



Dhanlaxmi FABRICS LTD.

Corporate Office : 401/402, Kailash Coporate Lounge, Park Site, Vikhroli (West) Mumbai - 400 078.
Phone : 022-25181103 / 25181102 • CIN No. : L17120MH1992PLC068861

Date: 30.06.2021

To,

The Bombay Stock Exchange Ltd

Corporate Relationship Dept,
1st Floor, New Trading Road,
Routunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai- 400001

BSE Script Code: 521151

Subject: Submission Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR) (Amendment), Regulations, 2018, For the year ended 31st March, 2021

Dear Sir/Madam,

In terms of clause 3(b) (iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 2021, issued by Mr. Pankaj Trivedi, Practicing Company Secretary and the Secretarial Auditor of the Company.

Kindly acknowledge the Receipt.

Thanking you

Yours Faithfully

For Dhanlaxmi Fabrics Limited

Vishnu H Thaker



Vishnu H Thaker
(Company Secretary & Compliance Officer)

Encl: a/a

Pankaj Trivedi

B.Com, CS, LLB

Mob: 9224174118

Email: pankajtrivedicsllb@gmail.com

PANKAJ TRIVEDI & Co.

Practicing Company Secretaries

A/601, Maitri Residency, Liberty Garden

Road No.1, Opp. Trimurti Tower, Malad

(West), Mumbai – 400064

Secretarial Compliance Report

(Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

Dhanlaxmi Fabrics Limited

Bhopar Village, Manpada Road,
Dombivli (E), Thane - 421204

I, Pankaj Trivedi have examined:

1. All the documents and records made available to me and explanation provided by **M/s. Dhanlaxmi Fabrics Limited**. ("the listed entity"),
2. The filings/ submissions made by the listed entity to the stock exchanges,
3. Website of the listed entity,
4. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2021** ("Review Period") 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:-

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the year under review.**
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the year under review.**
- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the year under review.**
- (vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the year under review.**
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the year under review.**



- (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- (x) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder;
- (xi) Other regulations as applicable and circulars/ guidelines issued thereunder and based on the above examination.

And based on the above examination, I hereby report that, during the review period:

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

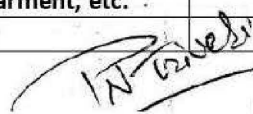

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only.	The Company has failed to make dematerialization of 100% holding of promoters and promoter group.	Out of total promoters holding of 64,28,506 equity shares, 500 equity shares are still held in physical mode as on 31 st March, 2021.
2	Regulation 31(4) of SEBI (SAST), Regulations, 2011; the company need to submit Declaration of non-encumbrance of shares on promoters holding as on year end.	The Company was required to furnish said declaration on or before 01 st June, 2020.	The Company has submitted the same on 29 th June, 2020, the reason for delay is mainly due to challenges posed by COVID pandemic.

Further I hereby report that, during the review period:

The Company has come to know on receipt of email from some professional firm base in Calcutta advising the Company to avail the benefit of Calcutta Stock Exchange Amnesty Scheme either for revocation of Suspension or Delisting because as per their findings the Company is still listed on Calcutta Stock Exchange platform and has status of Suspended. However the Promoters are of an opinion that the Company was listed on Calcutta, Jaipur and Ahmedabad Stock Exchanges and had made delisting from all these exchanges in year 1998-99, except BSE. It was informed to us that since last 20 years Company have not received any email/notice/letter from Calcutta Stock Exchange pertaining to non-filing any payment of Annual Listing fees. The Company is trying to locate/find the notice / order of delisting received from Calcutta Stock Exchange

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	-	-	-	

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only but out of total promoters holding of 64,28,506 equity shares, 500 equity shares are still held in physical mode as on 31st March, 2021.	2019-20	Company has sent again the application for demat of pending 500 shares to M/s. Bigshare Services Pvt Ltd ("The RTA") which was again return by the RTA with detailed rejection MEMO and want of further documents in support. The main reason for so much of delay firstly is RTA has not communicated the requirements at first instance and communicated now and Secondly the share certificate is misplaced and owned by the deceased member of the promoter group i.e. Jamana Jhawar. Now company will again send application with documents as requested by RTA.	The Company should submit the documents asked and demat these shares at earliest.

For Pankaj Trivedi & Co.,
Practicing Companies Secretaries
ACS No.: 30512 | CP No.: 15301

Pankaj Trivedi

Pankaj Trivedi
(Proprietor)
UDIN: A030512C000531980



Place: Mumbai
Date: 28/06/2021