



## ANNUAL SECRETARIAL COMPLIANCE REPORT OF DENIM DEVELOPERS LIMITED

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

I, Saloni Jain have examined:

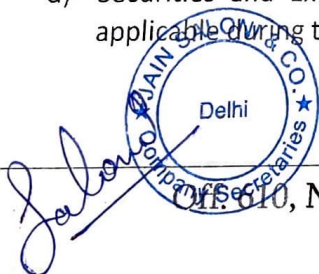
- a) all the documents and records made available to us and explanation provided by **Denim Developers Limited** ("the listed entity");
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended **31<sup>st</sup> March, 2024** ("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 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 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]



15610, New Delhi House 27, Barakhamba Road New Delhi: 110001

Mob: +91-9529491097, 011-41511980

Email: jainsaloni28@gmail.com



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- 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 Debt Securities) Regulations, 2021; [Not applicable during the review period]
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [Not applicable during the review period]
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) (other regulations as applicable) and circular/ guidelines issued thereunder;

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:

S. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification / Fine / Show Cause Notice / Warning etc.	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

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

S. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned).	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
NIL						

*Saloni*



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*In addition to the abovementioned, following affirmations are being provided hereunder:*

Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks of the Practicing Company Secretary
<b>1) Secretarial Standards:</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	-
<b>2) Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulation 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 has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI.</li></ul>	Yes	-
<b>3) Maintenance and disclosure on Website:</b> <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	-
<b>4) Disqualification of Director</b> None of the Director of the Company are disqualified under section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-

*Saloni*



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<p><b>5) To examine details related to subsidiaries of listed entities</b></p> <ul style="list-style-type: none"><li>• Identification of Material Subsidiaries</li><li>• Requirements with respect to disclosure of material as well as other subsidiaries</li></ul>	Yes	-
<p><b>6) Preservation of Documents</b></p> <p>The Listed entities 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	-
<p><b>7) Performance Evaluations</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 in SEBI Regulations.</p>	Yes	-
<p><b>8) Related Party Transactions:</b></p> <ul style="list-style-type: none"><li>• The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</li></ul>	Yes	-
<ul style="list-style-type: none"><li>• 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.</li></ul>	NA	No such cases during the review period.
<p><b>9) Disclosure of events or information:</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	-
<p><b>10) Prohibition of Insider Trading:</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	-



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<b>11) Actions taken by SEBI or Stock Exchange (s), if any:</b> <ul style="list-style-type: none"><li>No action taken against the listed entity / its promoters/ directors / subsidiaries either by SEBI or Stock Exchange (Including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder (or)</li></ul>	Yes	-
<ul style="list-style-type: none"><li>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</li></ul>	NA	No action taken against the promoters/directors by the Stock Exchanges under SEBI Regulations and circulars/guidelines issued thereunder.
<b>12) Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during 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.</p>	NA	The statutory auditor of the listed entity and its material subsidiary has not resigned during the review period.
<b>13) Additional non-compliances, if any</b> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	-

## Assumptions & limitation of scope and review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



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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 JAIN SALONI & CO.  
Company Secretaries



**Saloni Jain**

Proprietor

M. No.: A43092

CP No.: 17115

ICSI UDIN: A043092F000338398

Date: 09/05/2024

Place: New Delhi

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