



Dhunseri Ventures Limited

CIN : L15492WB1916PLC002697

Registered Office : Dhunseri House, 4A Woodburn Park,
Kolkata 700020

Ref: DVL/SE

May 29, 2025

To, The BSE Limited (Scrip Code: 523736) Floor 25, P.J. Towers, Dalal Street, Mumbai - 400001	To, The National Stock Exchange of India Limited (Symbol: DVL) Exchange Plaza Plot No: C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051
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Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2025

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith “Annual Secretarial Compliance Report” for the year ended 31st March, 2025 duly signed by M/s Mamta Binani & Associates, Practicing Company Secretaries.

This is for your information and record.

Thanking You.

Yours faithfully,

For Dhunseri Ventures Limited

Simerpreet Gulati

**Simerpreet Gulati
Company Secretary
& Compliance Officer**



Annual Secretarial Compliance Report of Dhunseri Ventures Limited
for the financial year ended March 31, 2025

To
Dhunseri Ventures Limited
Dhunseri House,
4A Woodburn Park,
Kolkata 700020

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Dhunseri Ventures 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 Report.

for the year ended 31.03.2025 (“**Review Period**”) in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) 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 (including amendments, modifications from time to time), whose provisions and the Circulars/ Guidelines issued thereunder, 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 to the company during the Review Period;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
-Not applicable to the company during the Review Period;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
-Not applicable to the company during the Review Period;

(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
-Not applicable to the company during the Review Period;

(h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, we 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)	Regulation/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/remarks of the PCS	Management Response	Remarks
1.	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director	Regulation 17 (1A) of Securities and Exchange board of India (Listing Obligations and Disclosure Requirements)	The Company failed to get approval for the appointment of Non-Executive Director who attained	NSE and BSE	Imposition of fine	Failed to pass a Special Resolution as per Regulation 17 (1A) of Securities and Exchange board of India	Rs. 89,680 (including taxes) each for the quarter ended June 30, 2024 and Rs. 1,18,000	The listed entity's action was based on a SAT ruling which under appeal before	In view of the penalties imposed by NSE and BSE for alleged non-compliance with Regulation 17(1A) of SEBI (LODR) Regulations, 2015, the management submits the following consolidated response: <ul style="list-style-type: none"> The appointment of Prof. A.K.Dutta as an Independent Director 	None



<p>who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing</p>	<p>Regulation, 2015 read with SEBI circular no. SEBI/HO/CFD/PoD 2/CIR/P/2 023/120</p>	<p>the age of seventy-five years.</p>		<p>(Listing Obligations and Disclosures Requirements) Regulation, 2015</p>	<p>(including taxes) each for the period from July 01, 2024 till August 19, 2024.</p>	<p>the Hon'ble Supreme Court.</p>	<p>was carried out in compliance with the applicable provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015.</p> <ul style="list-style-type: none"> Shareholders' approval by way of special resolution was obtained within the stipulated three-month period from the date of appointment, in line with prior interpretations of Regulation 17(1A). The Company in its disclosure dated August 30, 2024, clarified that the imposition of fine by BSE and NSE was improper. Despite acting in good faith,
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<p>regulatory expectations and making it evident that the Company requires approval of the shareholders for appointing or continuing the directorship of any person at the time of appointment or reappointment or any time prior to the non-executive director attaining the age of 75 years.</p> <ul style="list-style-type: none"> The Board recognized the Company's prompt action to settle the penalty imposed by NSE and BSE respectively for the Quarter ended September 30, 2024 and its commitment to 	



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the PCS	Observations made in the Secretarial Compliance report for the year ended.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
NOT APPLICABLE						



We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the Regulations/Circulars/Guidelines issued by SEBI. 	Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></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
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Based on the declarations provided to us in Form DIR-8, we confirm compliance w.r.t. to Section 164 of the Companies



			Act, 2013
5.	<p><u>Details related to subsidiaries of listed entity have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	<p>(a) Yes</p> <p>(b) Yes</p>	<p>The listed entity has identified the material subsidiary companies. Financial statements and other operations of the subsidiaries are brought before the listed entity as per the statutory requirements.</p>
6.	<p><u>Preservation of Documents:</u></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>	<p>Yes</p>	<p>None</p>
7.	<p><u>Performance Evaluation:</u></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 as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>None</p>
8.	<p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>a) Yes</p> <p>b) Not Applicable</p>	<p>a) None</p> <p>b) Not Applicable</p>



9.	<p><u>Disclosure of events or information:</u></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>	No	<p>The Company had received emails from both NSE and BSE on 21st August, 2024 and an email from BSE on 21st November, 2024 and was obligated to disclose the said matters within 24 hours. However, the required disclosures in relation to the aforesaid were made after the stipulated time period due to unavoidable circumstances, which caused the delay.</p>
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions 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.</p>	Yes	No action taken apart from the one action mentioned in the table above.
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during</p>		Not

	the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	Applicable
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any SEBI Regulation/Circular/Guidance note etc.	Yes	No other non-compliance apart from the one mentioned in the table above.



We further report that the disclosure requirements of Employee Benefit Scheme Documents under Regulation 46(2)(za) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are **not applicable to the Listed Entity during the Review Period.**

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 report 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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

for *Mamta Binani & Associates*
Practicing Company Secretaries

MAMTA BINANI & ASSOCIATES

Ankita Dutta
Partner

CS Ankita Dutta

Partner

CP No.: 22416

Membership No: F13329

Peer Review Certificate No.: 6475/2025

UDIN: F013329G000383402

ICSI Unique Code: P2016WB060900

Date: 20-05-2025

Place: Kolkata