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SECRETARIAL COMPLIANCE REPORT  
OF  
**VISHNU PRAKASH R PUNGLIA LIMITED**  
For the year ended 31st March 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VISHNU PRAKASH R PUNGLIA LIMITED (hereinafter referred as “the listed entity”)**, having its Registered Office at Unit No. 3, 5th Floor, B-Wing, Trade Star Premises Co-Opeartive Society Limited Building at Village Kondivita, Mathuradas VasANJI Road, Near Chakala Metro Station, Andheri East, J.B. Nagar, Mumbai, Maharashtra-400059.

Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed, and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

- (a) all the documents and records made available to me, and explanation provided by **VISHNU PRAKASH R PUNGLIA 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 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 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**
- e) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **Not Applicable**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- 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;

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/ NA)</b>	<b>Observations/Remarks by PCS</b>
1.	<b>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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	





2.	<b>Adoption and timely updation of the Policies:</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, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>	YES	
3.	<b>Maintenance and disclosures 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	
4.	<b>Disqualification of Director:</b> <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	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <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>	NA	The Listed entity does not have any Subsidiary company/companies, accordingly this clause not applicable.
6.	<b>Preservation of Documents:</b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and</p>	Yes	

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	disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<b>Performance Evaluation:</b> 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	
8.	<b>Related Party Transactions:</b>		
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	The Company has obtained prior approval of the Audit Committee for all Related Party Transactions.
	(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.	NA	Since, answer to the question (a), is “Yes”, this clause is not applicable.
9.	<b>Disclosure of events or information:</b> 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	The Company has received the administrative warning letter due to delay in filing the Outcome of the Board Meeting and that was completely inadvertent.
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	The Company has not complied with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 till October 07, 2023  The Company was maintaining the said Digital Database, in the “Microsoft Excel” software, and accordingly the said Digital Database was not having features of Audit Trail, Time





			<p>Stamping and Non-Tampering of data etc.</p> <p>Therefore, the notices have been issued by BSE and NSE.</p> <p>W.e.f. October 07, 2023, the Company has established a Structured Digital Database (SDD) in place. BSE has made inspection of the same and found some observations because of which the name of company is still showing SDD-Non-Compliant on the Get Quote page of NSE Portal.</p> <p>The Company is Compliant with the SDD requirements after all suggestions for improvements given by BSE with effect from February 22, 2024.</p>
11.	<p><b>Resignation of Statutory Auditors from the listed entities and their material subsidiaries:</b></p> <p>In case of resignation of the Statutory Auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with <b>paragraph 6.1 and 6.2</b> of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entity as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.</p>	NA	<p>During the Period under review, there was no such case of Resignation of Statutory Auditors of the Company, hence the clause is Not Applicable.</p>
12.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>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)</p>	YES	<p>No action(s) were taken by SEBI or Stock Exchanges against the Company for Non-Compliance with provisions of SEBI Act, SCRA and Rules and Regulations made thereunder, including SOPs issued by SEBI through various circulars.</p>





	under SEBI Regulations and circulars/guidelines issued thereunder. (**)		
13.	<b>Additional non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	No additional Non-Compliance has been observed based on the review of documents and records of the listed entity.

Place: Jodhpur  
Date: 20-05-2024  
UDIN: F011280F000406015

**Reeptika Barmera**  
Practising Company Secretary  
FCS No.: F11280  
C P No.:16551  
PR No. 2228/2022

*Note: This report is to be read with our letter of even date which is annexed as “Annexure-I” as an integral part of this report.*



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# FCS REEPTIKA BARMERA

Company Secretary in Practice

(\*\*) (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 Violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	As per Reg. 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, Structured Digital Database ('SDD') is required to be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non tampering of the database.	Reg. 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Structured Digital Database ('SDD') has not been maintained.	<b>NSE</b>	<b>Marked the status of the Company as SDD NON-COMPLIANT</b>	The Company has not complied with the provisions of maintenance of Structured Digital Database (SDD)	-	The Company has taken note of the same for compliance and we understand that the Company was searching the equip software for maintenance of Structured Digital Database (SDD). Further that, the initial entries indicated in the Structured Digital Database ('SDD')'s communication flow of Information Chain was not in manner as specified.	The Company was listed as on September 05, 2023. In conjunction with this milestone, we initiated the purchase of the SDD software. We experienced delays due to purchase, installation, and deployment of the software. Afterwards, we encountered some unforeseen technical challenges during the initial stages of implementation. These challenges required additional time and effort to resolve resulting in a delay in bringing the software to a fully functional state. The SDD software was brought into working mode effective from October 07, 2023.	-
2.	Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India	Reg. 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Identification of process to capture the event	<b>BSE</b>	Conducted an onsite inspection of the SDD software maintained by the company.	Software functioning and process of Identification and Communication of		The Company has not complied the SDD requirement initially and installed a software at later stage for SDD requirements. BSE to ensure the software		



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Company Secretary in Practice

	(Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations).					capturing the event.		authenticity conducted an onsite inspection of the SDD software was on November 30, 2023, by representatives from BSE India. Now, the Company has followed the regulation in true spirit.	During this period, the database was being maintained by the Company in MS Excel. The Company is fully compliant of the SDD provisions of Regulations 3(5) and 3(6) of SEBI PIT Regulations from October 07, 2023. During our inspection of SDD by BSE on November 30, 2023 and on April 04, 2024 BSE officials provided some suggestions for improvements in the SDD software to be clearer and more effective and all the suggestions on the working part of the software were duly implemented.	
3.	Filing of material event of meeting held on 25-09-2023 under Regulation 30(6) of SEBI (LODR) Regulations, 2015 read with CIRCULAR - CIR/CFD/CMD/4/2015	Regulation 30(6) of SEBI (LODR) Regulations, 2015	Delay in filing the information	-	Administrative warning letter	Delay in corporate announcement of Outcome of Board Meeting to consider the Financial Result for Quarter ended June30, 2023.	-	The Company has received administrative warning letter for under Regulation 30(6) of SEBI (LODR) Regulations, 2015 for Delay in corporate announcement of Outcome of Board Meeting to consider the Financial Result for Quarter ended June30, 2023.	Submission of unaudited financial results for the Quarter ended June 30, 2023 as approved by the Board were due to unforeseen technical glitch occurred during the submission process, which resulted in a delay of approximate 6 minutes. This delay was in no way an attempt to	-



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**Annexure-I**

The Secretarial Compliance Report for the financial year ended March 31, 2024 of even date is to be read along with this letter, which provides for **Assumptions & Limitation of Scope and Review** of the said Report:


1. Maintenance of secretarial record and Compliance of the applicable laws is the responsibility of the management of the listed entity. Our responsibility is to certify these secretarial records. This is neither an audit nor an expression of opinion on the financial records of the Company.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records of the listed entity.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A 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: Jodhpur  
Date: 20-05-2024

**Reeptika Barmera**  
Practising Company Secretary  
FCS No.: F11280  
C P No.:16551  
PR No. 2228/2022



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