



Dhunseri Ventures Limited

CIN : L15492WB1916PLC002697

Registered Office : Dhunseri House, 4A Woodburn Park,
Kolkata 700020

Ref: DVL/SE

May 26, 2023

To, The BSE Limited (Scrip Code: 523736) Floor 25, P.J. Towers, Dalal Street, Mumbai - 400001	To, The National Stock Exchange of India Limited (Symbol: DVL) Exchange Plaza Plot No: C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051
---	--

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2023

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith “Annual Secretarial Compliance Report” for the year ended 31st March, 2023 duly signed by M/s Mamta Binani & Associates, Practicing Company Secretaries.

This is for your information and record.

Thanking You.

Yours faithfully,
For Dhunseri Ventures Limited

Simerpreet Gulati

Simerpreet Gulati
Company Secretary
& Compliance Officer



ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

DHUNSERI VENTURES LIMITED

FOR THE YEAR ENDED 31.03.2023

We, Mamta Binani & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Dhunseri Ventures Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filings, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 (“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 (including amendments, modifications from time to time), whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015;
- b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Page 1 of 8



- e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- f) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- g) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not applicable as there was no reportable event during the review period;**
- h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as there was no reportable event during the review period;**
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not applicable as there was no reportable event during the financial year under review;**
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not applicable as the Company as there was no reportable event during the financial year under review.**

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 thereunder, 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	Details of violation	Fine amount	Observations /remarks of the PCS	Management Response	Remarks
NIL										



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

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations /remarks of the PCS	Management Response	Remarks
NIL										

Further, following are the additional affirmations provided in connection with the Annual Secretarial Compliance Report pursuant to BSE and NSE notice no. 20230316-14 and Circular Reference No. NSE/CML/ 2023/21 dated March 16, 2023:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> • 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	None
3.	<u>Maintenance and disclosures on Website:</u> • 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	None

4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	a) Yes b) Yes	None
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	None
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	None
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	a) Yes b) Not Applicable	a) None b) Please refer point no. 8(a)
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	None
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	None



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.	Not Applicable	No action taken during the review period
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI Regulation/Circular/Guidance note etc.	Not Applicable	No additional non-compliances observed during the review period

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor i. If the Auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such Resignation, has issued the Limited Review/ Audit Report for such quarter; or ii. If the Auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such Resignation, has issued the Limited Review/ Audit Report for such quarter as well as the next quarter; or iii. If the Auditor has signed the Limited Review/ Audit Report for the first three quarters of a financial year, the auditor before such Resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the Audit Report for such financial year.	Not Applicable	No appointment or re-appointment during the review period. Hence, disclosures in such respect, are not applicable to the Company.



<p>2.</p>	<p><u>Other conditions relating to resignation of statutory auditor</u></p> <p>i. Reporting of concerns by Auditor with respect to the Listed Entity/its Material Subsidiary to the Audit Committee:</p> <p>(a) In case of any concern with the management of the Listed Entity/Material Subsidiary such as non-availability of information / non-cooperation by the Management which has hampered the audit process, the Auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such Concern directly and immediately without specifically waiting for the quarterly Audit Committee Meetings.</p> <p>(b) In case the Auditor proposes to resign, all Concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In Cases where the proposed Resignation is due to non-receipt of information / explanation from the Company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the Management, as applicable.</p> <p>(c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the Management and the Auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The Auditor has provided an appropriate disclaimer in its Audit Report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the Listed Entity/ its Material Subsidiary has not provided information as required by the Auditor.</p>	<p>Not Applicable</p>	<p>There is no instance of Resignation of Statutory Auditors from the Company and its Material Subsidiaries. Hence, disclosures in such respect, are not applicable to the Company.</p>
-----------	---	-----------------------	---



3.	The Listed Entity / its Material Subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure - A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	There is no instance of Resignation of Statutory Auditors from the Company and its Material Subsidiaries. Hence, disclosures in such respect, are not applicable to the Company.
----	---	----------------	--

Note:

- (a) *Dhunseri Poly Films Private Limited has become material subsidiary of Dhunseri Ventures Limited as per the threshold criteria given in Regulation 24(1) of SEBI (Listing Obligation and Disclosure Requirements 2015) as at the financial year ended 31st March 2023.*
- (b) *Twelve Cupcakes Pte Ltd. also remains to be the material subsidiary of Dhunseri Ventures Limited as per the Financial Statements as at the financial year ended 31st March 2023.*

Thanking You

For **Mamta Binani & Associates**

MAMTA BINANI & ASSOCIATES

Madhuri Pandey

CS Madhuri Pandey

Partner

Partner

CP No.: 20723

Membership No: A55836

UDIN: A055836E000380787

Place: Kolkata

Date: 25.05.2023