

SECRETARIAL COMPLIANCE REPORT OF D. P. ABHUSHAN LIMITED**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

We, Alap & Co. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), have examined;

- (a) all the documents and records made available to us 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, 2025 ("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: -

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended from time to time; *(Not applicable to the Company during the Review Period)*
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time; *(Not applicable to the Company during the Review Period)*
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 *(Not applicable to the Company during the Review Period)*

and circulars/ guidelines issued thereunder as amended from time to time;



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and based on the above examination and explanation / clarification given by the Company and its officers, we hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

(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 |
| Compliance Requirement (Regulations / circulars /guidelines including specific clause) | Submission of intimation of resignation of Mrs. Seema Mandloi (DIN: 10617559) with effect from February 18, 2025, within 24 Hours from the Effective date of Resignation. |
| Regulation / Circular No. | Regulation 30 of SEBI LODR, Sub-Para 7B of para A of Part A of Schedule III of SEBI LODR r.w. SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other related circulars. |
| Deviations | Late intimation by Company relating to intimation of resignation of Mrs. Seema Mandloi (DIN: 10617559) with effect from February 18, 2025, within 24 Hours from the Effective date of Resignation. |
| Action Taken by | BSE Limited and National Stock Exchange of India Limited |
| Type of Action | Both stock exchanges have sought clarification for delay in submission of information regarding resignation details within 24 Hours. |
| Details of Violation | Late intimation by Company relating to intimation of resignation of Mrs. Seema Mandloi (DIN: 10617559) with effect from February 18, 2025, within 24 Hours from the Effective date of Resignation. |
| Fine Amount | Nil |
| Observations / Remarks of the Practicing Company Secretary | Late intimation by Company relating to intimation of resignation of Mrs. Seema Mandloi (DIN: 10617559) with effect from February 18, 2025, within 24 Hours from the Effective date of Resignation. |
| Management Response | <p>The Management informed that the resignation of Mrs. Seema Mandloi (DIN: 10617559) was received by the documents receiving department. However, due to an inadvertent error, the letter was misplaced and was not handed over to the management or compliance team on the same day of receipt. As soon as the compliance team became aware of the resignation, the necessary announcement was promptly submitted to the stock exchange on March 11, 2025.</p> <p>The Company takes all measures to timely comply with the entire requirement.</p> |
| Remarks | N.A. |



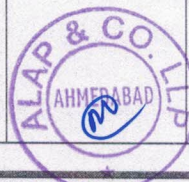
(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | 1 | 2 |
|---|---|---|
| Observations/ Remarks of the Practicing Company Secretary in the previous reports | Late submission of related party transactions in XBRL format for the six months period ended on 30/09/2023. The Company was required to submit related party transactions in XBRL format on 09/11/2023 i.e. the date of publication of its standalone financial results for the quarter ended 30/09/2023. However, the company submitted related party transactions in XBRL format for the six months period ended on 30/09/2023 on 10/11/2023. | Late intimation by two days to Company by designated person Mr. Tarun Vora about disposal of 4000 Equity shares of the Company by way of gift and consequently late intimation by Company to the Stock exchange |
| Observations made in the secretarial compliance report for the year ended | 31-03-2024 | 31-03-2024 |
| Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Submission of related party transactions every six months on the date of publication of its standalone financial results under SEBI (Listing Obligations and Disclosure Requirements), 2015 | Disclosure to Company within two trading days about number of securities acquired or disposed if the value of the securities traded in one transaction or series of transactions over any calendar quarter aggregates to a traded value in excess of ten lakh rupees. |
| Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Late submission of related party transactions in XBRL format for the six months period ended on 30/09/2023. National Stock Exchange of India Limited has imposed a penalty of Rupees 5900/-. | Late intimation by two days to Company by designated person Mr. Tarun Vora about disposal of 4000 Equity shares of the Company by way of gift and consequently late intimation by Company to the Stock exchange. BSE Limited has not initiated any action nor imposed any penalty for the same. |
| Remedial actions, if any, taken by the listed entity | 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. |
| Comments of the PCS on the actions taken by the listed entity | Nil | Nil |



(c) we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| 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: <ul style="list-style-type: none"> • 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 have been reviewed & updated, as per the regulations / circulars / guidelines issued by SEBI | Yes | Nil |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> • 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 | 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. |

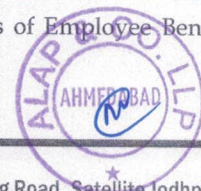


| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS |
|---------|--|-------------------------------|---|
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: | | |
| | (a) Identification of material subsidiary companies | NA | The Company does not have any Material Subsidiary. |
| | (b) Disclosure requirement of material as well as other subsidiaries | NA | 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 thereunder. | Yes | Except as referred in Sr. No. 1 in Table (a) above. |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|--|----------------------------------|--|
| 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 | The Company is maintaining structural digital database under the provisions of Reg. 3[5] and 3[6] of SEBI [Prohibition of Insider Trading] Regulations, 2015, in digital form. The capturing of some of the UPSI entries in the SDD Software has been done with a delay from the actual date of sharing of UPSI. |
| 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | None | As informed to us, except as stated above, no action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges etc. |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D Status (Yes/No/NA) *Observations/ Remarks by PCS There were no NA of chapter V of the Master Circular on compliance with the or provisions of the LODR Regulations by listed entities. | NA | No such instances took place. |
| 13. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc. | None | No additional non-compliance observed for any SEBI regulation / circular / guidance note etc. |

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.



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Our report is limited to scope and review as under;

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.
5. We have followed the best possible practices and process as considered appropriate to obtain reasonable assurance about the correctness of the contents of the relevant secretarial records. The verification as done on test basis is to reasonably ensure that correct facts are reflected in relevant secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
6. We have limited our review, analysis and reporting up to process and system adopted by the Company for compliance with the same and have not verified detailed compliance, submissions, reporting under such laws etc. nor verified correctness and appropriateness thereof.
7. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

For, ALAP & Co. LLP
Company Secretaries
Firm Registration Number: L2023GJ013900
Peer Review Number: 5948/2024



Anand Lavingia

Anand Lavingia
Designated Partner
DIN: 05123678
M. No.: A26458; COP: 11410
UDIN: A026458G000456283

Date: 27/05/2025
Place: Ahmedabad