



Dhanlaxmi FABRICS LTD.

Corporate Office : 401/402, Kailash Coporate Lounge, Park Site, Vikhroli (West) Mumbai - 400 078.
Phone : 022-25181103 / 25181102 • CIN No. : L17120MH1992PLC068861

Date: 29/07/2020

To,
The Bombay Stock Exchange Ltd
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001

Ref: BSE Scrip Code: 521151

Sub: Annual Secretarial Compliance Report for the Financial Year 2019-20

Dear Sir / Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed with Annual Secretarial Compliance Report for the year ended March 31, 2020.

Kindly take note of the above.

Thanking You
Yours Faithfully
For Dhanlaxmi Fabrics Limited

Vinod S. Jhawar

Vinod Jhawar
(Managing Director)



Encl: a/a

Pankaj Trivedi

B.Com, CS, LLB

Mob: 9224174118

Email: pankajtrivedicsllb@gmail.com

PANKAJ TRIVEDI & CO.

Practicing Company Secretaries

D/203, Crystal Plaza, New Link Road,

Opp. Infiniti Mall, Andheri (West),

Mumbai - 400053

Secretarial Compliance Report **(Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,

Dhanlaxmi Fabrics Limited

Bhopar Village, Manpada Road,

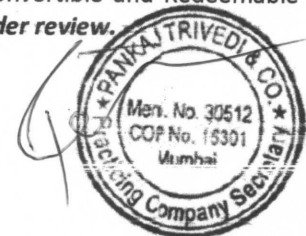
Dombivli (E), Thane - 421204

I, Pankaj Trivedi have examined:

1. All the documents and records made available to us either physically or by way of email in view of the prevailing pandemic situation of COVID -19 and explanation provided by **M/s. Dhanlaxmi Fabrics Limited**. ("the listed entity"),
2. The filings/ submissions made by the listed entity to the stock exchanges,
3. Website of the listed entity,
4. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2020** ("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:-

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the year under review.**
- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the year under review.**
- (vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the year under review.**
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the year under review.**



- (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- (x) Other regulations as applicable and circulars/ guidelines issued thereunder and based on the above examination.

I 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)	Deviations	Observations/ Remarks
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only.	The Company has failed to make dematerialization of 100% holding of promoters and promoter group.	Out of total promoters holding of 64,28,506 equity shares, 500 equity shares are still held in physical mode as on 31 st March, 2020.

- (b) The listed entity 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 listed entity/ 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	-	-	-	-

- (d) The listed entity 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 listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only but out of total promoters holding of 64,28,506 equity shares, 500 equity shares are still held in physical mode as on 31st March, 2020.	2018-19	Company has sent request for demat of these 500 shares to M/s. Bigshare Services Pvt Ltd ("The RTA") which was return by the RTA with reasoning that holders name does not match. Now company will send this request again as per instructions of RTA.	The Company should demat these shares at earliest.



2	Regulations 47(1) and (3) of SEBI (LODR) Regulation, 2015 submission of newspaper publication made by the company to exchange.	2018-19	The Company has made all necessary publications in newspapers; also hosted the same on Company's Website and has submitted the same to the exchange during the year under review.	The Company has taken suitable action and complied.
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**For Pankaj Trivedi & Co.,
Practicing Companies Secretaries
ACS No.: 30512 | C P No.: 15301**

**Pankaj Trivedi
(Proprietor)
UDIN: A030512B000479840**



**Place: Mumbai
Date: 20/07/2020**

Note: The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a series of lockdowns resulting in restriction in movements and opening of offices and availability of documents, to constrain the spread of this virus. Due to COVID-19 pandemic impact, the compliance documents were obtained through electronic mode and verified with requirements.