

To
BSE Limited
P J Towers, Dalal Street,
Mumbai-400001

Date:28/05/2024

Dear Sir / Madam,

Sub: Submission of Secretarial Compliance Report for the year ended 31/03/2024.

Ref: 1) Dhanalaxmi Roto Spinners Limited
2) Scrip code: 521216

With reference to the subject cited above, please find attached the copy of Secretarial Compliance Report in compliance with the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31/03/2024.

This is for the information and records of the Exchange.

For Dhanalaxmi Roto Spinners Limited

Pooja Gadhia

Pooja Gadhia
(Compliance Officer cum Company Secretary)
(M.No. A61818)





**Secretarial compliance report of Dhanalaxmi Roto Spinners Limited
For the year ended 31st March 2024**

We Baheti Gupta and Co. have examined:

- (a) All the documents and records made available to us and explanation provided by Dhanalaxmi Roto Spinners Limited
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied up onto make this certification,

For the year ended 31st March, 2024 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable as the listed entity has not bought back /proposed to buy-back any of its securities during the Review Period];
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as the listed entity has not offered any debt securities during the Review Period]
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not applicable as the listed entity has not issued and listed any Non-Convertible and Redeemable Preference Shares during the Review Period];
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/circulars/Guidelines including Specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.,) | Details Of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|--|----------------------|-------------|--|---------------------|---------|
| NIL | | | | | | | | | | |

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NOT APPLICABLE**

| Sr. No. | Compliance Requirement (Regulations/circulars/Guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.) | Details Of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|---|----------------------|-------------|--|---------------------|---------|
| NIL | | | | | | | | | | |



Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):

| Sr. No | Particulars | Compliance status(Yes Compliance status (Yes/No/NA)/ No/NA) | Observations /Remarks by PCS* |
|--------|--|---|--|
| 1. | <p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p> | Yes | |
| 2. | <p><u>Adoption and timely Updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | Yes | |
| 5. | <p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p> | NA | The Company does not have any subsidiaries |



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|-----|--|-----|--|
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee | Yes | |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Yes | |



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|-----|---|-----|--|
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | |
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For Baheti Gupta & Co.,
Company Secretaries

Place: Hyderabad
Date: 28-05-2024
UDIN: F008159F000474790



Shailesh Baheti
(Shailesh Baheti)
(M. No:8159)
(CP No.9017)