

Date: 28/05/2025

To The Secretary Listing Department BSE Ltd. PJ Towers, Dalal Street, Mumbai-400001 Scrip Code: 542679	To The Secretary Listing Department The Calcutta Stock Exchange Ltd 7, Lyons Range Kolkata-700001 Scrip Code: 14039
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Dear Sir,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2025.**

Dear Sir,

Enclosed please find herewith Annual Secretarial Compliance Report issued by Mr. Abbas Vithorawala, practicing Company Secretary for the year ended 31<sup>st</sup> March, 2025 pursuant to circular No. CIR/CFD/CMDI/27/2019 dated 08.02.2019 issued by SEBI read with Regulation 24A of the SEBI (LODR) Regulations, 2015.

Kindly take the above information in your record.

Thanking you.

Yours truly,

For Dhanashree Electronics Ltd.



Gopal Sharma  
Company Secretary

Encl.: Stated as above



**DHANASHREE**  
**ELECTRONICS LTD.**  
AN ISO 9001:2015 CERTIFIED COMPANY



**SECRETARIAL COMPLIANCE REPORT OF DHANASHREE ELECTRONICS  
LTD  
FOR THE YEAR ENDED MARCH 31, 2025**

To,  
**Dhanashree Electronics Ltd.**  
CIN: L31103WB1987PLC042594  
Plot No XI 16 Block EP& GP  
Salt Lake City  
Kolkata 700091

I, CS Abbas Vithorawala, Practicing Company Secretary, have examined:

- (a) All the documents and records made available to me and explanation provided by **Dhanashree Electronics Ltd.** ("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 Financial 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 there under; and
- (b) 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;

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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-**Not applicable during the review period;**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) Securities and Exchange Board of India (Buyback 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
- (h) Other applicable regulations and circulars/guidelines issued thereunder;  
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.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time,</li> </ul>	Yes	None

	as per the regulations / circulars/guidelines issued by SEBI		
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	Yes	None
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is /are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	Not applicable	The Company does not have any material subsidiary company
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>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.</p>	Yes	None
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>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</p>	Yes	None

	as prescribed in SEBI Regulations.		
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	Yes  NA	None
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>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.</p>	Yes	None
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p><i>On 06.12.2024 BSE had imposed the fine of Rs. 84000/- Under Regulation 17(1A) of LODR.</i></p>	Yes	<i>Company has not paid the fine till date but has replied to the Stock Exchange vide letter dated 13/12/2024</i>
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	None

**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 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 Practising Company Secretary	Management Response	Remarks
	<p><b><i>The Company had on Board Mr. Madan Gopal Maheshwari DIN 00345482 as a Director of the Company on 20.08.2024 his age was 75 years but the Company had not taken the approval of the shareholders by passing Special Resolution.</i></b></p> <p><b><i>Mr. Madan Gopal Maheshwari DIN 00345482 has resigned from the Board on the same date i.e. 20.08.2024 for which Form DIR-12 was filed by the Company on 15.11.2024.</i></b></p> <p><b><i>Stock Exchange vide letter 11/07/2024 had impose the fine for non-compliance of Regulation 17(1A) of SEBI (LODR) Regulations, 2015</i></b></p> <p><b><i>Company has not paid the fine but has replied to the same vide letter dated 13/12/2024</i></b></p>									

(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)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
NA										

**ABBAS**  
**VITHORA**  
**WALA**

Digitally signed  
by ABBAS  
VITHORAWALA  
Date: 2025.05.28  
14:04:08 +05'30'

**CS Abbas Vithorawala**

**Company Secretary in Practice**

**Membership No.: A23671**

**C.P.No.: 8827**

**Peer Review: 12009WB709500**

**UDIN: A023671G000470084**

**Date: 28/05/2025**

**Place: Kolkata**