift, the depreciation shall be calculated on the basis of 100% for that period.
4. The Depreciation has been calculated on the basis of as per Companies Act, 2013.

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



SCHEDULE OF FIXED ASSETS AS PER INCOME TAX ACT 31.3.2023

PARTICUALRS	DEP. RATE	WDV 1.4.22	ADD.9/22	ADD.3/23	SALES	TOTAL	DEP.	WDV 31.3.23
LAND	0	30,735	0	0	0	30,735	0	30,735
LAND AT BHOGPUR	0	17,43,965	0	0	0	17,43,965	0	17,43,965
BUILDING BHOGPUR	10	3,00,49,402	31,09,405	10,93,001	0	3,42,51,808	33,70,531	3,08,81,277
FACTORY BUILDING KANKHAL	10	1,46,25,412	0	0	0	1,46,25,412	14,62,541	1,31,62,871
FURNITURE & FIXTURE	10	6,33,998	0	0	0	6,33,998	63,400	5,70,598
PLANT AND MACHINERY	15	84,05,714	5,85,850	24,576	0	90,16,140	13,50,578	76,65,562
UTENCILS	15	2,213	0	0	0	2,213	332	1,881
ELECTRIC/OFFICE EQUIPMENTS	15	3,91,146	34,988	1,03,766	0	5,29,900	71,703	4,58,198
COMPUTER	40	19,993	0	0	0	19,993	7,997	11,996
CARS/JEEP/BUS/TAT A INTRA	15	62,75,319	0	30,73,569	5,90,000	87,58,888	10,83,317	76,75,571
LIFT UTS	15	3,55,493	0	0	0	3,55,493	53,324	3,02,169
		6,25,33,391	37,30,243	42,94,912	5,90,000	6,99,68,546	74,63,722	6,25,04,823

NOTE NO.2

NON CURRENT ASSETS - FINANCIAL ASSETS			
(I) INVESTMENTS	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
Investment in the Shares of			
Shri Bhagwant Finance Co. Ltd.	0	0	0
Sanskar Ayursh Medicare Pvt.Ltd.	5,00,000	5,00,000	5,00,000
	5,00,000	5,00,000	5,00,000

NOTE NO.3

NON-CURRENT ASSETS - FINANCIAL ASSETS			
	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
LOANS Long term Loans and Advances (Security Deposits)			
ELECTRIC SECURITY UPCL HARIDWAR	74,892	93,978	93,978
ELECTRIC SECURITY UPCL BHOGPUR	5,000	5,000	5,000
GAS SECURITY	10,200	10,200	10,200
TELEPHONE SECURITY	14,760	14,700	14,700
	1,04,852	1,23,878	1,23,878

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING

NOTE NO.4

NON CURRENT ASSETS - OTHER NON-CURRENT ASSETS	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
SHORT TERM SECURITY DEPOSITS			
FDR AGAINST SEC. BG YES BANK	12,27,000	37,30,508	16,43,821
HDFC LIFE PREMIUM	30,096		
SEC.CHIEF A/C OFF. JKKMSCL	17,245		
CHIEF ACCTT.OFFICER JKMSCC JAMMU	1,00,000		
SEC.COMM MED MCD DELHI	10,000		
SEC. COOPERATIVE DRUGS FACTORY RANIKHET	20,000		
DAO AMBEDKAR NAGAR	31,000		
SEC. DAO ALIGARH	42,000		
SEC. DAO AZAMGARH	10,000		
SEC. DAO BAGPAT	4,500		
SEC. DAO BARIELLY	3,700		
SEC. DAO BARABANKI	22,000		
SEC. DAO BASTI	18,000		
SEC. DAO BULANDSHAHAR	10,100		
SEC. DAO FAIZABAD	8,000		
SEC. DAO FATEHPUR	7,500		
SEC. DAO GORAKHPUR	16,000		
SEC. DAO HARDOI	5,000		
SEC. DAO JAUNPUR	12,500		
SEC. DAO JHANSI	2,000		
SEC. DAO LAKHIMPUR	67,500		
SEC. DAO LUCKNOW	10,500		
SEC. DAO MATHURA	14,000		
SEC. DAO MORADABAD	35,000		
SEC. DAO PILIBHIT	29,000		
SEC. DAO PRAYAGRAJ	15,500		
SEC. DAO RAI BAREILLY	23,200		
SEC. DAO RAMPUR	11,600		
SEC. DAO SAHARANPUR	17,000		
SEC. DAO SIDDHARTHANAGAR	64,000		
SEC. DAO SRM STATE AYUR.BAREILLY	14,000		
SEC. DAO UNNAO	70,000		
SEC. DAO VARANASI	47,600		
SEC DISTRICT MAGISTRATE HARIDWAR	5,000		
SEC. DIRECTOR (AYUSH) GOVT. OF NCT OF DELHI	1,13,000		
SEC. FDR DISTT. MEGISTRATE HARIDWAR	10,000		
SEC. FDR PNB RAJWARI MG HOSPITAL MUMBAI	1,000		
SEC. GS1 INDIA BARCODE NEW DELHI	3,000		

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING

SEC. HP CIVIL SUPPLIES CORP.SHIMLA	75,000		
SEC. JKMSCL JAMMU	1,84,186		
SEC.MUNICIPAL COMP.AHEMDABAD	4,000		
SEC.PRACHARYA STATE AYUR.COLLEGE LUCKNOW	40,500		
SEC.PRINCIPAL AYUR COLLEGE VARANASI	49,000		
SEC.PRINCIPAL RAJKIYA AYUR.COLLEGE BANDA	15,000		
SEC.PRINCIPAL STATE AYURVED COLLEGE JHANSI	400		
SEC.SHIRDI TENDER	4,075		
SEC.STATE AYUR.ASSAM	25,500		
SEC.TAMIL NADU MEDFARMS & HERBALS CO. LTD.	976		
	25,46,178	37,30,508	16,43,821

NOTE NO. 5

CURRENT ASSETS - INVENTORIES	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
(At cost price)			
RAW MATERIALS	56,74,463	58,60,348	46,08,625
WORK IN PROGRESS	2,96,344	2,92,342	2,85,172
FINISHED GOODS	18,23,856	20,76,246	17,93,134
PACKAGING MATERIALS	2,75,879	2,41,869	2,14,136
	80,70,542	84,70,805	69,01,067

NOTE NO. 6

CURRENT ASSETS - TRADE RECEIVABLES/ADV.	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
	3,64,42,297	3,97,02,879	3,86,48,821

BREAK-UP OF TRADE RECEIVABLES	
TRADE RECEIVABLES LESS THAN SIX MONTHS	2,75,46,983
TRADE RECEIVABLES MORE THAN SIX MONTHS	88,95,566
	3,64,42,549

NOTE NO. 7

CURRENT ASSETS	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
CASH AND CASH EQUIVALENT			
CASH IN HAND	3,38,912	4,49,446	6,44,680
CASH AT BANKS:			
INTEREST ACCRUED	39,211	1,38,101	1,86,109
YES BANK C/A 9061063700000281	0	25,138	38,44,511
YES BANK C/C 061084600000841	0	24,690	0

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



SBI KANKHAL 30979380188	52,333	6,00,770	3,83,860
PNB KANKHAL 02512100014336	86,303	9,79,529	2,94,766
BANK OF BARODA 27110200016375	0	71,874	5,76,257
	5,16,759	22,89,547	59,30,184

NOTE: 8

CURRENT ASSETS	31.03.2023	31.03.2022	01.04.2021
LOANS - SHORT TERM LOANS & ADVANCES	48,73,040	45,70,613	33,96,393
STAFF ADVANCES	1,85,590		
STAFF ADVANCES	-9,120		
AAROGYAM ENTERPRISES	1,00,000		
AJAY JAIN	1,10,000		
GST ADVANCE	18,80,105		
ANITA AGARWAL LUCKNOW	2,00,000		
ARCHNA SINGH IMPREST	-8,912		
ASHWAMI KUMAR PHD	29,500		
BHUPENDRA KUMAR RENT	76,000		
GLOBAL FIRE PROTECTIN & SAFETY SYSTEMS	5,92,500		
GST LETIGATION PENDING IN APPEAL	96,940		
ITANSHU MOHALI	1,00,000		
KHUSHBOO MOHALI	1,00,000		
MAHIPAL HARIDWAR	1,68,000		
NEERAJ BARGOTI HARIDWAR	5,00,000		
NISCHAL MITTAL DELHI	55,000		
PRADEEP KUMAR BANSAL	50,000		
R.G.ELECTRICALS	20,000		
RELIANCE JIO INFOTECH	5,438		
SUPER SALES CORPN. KANKHAL	5,00,000		
SURENDRA KUMAR SHARMA	1,05,000		
VINAY JAIN LUCKNOW	17,000		
	48,73,040	45,70,613	33,96,393

NOTE: 9

EQUITY SHARE CAPITAL		31.03.2023	31.03.2022	01.04.2021
AUTHORISED				
10000000 NOS. EQUITY SHARES OF RS. 10/- EACH		10,00,00,000	10,00,00,000	10,00,00,000
ISSUED AND SUBSCRIBED				
4438324 NOS. EQUITY SHARES OF RS. 10- EACH	4,43,83,240			
ADD: SHARE FORFEITTED ACCOUNT	<u>22,48,500</u>	4,66,31,740	4,66,31,740	4,66,31,740

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



FULLY PAID-UP CAPITAL				
4438324 NOS. EQUITY SHARES OF	4,43,83,240			
RS. 10- EACH				
ADD: SHAE FORFEITTED ACCOUNT	<u>22,48,500</u>	4,66,31,740	4,66,31,740	4,66,31,740

The company has only one class of shares referred to as equity shares having at par value of Rs. 10/- each holders of one equity share is entitled to one vote per share.

In the event of liquidation of the company, the holders of the shares shall be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amount exists currently. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

RECONCILIATION OF NUMBER OF SHARES OUTSTANDING	No. of Shares	As At 31.03.2023	No. of Shares	As At 31.03.2022	No. of Shares	As At 31.03.2021
Issued & Subscribed Capital						
Number of shares outstanding at the beginning of the year	44,38,324	4,43,83,240	44,38,324	4,43,83,240	44,38,324	4,43,83,240
add: Share Forefitted amount		22,48,500		22,48,500		22,48,500
		4,66,31,740		4,66,31,740		4,66,31,740
add: Shares issued during the year		0		0		0
		4,66,31,740		4,66,31,740		4,66,31,740
Number of shares outstanding at the end of the year	44,38,324		44,38,324		44,38,324	
Paid-Up Capital						
Number of shares outstanding at the beginning of the year	44,38,324	4,43,83,240	44,38,324	4,43,83,240	44,38,324	4,43,83,240
add: Share Forefitted amount		22,48,500		22,48,500		22,48,500
		4,66,31,740		4,66,31,740		4,66,31,740
add: Shares issued during the year		0		0		0
		4,66,31,740		4,66,31,740		4,66,31,740
Number of shares outstanding at the end of the year	44,38,324		44,38,324		44,38,324	

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING

Shares held by Shareholders Holding More than 5%	As At 31.03.2023		As At 31.03.2022		As At 31.03.2021	
	Number of Shares	Percentage of shareholding (%)	Number of Shares	Percentage of shareholding (%)	Number of Shares	Percentage of shareholding (%)
Name of Shareholders						
TOSH KUMAR JAIN	12,52,200	28.21	12,52,200	28.21	12,52,200	28.21
MONIKA JAIN	12,12,020	27.31	12,12,020	27.31	12,12,020	27.31

NOTE: 10

OTHER EQUITY	As At 31.03.2023	As At 31.03.2022	As At 31.03.2021
RESERVES:			
Opening balance Investment Allowance Reserve	46,118	46,118	46,118
Opening Balance Revaluation Reserve	5,59,562	5,59,562	5,59,562
Opening balance Premium on Share Capital	3,72,29,400	3,72,29,400	3,72,29,400
	3,78,35,080	3,78,35,080	3,78,35,080
Addition during the year	0	0	0
	3,78,35,080	3,78,35,080	3,78,35,080

GENERAL RESERVE & SURPLUS			
Opening Balance	83,84,438	35,50,760	-6,24,233
Add: Transfer from Profit & Loss during the year	40,56,551	43,52,086	42,01,761
Net Adjustment During the year			
Less: Material Destroyed by Medical Pollution Control			
Committee through Director NCT (Ayush) N.Delhi	-57,06,039	0	0
less: GST paid FY 2018-19 & 2019-20 with interest	0	0	-96,993
Income Tax excess provision made in FY 2021-22	1,44,460	80,035	70,225
Adjustment in fixed assets Furniture	0	-59,554	0
General Reserve Closing Balance	68,79,410	79,23,328	35,50,760
Balance carried forward to next years	68,79,410	79,23,328	35,50,760
NET SURPLUS TRANSFER TO BALANCE SHEET	4,47,14,490	4,57,58,408	4,13,85,840

NOTE: 11

NON CURRENT LIABILITIES - FINANCIAL LIABILITIES			
LONG TERM BORROWINGS			
AXIS BANK LTD. CAR LOAN	0	1,48,217	4,98,247
AXIS BANK SSB SECURED TERM LOAN	1,83,37,200	2,35,98,844	0
AXIS BANK C/C 921030035638978	1,78,01,279	1,55,78,314	0

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



HDFC BANK LTD. BUS LOAN	13,34,251	15,84,541	0
HDFC XUV LOAN	20,21,897	0	0
PNB TATA INTRA TERM LOAN	2,26,501	3,74,956	0
BANK OF BARODA CAR LOAN	13,19,109	17,77,008	21,97,558
YES BANK C/C 841	0	0	86,84,762
YES BANK TERM LOAN	0	0	1,76,10,066
	4,10,40,236	4,30,61,879	2,89,90,633

NOTE: 12

NON CURRENT LIABILITIES - OTHER FINANCIAL LIABILITIES			
SHORT TERM BORROWINGS			
FORD CREDIT INDIA PRIVATE LIMITED	0	0	3,59,881
BAJAJ FINANCE	0	0	17,697
SUNDARAM FINANCE LTD. SWIFT LOAN	5,42,617	0	0
GANGA CORPORATION PVT.LTD. DEHRADUN	2,00,000	2,00,000	4,00,000
	7,42,617	2,00,000	7,77,578

NOTE: 13

CURRENT LIABILITIES- TRADE PAYABLES	31.03.2023	31.03.2022	01.04.2021
SUNDRY CREDITORS / ADVANCES	2,27,31,220	2,28,23,801	2,59,40,805
	2,27,31,220	2,28,23,801	2,59,40,805

NOTE: 14

OTHER CURRENT LIABILITIES			
SECURITY RECEIVED		11,23,374	5,58,874
CGMSC CHATTISGARH	0	5,64,500	
SEC. OM MEDICAL AGENCY MAU	2,00,000	2,00,000	
SEC. SHREE DURGA AGENCIES VARANSI	1,00,000	1,00,000	
SECURITY RECEIVED FROM CUSTOMERS	2,58,874	2,58,874	
	5,58,874		

NOTE: 15

OTHER CURRENT LIABILITIES		31.03.2023	31.03.2022	01.04.2021
PROVISIONS				
AUDITOR REMUNERATION		90,000	63,000	63,000
SALARY & WAGES		4,76,642	4,53,578	5,38,371
ESI		13,349	15,741	13,956
PROVIDENT FUND		90,245	1,05,714	94,384

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



ELECT. & POWER		52,426	52,611	0
MAT / INCOME TAX FY 2020-21		0	0	5,27,140
MAT / INCOME TAX FY 2022-23	7,49,789	54,556	2,58,370	0
ADVANCE TAX/TDS/TCS	6,95,233			
	54,556			
GST	-	0	26,040	18,500
T.D.S.		2,00,507	2,11,417	1,72,872
		9,77,725	11,86,471	14,28,223

M/S DESH RAKSHAK AUSHDHALAYA LIMITED, KANKHAL, HARIDWAR
FORMING PART OF PROFIT & LOSS ACCOUNT

NOTE: 16

REVENUE FROM OPERATION	31.03.2023	31.03.2022
SALES HO DOMESTIC	5,36,78,767	5,11,45,900
SALES HO EXPORT	81,22,611	1,07,46,674
TOTAL	6,18,01,378	6,18,92,574

NOTE: 17

OTHER INCOMES			
PROFIT ON SALE OF VEHICLE		0	13,345
OTHER MISC.INCOME POSTAGE		0	32,560
BANK INTEREST		28,536	20,530
	[14]	6,18,29,914	6,19,59,009

NOTE: 18

EXPENSES		
RAW MATERIAL CONSUMED		
OPENING STOCKS	84,70,805	69,01,067
ADD: PURCHASES	2,48,83,815	2,60,60,489
	3,33,54,620	3,29,61,556
LESS: CLOSING STOCK OF		
RAW MATERIALS, W.I.P,		
SEMI FINISHED &		
FINISHED GOODS & PACKING MATERIALS	80,70,542	84,70,805
	2,52,84,078	2,44,90,751
FREIGHT INWARDS	2,39,446	2,71,868
ELECTRICITY, POWER & FUEL	19,76,417	16,43,417
	2,74,99,941	2,64,06,035

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING

NOTE: 19

EMPLOYEES BENEFIT EXPENSES		
PRODUCTION WAGES	23,45,665	23,56,418
BONUS ON SALARY	1,80,097	2,08,833
SALARIES STAFF & MARKETING STAFF	20,01,252	24,74,571
SALARY MANAGERIAL	3,00,000	2,80,000
SALARY DIRECTORS	21,60,000	21,60,000
E.S.I.	1,31,305	1,41,068
PROVIDENT FUND	5,78,650	6,37,926
OVERTIME TO STAFF	1,73,431	21,804
GRATUITY	1,41,246	10,16,993
EMPLOYEES WELFARE	3,53,765	3,06,869
HOUSE RENT ALLOWANCE	63,500	92,500
	84,28,911	96,96,982

NOTE: 20

FINANCIAL COST		
BANK COMMISSION/CHARGES/PROCESSING FEE	1,07,297	3,35,805
BANK INTEREST	39,71,632	19,68,159
	40,78,929	23,03,964

NOTE: 21

DEPRECIATION AS PER THE COMPANIES ACT		
AS PER SCHEDULE NO. 01	44,12,556	44,12,556

NOTE: 22

OTHER EXPENSES		
ADVERTISEMENT	2,44,576	1,69,580
AUDITOR REMUNERATION	1,00,000	70,000
ADHOC SALARY	1,62,190	0
BONUS ON SALES	83,748	1,48,888
CAR/TATA ACE/BUS REPAIR & RUNNING EXP.	6,15,398	3,57,769
CARTAGE & FREIGHT	7,69,512	8,89,364
COMMISSION	31,82,808	41,67,881
COMPUTER REPAIR/MAINT.	91,383	27,639
DISCOUNT	4,21,673	4,47,944
ELECTRIC INSTALLATION CHARGES	0	4,67,500
ELECTRICITY EXPENSES	13,337	1,09,453
FREE SAMPLES	177	46,321
EXHIBITION EXPENSES	1,81,673	0
FEE & TAXES	5,55,068	5,94,280

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



GST EXPENSES W.OFF	79,080	63,281
FILING FEE MCA	10,800	4,800
HOUSE/WATER TAX	28,162	55,611
INSURANCES	2,55,576	2,40,417
INTEREST TO OTHERS	97,619	1,36,342
JOB WORK FOR PACKAGING	50,960	0
LAB EXPENSES	91,445	10,175
LOADING & UNLOADING	54,313	1,01,140
LEAKAGE & BREAKAGE	26,517	5,98,201
LEGAL/PROFESSIONAL CHARGES	10,97,010	6,04,579
LISTING FEE	3,00,000	3,00,000
LOSS ON SALE OF CAR	5,37,862	3,743
MACHINERY REPAIRS	5,95,221	11,60,746
ROUNDED OFF	-136	153
MEMBERSHIP/SUBSCRIPTION	2,097	0
NEWSPAPER EXP.	6,800	0
POSTAGE & COURIER	1,14,126	51,854
REPAIRS & MAINTENANCE GENERAL	9,91,093	10,23,783
SALES PROMOTION/INCENTIVE	5,20,210	3,12,811
SCOOTER RUNNING EXPENSES	20,673	28,745
SELLING/DISTRIBUTION	0	1,97,758
SITTING FEE	66,000	72,000
STATIONERY & PRINTING	61,749	2,41,702
TELEPHONE/MOBILE EXP.	24,311	35,910
TENDER DOCUMENT	40,460	1,00,904
TRAVELLING & CONVEYANCE EXPENSES	11,09,747	9,52,385
WHITEWASH EXPENSES	0	1,04,085
	1,26,03,238	1,38,97,742

DESH RAKSHAK AUSHDHALAYA LIMITED, HARIDWAR
CALCULATION OF GROSS PROFIT 2022-2023

INCOME		
REVENUE FROM OPERATIONS		6,18,01,378
		6,18,01,378
EXPENDITURES:		
RAW MATERIAL CONSUMED	2,52,84,078	
MANUFACTURING EXPENSES		
FREIGHT INWARDS	2,39,446	
POWER & FUEL	19,76,417	
PRODUCTION WAGES	23,45,665	2,98,45,606

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



GROSS PROFIT		3,19,55,772
PERCENTAGE OF GROSS PROFIT		51.71

Percentage of Gross Profit FY 2022-23 is 51.71%

Percentage of Gross Profit FY 2021-22 is 53.53%

M/S DESH RAKSHAK AUSHDHALAYA LIMITED, HARIDWAR
CASH FLOW STATEMENT FOR THE PERIOD APRIL 2022 TO MARCH 2023

A. CASH FLOW FROM OPERATING ACTIVITIES:	31.3.2023	31.3.2022
Net Profit before tax as per Profit & loss Account	48,06,340	57,02,840
Adjusted for:	0	0
Miscellaneous Expenditure written off	0	0
Net prior year adjustment	0	0
(Profit)/Loss on sale of discarded assets	0	0
Depreciation	44,12,556	39,51,445
Operating Profit before working capital changes	92,18,896	96,54,285
Adjusted for:		
Trade and other receivables	-29,58,155	-22,28,278
Inventories	-4,00,263	-15,69,738
Trade payables	-8,65,827	-25,96,605
Cash generated from operations	49,94,651	32,59,664
Net prior year adjustments I.T.Excess Prov.	2,57,300	-47,575
Taxes paid	7,49,789	8,89,643
	45,02,162	23,22,446
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	-80,25,155	-1,73,89,126
Unservicable fixed assets Disposed off	14,74,595	19,122
Purchase of investment	0	0
Long term investments	-12,03,416	-20,86,747
Movement in loans	0	0
Interest Income	0	0
Dividend Income	0	0
	-77,53,976	-1,94,56,751
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Issue of Share Capital net	0	0
Redemption of preference share captial	0	0
Proceeds from long term borrowings	0	0
Repayment of short term borrowings	0	0
Long term loans	14,79,026	1,34,93,668
Dividends paid	0	0
Interest paid	0	0

DESH RAKSHAK AUSHDHALAYA LIMITED
42nd ANNUAL GENERAL MEETING



	14,79,026	1,34,93,668
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	-17,72,788	-36,40,637
OPENING BALANCE OF CASH & CASH EQUIVALENTS	22,89,547	59,30,184
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	5,16,759	22,89,547

Sd/-

PLACE: HARIDWAR
DATED: 29.05.2023

FOR AND ON BEHALF OF
M/S ANIL JAIN & CO.
CHARTERED ACCOUNTANT
[ANIL KUMAR JAIN]
PROPRIETOR

M/S DESH RAKSHAK AUSHDHALAYA LIMITED, KANKHAL, HARIDWAR STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR 2022-2023

1.A. SYSTEM OF ACCOUNTING

The company follows the mercantile system of accounting and recognize Income and Expenditure on an accrual basis except in case of significant uncertainties. The Accounting policies applied by the company are consistent with those used in the previous year. The financial statement are prepared to comply in all material respects with the mandatory accounting standards issued by The Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013.

- B. The accounts of the company have been prepared based on the going concern concept and the company is operating at a low capacity utilization level.

2. REVENUE RECOGNITION

Revenue from the sale of manufactured products are recognized upon passage of title to the customer and generally coincides with the delivery and acceptance.

3. FIXED ASSETS AND DEPRECIATION

FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation. The cost of an asset comprises purchase price and any directly attributable cost of bringing the assets to its present condition or intended use.

The fixed assets includes a sum of Rs. 13515861- capital work in progress during the FY 2012-13 and it has been increased by Rs. 10142000/- during the FY 2015-16. Total amount Rs. 23657861- shown under this head. However it has not been finalized so far.

Bank Interest Rs. 3962268- paid on term loan and on working capital loan during the year.

DEPRECIATION

Depreciation has been provided on fixed assets as per the guidelines of the Companies Act 2013 on the basis of life of the assets uses at SLM.

4. TECHNICAL KNOW-HOW FEES

No technical know-how fee is paid during the year.

5. Investment Rs. 5.00 lacs has been done in the company Sanskar Ayush Medicare Pvt. Ltd. during the financial year 2021-22..

6. **INVENTORIES**

INVENTORIES	BASIS OF VALUATION
a. Raw Materials	At cost
b. Work - in - progress	At cost
c. Finished goods	Sales - G.Profit Margin
d. stores and spares	At cost

6. **SALES**

The company has done an export sales of Rs. 8122611- to Nepal country.

8. **RESEARCH AND DEVELOPMENT EXPENDITURE**

No research and development expenditure is incurred during the year.

9. **RETIREMENT BENEFITS**

- a. Retirement benefits are accounted for as and when paid.
- b. Provision of Gratuity has not been made since it is paid as and when due.
- c. Provident Fund contributions Rs. 90245/-, ESI Rs. 13349-, TDS Rs. 199677- are payable as on 31.3.2023.
- d. Accounting policies not specifically referred to are consistent with generally accepted accounting practices.

10. **PROPOSED DIVIDEND**

No provision has been made for the payment of Dividend.

11. **PROVISION FOR TAXATION**

The company have a profit of Rs. 4806340- as per P&L After add back of depreciation, the taxable income comes Rs. 1755174- on which Income Tax calculated @ 25% plus surcharge @ 4% which comes Rs. 456345- **which is lower side.**

Book profit of the company is 4806340- on which MAT is calculated @ 15% which comes Rs. 720951-. And cess @ 4% comes Rs. 28838- Total MAT comes to Rs. 749789- against

which an Advance Tax Rs. 500000- and TDS/TCS Rs. 195233- has already been deposited and rest Rs. 54556- has to be deposited for which the provision has been made under the head Provision.

NOTES TO THE ACCOUNTS

Additional information pursuant to the provisions of paragraph 3 & 4 [c] [d] of part II of schedule VI of the Companies Act, 1956.

1. LICENCED AND INSTALLED CAPACITY

a.	Licensed Capacity	Tablet, Syrup, Powder, Awaleha etc.	
b.	Installed capacity	Tablet	2050 lacs Nos.
		Liquid	41 lacs bottles
		Pills	27.50 lacs Nos.
		Awaleha	280 Tones
		Kwach	40 Tones
		Capsules	60 lacs Nos.

2. PARTICULARS OF OPENING & CLOSING STOCK & SALES

Opening stock	Rs. 8470805.00
Closing stock	Rs. 8070542.00
Sales	Rs. 61801378.00

Note: Since the number of items of raw materials and finished goods are more than one thousand, hence quantitative details are not given.

3. DETAILS OF RAW MATERIAL CONSUMPTION

As the number of raw materials are more than one thousand and none of them amount to reasonable parts of total consumption, no item wise details of raw material consumption in quantity has been given.

4. MANAGERIAL REMUNERATION PAID/PAYABLE DURING YEAR

a.	Managing Director Tosh Kr.Jain	Rs. 1200000/-
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-
- b. Director Monika Jain Rs. 600000/-
- c. Director Arihant Jain Rs. 360000/-
5. A interest free Short Term loan of Ganga Corporation Pvt.Ltd. Rs. 200000- is outstanding during the financial year 2022-2023.
6. Confirmation of balances of Sundry Debtors and Sundry Creditors appearing under the heads current liabilities, current assets, capital work in progress and loans & advances are still awaited except few parties.

The materials supplied to the Director (Ayush) Govt. of NCT of Delhi of Rs. 5706039/- in FY 2021-22 which has been rejected by the department and the material destroyed in presence of the officers of the department at Medical Pollution Control Committee, R.O. 28-2nd floor, New Office Wing MDDA Complex, Clock Tower, Rajpur Road, Dehradun & material destroyed at Mandavar, Khasra No. 242 and 244 Bhagwanpur, Haridwar Uttarakhand vide their letter of dated 04.06.2022.

7. Particular of Auditors remuneration -
- | | |
|-----------|--------------|
| Audit Fee | Rs. 100000/- |
|-----------|--------------|
8. Sundry Debtors / Creditors includes various amounts which are more than 90 days old and no confirmation of the outstanding amount are available. Figures has been taken in such heads as per the confirmation of the management of the co.
9. There is no previous losses in the company, also the company has profit during the year on which Income Tax/MAT has to be deposited as per the computation of Income Tax.
10. As informed to us by the management there are only 4 firms / companies of which the balances are outstanding for more than 45 days at the Balance Sheet date to the suppliers registered themselves under the micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Please see Point No. 18.a.
12. **EARNING PER SHARE** Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the numbers of equity shares outstanding during the year.
13. **BUSINESS INFORMATION**

Based on the analysis of the company's internal organization and management structure, the management of the company has classified its business activities as "Manufacturing & processing of Ayurvedic, Medicines Ayurvedic composit drug kits, dye kits & CHW kits". The company has not done manufacturing on job work basis during this year under audit.

14. DEFERRED TAX LIABILITY

Difference of Depreciation as per the Companies Act & as per I. Tax Act, has been add back in the net profit of the company and then Tax has been calculated.

15. EXPENDITURES ON EMPLOYEE

Break up of expenditure incurred on employees who were employed throughout financial year and were in receipt of remuneration aggregating to net less than Rs. 60,00,000/- per annum or if employed for a part of financial year were in receipts of remuneration aggregating to net less than Rs. 500,000/- per month.

PARTICULARS	CURRENT YR.	PREVIOUS YR.
a. Salaries & Allowances Including perquisites	NIL	NIL
b. Contribution to Provident Fund Superannuation & Gratuity Fund	NIL	NIL
c. Number of Employees	NIL	NIL

16. The company has taken Cash Credit Limit of Rs. 225.00 lacs from Axis Bank & availed Rs. 178.01 lacs approximately with interest during the year against the hypothecation of all type of stocks and personal guarantee of the Directors. The company also has taken term loan from Axis Bank Rs. 262.00 lacs for its new project which comes in production during the financial year 2022-23 at Bhogpur.

17. There has been no prior period or extra-ordinary item of income or expenditure which has been entered in the books of accounts during the year.

18. The company has received intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, following disclosures under the said Act have been shown as.

	31.3.2023	31.3.2022
(a) The principal amount due thereon remaining unpaid to supplier more than 45 days as at the end of accounting year.	04 Nos.	09 Nos.

CREDITORS (MSME) OUTSTANDING MORE THAN 45 DAYS UP TO 31.03.2023
THE REASON OF DELAY IS MUTUAL UNDERSTANDING WITH THE PARTY.

Sl. No.	Name of Party	Pan No.	Bill Date	Amount	Paid on	Reason for delay
1	Bhargava Printers, Hardwar	AAQPB7916E	08.10.22	28551.28	08.04.23	Mutual Understanding
			17.10.22	44739.94		Mutual Understanding
			18.10.22	39854.5		Mutual Understanding
			31.10.22	13409.52		Mutual Understanding
			23.11.22	67529.04		Mutual Understanding
2	APS Group of Companies	AAYFA6933C	26.07.21	240721	18.11.22	Mutual Understanding
			01.12.21	50598		Mutual Understanding
			02.02.22	72275		Mutual Understanding
3	Print & Packers, Hardwar	AATFP7497F	03.11.22	14426	08.04.23	Mutual Understanding
			28.11.22	16522		Mutual Understanding
			12.12.22	61627		Mutual Understanding

			22.01.23	60008	Mutual Understanding
4	D.S.Fragrances, Kanuj	BVHPD6734K	21.10.22	29500	Mutual Understanding

(b) The amount of interest paid by the buyer in term Of Section 16 of the Micro, Small and Medium

Enterprises Development Act, 2006 along with

The amount of the payment made to supplier

Beyond the appointed day during each

Accounting year.

NIL NIL

© The amount of interest due and payable for the Period of delay in making payment (which has been Paid but beyond the appointed day during the year)

But without adding the interest specified under the

Micro, Small and Medium Enterprises Development

Act, 2006.

NIL NIL

(d)The amount of interest accrued and remaining

Unpaid at the end of each accounting year and,

NIL NIL

(e) The amount of further interest remaining due

And payable even in the succeeding years, until

such date when the interest due as above are

actually paid to the small enterprises under

section 23 of Micro and Medium Enterprises

Development Act 2006.

NIL NIL

19. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
- 20 . Notes 1 to 20 form integral part of Balance Sheet and Profit & Loss account and have been duly annexed.

FOR AND ON BEHALF OF

Sd/-

ANIL JAIN & CO.

Tosh Kumar Jain

CHARTERED ACCOUNTANTS

DIN: 01540363

Sd/-

(MANAGING DIRECTOR)

[ANIL KUMAR JAIN]

PROPRIETOR

MEMBERSHIP NO. 070253

Sd/-

PLACE: HARIDWAR

Monika Jain

DATED: 29.05.2023

DIN: 03403491

UDIN: 23070253BGWAMR5524

(WHOLE-TIME DIRECTOR)

Sd/-

Sohini Bansal

COMPANY SECRETARY

Sd/-

Amit Kumar Jain

CHIEF FINANCIAL OFFICER