

Annexure - F2**SECRETARIAL COMPLIANCE REPORT OF
D. P. ABHUSHAN LIMITED****For the financial year ended March 31, 2023**

I, Anand Sureshbhai Lavingia, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by D. P. Abhushan Limited (hereinafter referred as 'the listed entity' or 'the Company'), having its Registered Office at 138, Chandani Chowk, Ratlam, Madhya Pradesh - 457 001, India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter;

I have examined:

- (a) all the documents and records made available to me and explanation provided by D.P. Abhushan Limited ("the listed entity" or "the Company"),
- (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 upon to make this report, for the year ended March 31, 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 there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");The specific Regulations, whose provisions and the circulars/guidelines issued there under, 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 Take overs) Regulations, 2011;
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars /guide lines issued the reunder;and based on the above examination, I hereby report that, during the Review Period:

- I. (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.	1	2
Compliance Requirement (Regulations / circulars /guidelines including specific clause)	Submission of Audio or video recordings of Investor Meet under SEBI (Listing Obligations and Disclosure Requirements), 2015	Submission of Audio or video recordings of Investor Meet under SEBI (Listing Obligations and Disclosure Requirements), 2015
Regulation / Circular No.	Regulation 46(2)(oa)	Regulation 46(2)(oa)
Deviations	Late submission of video recordings of Investor Meet	Late submission of video recordings of Investor Meet
Action Taken by	Nil	Nil
Type of Action	Nil	Nil
Details of Violation	Late submission of video recordings of Investor Meet held on Tuesday, May 24, 2022	Late submission of video recordings of Investor Meet held on Monday, August 8, 2022
Fine Amount	Nil	Nil
Observations / Remarks of the Practicing Company Secretary	Late submission of video recordings of Investor Meet held on Tuesday, May 24, 2022. The Company had submitted Video Recording on May 27, 2022	Late submission of video recordings of Investor Meet held on Monday, August 8, 2022. The Company had submitted Video Recording on August 9, 2022 at evening.
Management Response	The Company takes all measures to timely comply with the entire requirement. However, the delay occurred purely due to oversight and Company ensures to make timely compliance in future.	The Company takes all measures to timely comply with the entire requirement. However, the delay occurred purely due to oversight and Company ensures to make timely compliance in future.
Remarks	N.A.	N.A.

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

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
Regulation / Circular No.	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Code of Internal Procedures and Conduct for Prevention of Insider Trading.
Deviations	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.
Action Taken by	Company
Type of Action	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.

Details of Violation	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.
Fine Amount	₹ 1,60,471/-
Observations/ Remarks of the Practicing Company Secretary	The Company is advised to continuously monitor any types of dealings by the Designated Person in the securities of the Company
Management Response	The Company and its management endeavors to monitor the dealings of Designated persons and their immediate relatives on continuous basis
Remarks	-

II. 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	As under	
	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	NA	No such instances took place.
	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	NA	No such instances took place.
	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.	NA	No such instances took place.
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	As under	
	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.	NA	No such instances took place.
	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	NA	No such instances took place.

	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.		
	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.	NA	No such instances took place.
	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.	NA	No such instances took place.
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.	NA	No such instances took place.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies:		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI	Yes	Nil
3.	Maintenance and disclosures on Website:		
	• The Listed entity is maintaining a functional website	Yes	Nil
	• Timely dissemination of the documents/ information under a separate section on the website	Yes	Nil
	• 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	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	We have relied on the Declarations submitted by each of the Directors regarding non-disqualification under Section 164 of the Companies Act, 2013.

5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary companies	NA	The Company does not have any Material Subsidiary.
	(b) Disclosure requirement of material as well as other subsidiaries		The Company does not have any other Subsidiary.
6.	Preservation of Documents: 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	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	Nil
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	The Company has obtained prior approval of Audit Committee for all related party transactions
9.	Disclosure of events or information: 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 there under.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action (s) has been 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 except as provided under separate paragraph herein.	Yes	As informed to us, no action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges etc.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	No additional non-compliance observed for any SEBI regulation/ circular / guidance note etc.

13.	Compliance with the requirement of SDD by the listed entities	Yes	The Company has complied with the maintenance of SDD.
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ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Anand Sureshbhai Lavingia

Practicing Company Secretary

ACS No.: 26458

C P No.: 11410

Peer Review Certificate Number: 1589/2021

UDIN: A026458E000395893

Date: 27-05-2023

Place: Ahmedabad

