

Sagar Mehra and Associates

660A, Gandhi Nagar Jammu-180004

Tel: 7780932614, E-mail: mehraandmehralp@gmail.com

PRACTICING COMPANY SECRETARY CERTIFICATE

To,
The Board of Directors
Sarveshwar Foods Limited
Sarveshwar House ,Below Gumat,
Jammu ,Jammu & Kashmir-180001

Dear Sir / Madam,

Sub: Proposed issue and allotment of upto 45,00,000 equity shares to the persons belonging to non-promoter public category by Sarveshwar Foods Limited in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

In connection with the proposed preferential issue of upto **45,00,000** (Forty Five Lacs) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, **to the persons belonging to non-promoter public category** for cash, at an issue price of Rs. 81/- (Rupees Eighty one) each, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to Rs. 36,45,00,000/- (Rupees Thirty-Six Crores Forty Five Lakh only) as approved by the Board of Directors of the Company in their meeting held on December 16, 2022 subject to approval of shareholders of the Company, stock exchanges approval and any other regulatory authority approval, and in terms of requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, we, Sagar Mehra and Associates, Company Secretaries, having our office situated at 660A, Gandhi Nagar, Jammu-180004, hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

For Sagar Mehra and Associates
Company Secretaries

Date: 17/12/2022
Place: Jammu

Sagar Mehra

M.NO:44744

CP No: 16705

UDIN No: A044744 008 27 4 3814



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To,
The Board of Directors
Sarveshwar Foods Limited
Sarveshwar House ,Below Gumat,
Jammu ,Jammu & Kashmir-180001

Dear Sir / Madam,

Sub: Proposed issue and allotment of upto 36,60,000 fully convertible warrants to the persons belonging to promoter and non-promoter category by Sarveshwar Foods Limited in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

In connection with the proposed preferential issue of upto **36,60,000** (Thirty Six Lacs Sixty Thousand only) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant to the 'Promoter and Promoter Group' and 'Non-Promoter Public Category', for cash, at an issue price of Rs. 81/- (Rupees Eighty one) each, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up Rs. 29,64,60,000/- (Rupees Twenty-Nine Crores Sixty Four Lakh Sixty Thousand only) as approved by the Board of Directors of the Company in their meeting held on December 16, 2022 subject to approval of shareholders of the Company, Stock Exchanges approval and any other regulatory authority approval, and in terms of requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, we, Sagar Mehra and Associates, Company Secretaries, having our office situated at 660A, Gandhi Nagar, Jammu-180004, hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

For Sagar Mehra and Associates
Company Secretaries

Date: 17/12/2022

Place: Jammu

M.NO: 44744
CP No: 16705

UDIN NO: A044744D002743814

