

## Annexure - F2

# ANNUAL SECRETARIAL COMPLIANCE REPORT

## SECRETARIAL COMPLIANCE REPORT OF

### D. P. ABHUSHAN LIMITED

for the year ended on March 31, 2022

I, Anand Sureshbhai Lavingia, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by D. P. Abhushan Limited ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchange,
- (c) website of the Company and
- (d) all other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on March 31, 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");
  - (c) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include;
    - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - ii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - iii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - iv. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
    - v. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - vi. circulars/ guidelines/Amendments issued thereunder,
- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable and in the manner prescribed, except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	No trading in the Company' securities during the period when the Trading Window is closed. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities of D. P. Abhushan Limited. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.	Few Designated Persons and their relative had initiated transactions in the securities of the Company during the closure of Trading Window and also initiated contra transactions in violation of Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities of D. P. Abhushan Limited. There was also a disclosures lapse by the relative of one of the Designated Person.	The Company shall continuously monitor any types of dealings by the Designated Person in the securities of the Company. As per the submission by the Company, it had already Imposed penalty of Rupees 1,60,471/- and after collecting the same from Designated Persons and their relative, deposited it to the SEBI - IPEF as per SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020.

2	SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020.	The company has not provided the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) as per PIT Regulations to the designated depository.	The Company has provided the said information on June 30, 2021.
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(b) The Company 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 Company / 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	NIL	NIL	NIL	NIL

(d) The Company 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 Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
1	Delay of 1 day in submission of statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter - September, 2020.	March 31, 2021	The Exchange had levied penalty of ₹ 1, 180 including GST which was paid by the Company.	The Company is advised to take precautions for the regular compliances.
2	Delay in providing the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) as per PIT Regulations to the designated depository.	March 31, 2021	The Company has already provided the said information on June 30, 2021.	The Company is advised to take precautions for the regular updation of PAN of promoter group, designated person(s) and director(s) as per PIT Regulations to the designated depository.

I further report that, during the review period, following regulations issued by the Securities and Exchange Board of India were not applicable to the Company, since there were no such instances occurred during the review period that requires the compliance under the said regulations;

- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014);
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (erstwhile Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009);
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (erstwhile Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013), and
- circulars/ guidelines/Amendments issued thereunder.

**Anand Sureshbhai Lavingia**

Practicing Company Secretary

ACS No.: 26458

C P No.: 11410

Peer Review Certificate Number: 1589/2021

UDIN: A026458D000427749

Place: Hyderabad

Date: May 30, 2022