

DOLPHIN MEDICAL SERVICES LIMITED

#417, Sanali Heavens, Ameerpet, HYDERABAD – 500 073, Telangana, India

Phone/Fax: +91-40-23738877, Email: dolphinmedicalindia@gmail.com

www.dolphinmedicalsolutions.com, CIN:L24239TG1992PLC014775

Date: 08.06.2023

To
The Manager
Department of Corporate Services
Bombay Stock Exchange Limited
25* Floor, Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI- 400 001.

SCRIP CODE: 526504, DOLPHIN MEDICAL SERVICES LIMITED

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the period ended 31.03.2023 as per Regulation 24(A) of SEBI (LODR) Regulations, 2015 in **the new format** — Reg.

Ref: 1. Submission of Annual Secretarial Compliance Report for the period ended 31.03.2023 as per Regulation 24(A) on 07.06.2023
2. Your email dated 07.06.2023

With reference to your email dated 07.06.2023 and In compliance to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith enclosing the Annual Secretarial Compliance Report pertaining to the financial year ended 31st March 2023 in the new format as per the Exchange Circulars dated March 16, 2023 and April 10, 2023.

Kindly acknowledge the receipt of the same.

Thanking you,

yours faithfully,

for DOLPHIN MEDICAL SERVICES LIMITED



Dr. MOHAN PRASAD GV

Managing Director

DIN: 01236113



SECRETARIAL COMPLIANCE REPORT OF DOLPHIN MEDICAL SERVICES LIMITED FOR THE YEAR ENDED 31st MARCH, 2023

To
The Board of Directors
DOLPHIN MEDICAL SERVICES LIMITED
417, SANALI HEAVENS
AMEERPET
HYDERABAD – 500 073.

I, the undersigned Bharatiraju Vegiraju, Practicing Company Secretary had examined

- (a) All the documents and records made available to us and explanation provided by DOLPHIN MEDICAL SERVICES LIMITED (“the 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 31st March, 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 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 (“SEBI”);

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;
- (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;



- 2 -

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) Other regulations as applicable

and circulars/ guidelines issued there under;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. 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	NIL
2	Adoption and timely updation of the Policies: <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	NIL
3	Maintenance and disclosures on Website: <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	NIL



- 3 -

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	NIL
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 (Company is not having any material subsidiaries)	NA YES	The management had identified that during the period under review, there was no Material Subsidiary Company.
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	NIL
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	NIL
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	NIL
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	NIL



- 4 -

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	NIL
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 (**).	YES	NIL
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	NIL

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:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NOT APPLICABLE	THE AUDITOR OF THE LISTED ENTITY HAS NOT RESIGNED DURING THE REVIEW PERIOD



- 5 -

2	<p>Other conditions relating to resignation of statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NOT APPLICABLE	THE AUDITOR OF THE LISTED ENTITY HAS NOT REPORTED ANY CONCERN DURING THE REVIEW PERIOD
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019	NOT APPLICABLE	THE AUDITOR OF THE LISTED ENTITY HAS NOT RESIGNED DURING THE REVIEW PERIOD.



- 6 -

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(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:

S. 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	SEBI Regulations	Reg. 6(1)	Company do not have Company Secretary as cum Compliance Officer	BSE	Penalty	No Company Secretary as cum Compliance Officer	Rs.1,07,380/-	In view of not so good financial condition of the Company, it has offered a moderate salary, but no experienced company secretary is ready to join.	They are doing their best to appoint a Company Secretary	
2	SEBI Regulations	Reg. 6(1)	Company do not have Company Secretary as cum Compliance Officer	BSE	Penalty	No Company Secretary as cum Compliance Officer	Rs.80,240/-	Same as above	Same as above	



- 7 -

3	SEBI Regulations	Reg. 14	Failed to pay Annual Listing Fee	BSE	Notice	Failed to pay Annual Listing Fee	---	The company is arranging to make payment to BSE	Making arrangements for payment to BSE	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports.

S. 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
NOT APPLICABLE										

Assumptions & Limitation of scope and Review:

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. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We 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.

Place: Mumbai
Date: 07.06.2023

CS Bharatiraju Vegiraju
Practicing Company Secretary
M. No. F-8300 CP No.14926
UDIN: F008300E000465922