

REF:DEL / AB / 242

DATE-27/05/2023

Scrip Code-014369

To

The Secretary

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata-700001

Scrip Code-542679

To

The Secretary

BSE Limited

P.J.Towers

Dalal Street, Mumbai-400001

Dear Sir

Sub:Secretarial Audit Report for the Financial Year ended 31st March 2023

Enclosed please find the Secretarial Audit Report for the Financial Year ended 31st March 2023 as per section 204(1) of the Companies Act 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014

Please acknowledge receipt

Thanking You

Yours Faithfully

For Dhanashree Electronics Ltd

ANANDA BHATTACHARYA
BY YA

Digitally signed by
ANANDA
BHATTACHARYA
Date: 2023.05.28
10:44:20 +05'30'

Ananda Bhattacharyya

(Company Secretary)

DHANASHREE
ELECTRONICS LTD.



BUREAU OF INDIA STANDARDS



ISO 9001:2015



ISO 14001



MICRO, SMALL & MEDIUM ENTERPRISES



MSME



NATIONAL SMALL SCALE INDUSTRIES CORPORATION



ZED ZERO DEFECT ZERO EFFECT



GOVT GOVERNMENT E AMBAKHLADI





SUPRABHAT CHAKRABORTY
(COMPANY SECRETARY IN PRACTICE)
1 CROOKED LANE, ROOM NO. 333
3RD FLOOR, KOLKATA - 700069
MOBILE: 9732595866
E-mail: suprabhatcs08@gmail.com
suprabhat_cs08@yahoo.com

Secretarial Compliance Report of Dhanashree Electronics Ltd for the financial year ended 31st March, 2023

I Suprabhat Chakraborty, Practicing Company Secretary have examined:

- All the documents and records made available to me and explanation provided by DHANASHREE ELECTRONICS LTD ("the listed entity")
- The filings/ submissions made by the listed entity to the Stock Exchange;
- Website of the listed entity;
- Any other documents/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the review period)**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period)**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(Not applicable during the review period)
- 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 circulars/ guidelines issued there under;

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 there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 17 (1) (b) of SEBI (Listing Obligation Disclosure Requirements), 2015					The Company has appointed 2 Independent Directors. One more Independent Director needed to be appointed		The Company has appointed 2 Independent Directors. One more independent Director needs to be appointed	Management of company is planning to appoint one more Independent Directors shortly in the upcoming board meeting	The Company has appointed 2 Independent Directors. One more independent Director needs to be appointed

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **There was no observation made in previous report for the financial year ended March 31, 2022**



II. I further report that during the review period there was no event of appointment/ reappointment/ resignation of Statutory Auditor of the Company and the Company was in compliance SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

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.	<p>Secretarial Standard</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	None
2.	<p>Adoption and timely updation of the Policies:</p> <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 on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<p>Maintenance and disclosures on Website:</p> <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	None

[Handwritten Signature]

SUPRABHAT CHAKRABORTY
 ACS-41030
 CP-15878

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	None
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	NA	None
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	None
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	None
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 Na	None
9.	Disclosure of events or information:	Yes	None



	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.		
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	None
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 there under except as provided under separate paragraph herein (**).	Yes	None
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

Suprabhat Chakraborty



Suprabhat Chakraborty
Practising Company Secretary
Membership No.: A41030
CP No.: 15878
UDIN: A041030E000395945
PEER REVIEW CERTIFICATE NO.
2284/2022

Place: Kolkata
Date: 27.05.2023

Note: This report is to be read with our letter of even date which is **Annexure - A** and form and integral part of this report

Annexure - A

To
DHANASHREE ELECTRONICS LTD
CIN: L31103WB1987PLC042594
PLOT NO XI,
16 BLOCK,
EP&GP SALT LAKE CITY,
KOLKATA - 700091

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. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I 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.



Suprabhat Chakraborty
Practising Company Secretary
Membership No.: A41030
CP No.: 15878
UDIN: A041030E000395945
PEER REVIEW CERTIFICATE NO.
2284/2022

Place: Kolkata
Date: 27.05.2023