



Dhanlaxmi FABRICS LTD.



Bhopar Village, Manpada Road, Dombivli (East) - 421 204.
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e-mail : info@dfi.net.in • Website : www.dfi.net.in

Date: 30.05.2019

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

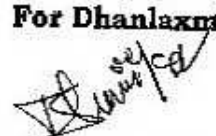
Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019
Subject: Annual Secretarial Compliance Report under Regulation 24A of SEBI
(LODR) (Amendment) Regulations, 2018

Dear Madam/Sir,

In terms of clause 3(b) (iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Mr. Pankaj Trivedi, Practicing Company Secretary and the Secretarial Auditor of the Company

Kindly acknowledge the Receipt.

Thanking You
Yours Faithfully
For Dhanlaxmi Fabrics Limited


Bhaviika Jain
(Company Secretary)



Admn. Office : 285, Princess Street, C. J. House, 2nd Floor, Mumbai - 400 002.

Phone : 022-2208 4635 • 22008176 - 77 • Fax : 022-22089558

CIN No. : L17120MH1992PLC068861

Secretarial Compliance Report for Dhanlaxmi Fabrics

Limited for the year ended 31st March, 2019

(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, Company Secretary in Practice have examined:

1. All the documents and records made available to us 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, 2019** ("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) Other regulations as applicable and circulars/ guidelines issued thereunder and based on the above examination.

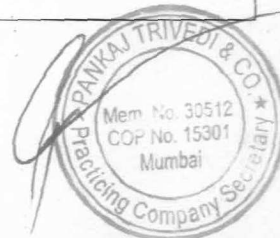
I hereby report that, during the Review Period:

- (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.	500 equity shares out of total promoters holding of 64,28,506 equity shares are held in physical mode as on 31 st March, 2019.
2	Regulations 47(1) and (3) of SEBI (LODR) Regulation, 2015 submission of newspaper publication made by the company to exchange.	The Company has not informed to the exchange regarding newspaper publications made by the Company as required under regulation 47(1) of SEBI (LODR) Regulation, 2015.	The Company has made all necessary publications in newspapers and also hosted the same on Company's Website but has not submitted the same to the exchange.

- (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.
NIL				



(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 31/03/2019	Actions taken by the listed entity, if any	
Not applicable for the year ended 31.03.2019.				

Place: Mumbai
Date: May 27, 2019




Signature:
Pankaj Trivedi & Co.
Practicing Company Secretary
ACS No.: 30512 | C P No.: 15301