DHUNSERI INVESTMENTS LIMITED
REGISTERED OFFICE : DHUNSERI HOUSE 4A, WOODBURN PARK, KOLKATA - 700 020
CIN: L15491WB1997PLC082808

Ref. No. DIL/108/2023/ 23.05.2023

To,

BSE Limited
(Scrip Code: 533336)
Floor 25, P. J. Towers
Dalal Street
Mumbai – 400001

National Stock Exchange of India Limited
(Symbol: DHUNINV)
Exchange Plaza
Plot No: C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2022-23

Dear Sir / Ma'am,

In Compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed a copy of the Annual Secretarial Compliance Report dated 19th May, 2023, for the Financial Year 2022-23 issued by our Secretarial Auditor, M. Shahnawaz & Associates, Company Secretaries.

We request you to take the same on record.

Thanking you.

Yours faithfully,
For **Dhunseri Investments Limited**

NIKITA GUPTA

Digitally signed by NIKITA GUPTA
DN: c=IN, o=PERSONAL, pseudonym=4514c513131042608f6c8afb18de729d, 2.5.4.20=11603e67184e6e4720a0bd0e38238239bd059 088ba7a9f55e4a211a4792a36ea, postalCode=711101, st=WEST BENGAL, serialNumber=fa11961427fdd8acc0e245809b5ab4c20eee de2c5d68d81bbdca46df5d2fe87e3, cn=NIKITA GUPTA
Date: 2023.05.23 10:15:37 +05'30'

Nikita Gupta
Company Secretary & Compliance Officer

Encl: As Above.

M Shahnawaz & Associates
Company Secretaries

Address : 1, Abdul Hamid Street, 5th Floor
Room No. 508, Kolkata - 700 069
Ph. : 033 4600 5705, Mob. : 98313 38937 / 83349 88800
E-mail : csmdshah@gmail.com

SECRETARIAL COMPLIANCE REPORT OF DHUNSERI INVESTMENTS LIMITED FOR THE YEAR ENDED MARCH 31, 2023

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated February 8, 2019)

To,
Dhunseri Investments Limited
CIN: L15491WB1997PLC082808
Dhunseri House,
4A Woodburnpark
Kolkata 700020

I, CS Md Shahnawaz, proprietor of M Shahnawaz & Associates, Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **Dhunseri Investments Limited** ("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/filing, as may be relevant, which has been relied upon to make this certification,

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 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;

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – **No event occured during the year undertaken which requires disclosure under this regulation.**
(d) Securities and Exchange Board of India (Buy back of Securities)Regulations, 2018 - **Not applicable during the Review Period**;
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable during the Review Period**;
(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable during the Review Period**;
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015; and

M Shahnawaz & Associates ★ M. No. 21427 C.P. No. 15876 ★ Company Secretaries

(h) Other applicable regulations and circulars/guidelines issued thereunder;

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	
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 • 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	
3.	**Maintenance and disclosures on Website:** • 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	
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	
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	The company has material Subsidiary in the name of Dhunseri Ventures Limited and the same is also listed on NSE & BSE

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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	
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	
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	Yes	
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	
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	
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.	No	The Company had not filed Consolidated Statement of Impact of Audit Qualifications for the year ended March 2022. However, the Company had provided the necessary clarification to respective Stock Exchanges and the imposed fine were paid within

			the stipulated time.
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

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:

No Event relating to resignation of auditor has occurred during the review period; hence, this clause is not applicable.

The Additional Disclosures of Annual Secretarial Compliance Report are 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.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regu-lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amou nt	Obser-vations/ Remarks of the Practicin g Company Secretary	Management Response	Re-marks
1.	The listed entity shall submit [annual] audited standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications for audit report with modified	Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to Non submission of Consolidated Statement of Impact of Audit Qualifications..	NSE and BSE	Imposed fine	The Company has not submitted the consolidated Statement of Impact of Audit Qualifications for the year ended March 31, 2022.	NSE-Rs 1,35,700 and BSE-Rs 1,77,000	The Company uploaded the same on June 30, 2022 and paid the fine.	The Board discussed the matter and affirms that non compliance of the provision is not mens rea on the part of the company and it was not intentional. Further, the Company had provided the necessary clarification to respective Stock Exchanges and the imposed fine	

	opinion								were paid within the stipulated time.	

(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)	Regu-lation/ Circular No.	Deviati ons	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Manage-ment Re-sponse	Re-marks
NA										

M Shahnawaz & Associates
Company Secretaries
Firm Regn. No.: S2015WB331500

M Shahnawaz & Associates * M. No. 21427 C. P. No. 15076 * Company Secretaries *

CS Md. Shahnawaz
Proprietor
Membership No.: 21427
CP No.: 15076
Peer Review Regn No. 712/2020
UDIN: A021427E000334487

Place: Kolkata
Date: May 19, 2023