



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: 30.05.2022

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, 2022

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 approved by the Board for the year ended March 2022, issued by Mr. Pankaj Trivedi, Practicing Company Secretary and the Secretarial Auditor of the Company.

Kindly acknowledge the Receipt.

Thanking you

Yours Faithfully

For Dhanalaxmi Fabrics Limited

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 (LODR) 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, 2022** ("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, 2021 (erstwhile Regulations, 2014); **Not Applicable for the year under review.**
- (vi) 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.**
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 (erstwhile Regulations, 2013); **Not Applicable for the year under review.**
- (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

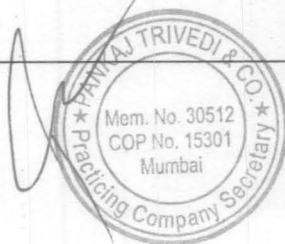


- (ix) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- (x) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder;
- (xi) Other regulations as applicable and circulars/ 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:

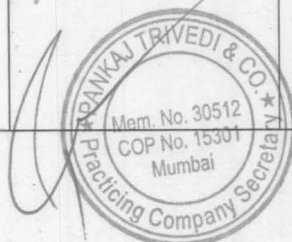
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only.	The Company has failed to make dematerialization of 100% 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, 2022.
2	Regulation 31(4) of SEBI (SAST), Regulations, 2011; the Company needs 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 within seven working days from the end of each financial year.	The Company has submitted declaration on 15 th May, 2021, the reason for delay is mainly due to challenges posed by COVID pandemic. Delay in such submission does not have any bearing in performance of the Company and does not carry any penalty.
3	SEBI Circular No SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018; the Company needs to submit Declaration to the effect that Company is or not a Large Corporate.	The Company was required to furnish said declaration to the effect that Company is not a Large Corporate on or within thirty working days from the beginning of the financial year.	The Company has submitted declaration on 15 th May, 2021, the reason for delay is mainly due to challenges posed by COVID pandemic. Delay in such submission does not have any bearing in performance of the Company and does not carry any penalty.
4	SEBI (LODR) Regulation 31A - Conditions for re-classification of any person as public has to comply with the conditions mentioned under Clause 3(a), 3(a)(i) and (ii) and 8(b) and 8(c) along with other conditions of Regulation 31A.	The promoters seeking reclassification has not submitted the clear rationale for seeking reclassification in their request letter as required under regulation 31A clause (3)(a)(i); Secondly the Company has not submitted the copy of Minutes of Board Meeting as required under Clause 8(b) of the regulation and status of submission of application Clause 8(b) AND time gap between Board meeting and general meeting	As explained, that the request letters has the rationale and conditions mentioned in clause 3(b) of the regulations were the main rationales for seeking reclassification. The copy of the Minutes of Board meeting as required under clause 8(b) was submitted along with the application made by the Company under Regulation 31A clause 3(a). As explained, in good faith the promoters and Company has followed the requirement of time gap between Board and General



		considering the proposal of re-classification is more than 3 months.	<p>Meeting along with other conditions and requirements mentioned under regulation 31A, prior to SEBI (LODR) (Second Amendment) Regulations, 2021 dated 5.5.2021.</p> <p>The application is filed with the exchange on 27.10.2021 and is under consideration. The exchange has asked for few documents and clarification from the Company in support of application made. The Company is arranging to submit the same.</p>
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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	No action take yet	Delay in submission of Shareholding Pattern for quarter ended June, 2014 under Regulation 31 of SEBI (LODR) Regulations, 2015 erstwhile Clause 35 of Listing Agreement.	Fine of Rs.15,33,776 including taxes has been levied on Company.	<p>It was explained by the management that there is no outstanding fines to be paid to the exchange and there was no delay in submission. The management itself does not aware about such fine and it's been never communicated to the Company and has been drawn to knowledge to the Company upon receipt of an email from the exchange dated 10.11.2021 send by concern officer Mr. Harshad Naik who has sent this mail for seeking explanation and further documents in connection with the application made by the Company under Regulation 31A for promoter reclassification.</p> <p>The Management and promoters denied about any such pending fines and explained that the Company had paid all fines which were levied on it, in case of actual delay in submission by the</p>




				Company. It was submitted by the Company that such fine actually levied and waived by the concern officer then in year 2017 and but no waiver letter has been given to the Company. The matter is under consideration with the exchange.
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(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.	March 31 st , 2021	Promoter / Company has again sent an application for demat of pending 500 shares to M/s. Bigshare Services Pvt Ltd ("The RTA") which was again return by the RTA with few further requirements and practically a time consuming, 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.
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 on or before 01.06.2020.	March 31 st , 2021	The Company has submitted the same on 29 th June, 2020, the reason for delay is mainly due to challenges posed by COVID pandemic. The Company will ensure no such delay in future submissions.	The Company should act more vigilant in compliance and should make it in time bound manner.

For Pankaj Trivedi & Co.,
Practicing Companies Secretaries
ACS No.: 30512 | C P No.: 15301
FRN: S2016MH374500.


Pankaj Trivedi
(Proprietor)
UDIN: A030512D000415270
Place: Mumbai
Date: 30/05/2022

