

U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF DHANVARSHA FINVEST LIMITED (CIN-L24231MH1994PLC334457) FOR THE YEAR ENDED MARCH 31, 2022

I have examined:

- (a) all the documents and records made available to me and explanation provided by Dhanvarsha Finvest 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 March 31, 2022 ("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:-

- (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; (*Not Applicable during the review period*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & Securities And Exchange Board Of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company 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 of the Practicing Company Secretary |
|---------|--|--|--|
| 1 | Reg 25 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to replace an Independent Director who has resigned at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later . Further w.e.f January 1, 2022 the above requirement was revised and the time limit for replacing the Independent Director who had resigned was fixed as 3 months from date of vacancy | An Independent Woman Director of the Company had resigned with effect from October 30, 2021 and was not appointed within the timeline prescribed under Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has appointed a new Independent Woman Director w.e.f March 30, 2022. | Based on the information explanations provided to me, the Company was in the process of appointing another Woman Independent director in order to comply with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, since the candidate who was shortlisted by management for being appointed as an Independent Director informed the Company on a shorter notice about her being unavailable due to other commitments, the Company was unable to comply with the required timelines for appointment of a woman Independent Director. |

- (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: N.A

| 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. |
|---------|-----------------|----------------------|--|---|
| | N.A | | | |
| | | | | |

- (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... <i>(The years are to be mentioned)</i> | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| | N.A | | | |
| | | | | |

- (e) The Company has complied with the points 6(A) and 6 (B) as mentioned in SEBI No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and it has incorporated all the terms and conditions in the respective appointment letter / supplemental letter issued to the Statutory Auditors

FOR U.HEGDE & ASSOCIATES, COMPANY SECRETARIES

Date: 25/05/2022

Place: Mumbai

UMASHANKAR K HEGDE

(Proprietor)

COP No- 11161 # M. No- A22133

ICSI Unique Code: S2012MH18 8100

Peer Review Certificate No - 1263/2021

UDIN: A022133D000387201