

Date: May 28, 2024

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| To BSE Limited Listing Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001 Scrip Code: 543281 | To National Stock Exchange of India Ltd. Listing Department Plot No. C1, Exchange Plaza G Block, Bandra Kurla Complex Bandra (East), Mumbai - 400 051 Symbol: SUVIDHAA |
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Sub.: Annual Secretarial Compliance Report for F.Y. – 2023-24

Ref.: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for F.Y. – 2023-24 issued to Suvidhaa Infoserve Limited in respect of aforesaid regulation by Jitendra Leeya, Company Secretary, Ahmedabad.

For Suvidhaa Infoserve Limited

Harish Chalam
Company Secretary & Compliance Officer
M. No.: A61487

Encl. a/a

Suvidhaa Infoserve Limited

(Formerly known as Suvidhaa Infoserve Pvt. Ltd.)

CIN No. L72900GJ2007PLC109642 | GSTIN. 27AAKCS9448K1ZJ

Registered Office: Unit No 02, 28th Floor, GIFT-II Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar- 382355 Gujarat, India

Corporate Office: 14, Olympus Industrial Estate, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Maharashtra, India

Tel.: + 91 9223 225 225 .Email: legal@suvidhaa.com URL: www.suvidhaa.com

**SECRETARIAL COMPLIANCE REPORT OF
SUVIDHAA INFOSERVE 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 **SUVIDHAA INFOSERVE LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at Unit No 02, 28th Floor, GIFT-II Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar - 382355, Gujarat, India, Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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 the listed entity has, during the review period covering the financial year ended on **31st March, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Jitendra Pravinbhai Leeya, Company Secretaries in Practice having office at K-303, Karnavati Enclave, Opp. Shrinand City – 3, New Maninagar, Ramol, Ahmedabad – 382449 have examined:

- (a) all the documents and records made available to me and explanation provided by **SUVIDHAA INFOSERVE 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 whichever were applicable to the company during the year, 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(**No events during the year**);
- (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(**No events during the year**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ;

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- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (No events during the year);
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder; However, it has been observed that there were no events requiring compliance under the regulations covered under para (b), (d) & (f) mentioned hereinabove.

I further report that based on the information and explanations provided to me and on the basis of verification of the declarations and submissions made by the company with the recognized stock exchange with which securities of the company are listed as well as any other regulatory authorities, if any, more specifically in relation to the following points of affirmations, the company has followed proper compliance management system to avoid probable non-compliances and based on the above examination, I hereby report that, during the Review Period :

- I. (a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of matters specified below:-

| S r. N o. | Compliance Requirement (Regulation/ circulars/ Guidelines including specific clause | Regulation/ Circular No. | Deviations | Action taken | Type of Action (Advisory / clarification/ Fine/ Show cause Notice/ warning etc.) | Details of violation | Fine Amount | Observations/ remarks of the Practising Company Secretary, if any. | Management Response | Remarks |
|-----------|---|--------------------------|--|--|--|----------------------|------------------------|--|---|---------|
| 1. | Prior intimation about the meeting of the board of directors | Reg. 29 (2)/ (3) | Delay in furnishing prior intimation about the meeting of the board of directors | BSE mail dated 14 th September, 2023 for imposing Fine | Fine | 1 day short notice | 10,000 + 1800 = 11,800 | Intimation of Board meeting was delayed by one day. | Company will take proper care of time limit for BM Intimation | - |
| 2. | Prior intimation about the meeting of the board of directors | Reg. 29 | Delayed Compliance | NSE email dated 14 th September, 2023 for imposing Fine | Fine | 1 day short notice | 10,000 + 1800 = 11,800 | Intimation of Board meeting was delayed by one day. | Company will take proper care of time limit for BM Intimation | - |



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

| Sr. No. | Compliance Requirement (Regulation/ circulars/ Guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action taken | Type of Action (Advisor y/ clarifi cation/ Fine/ Show cause Notice/ warning etc.) | Detail s of violati on | Fine Amou nt | Obser vation s/ remar ks of the Practi cing Comp any Secret ary, if any. | Manage ment Respon se | Remark s |
|---------|--|--------------------------|--|--|---|---------------------------------------|--------------------------|--|--|----------|
| 1. | Financial Results Submission | Reg. 33 | Non-submission of the financial results within the period prescribed under this regulation for quarter ended March, 2022 | BSE sent email dated 29 th June, 2022 for imposing Fine | Fine | Late submission of Financial Results. | 40,000 + 7200 = 47,200 | Company had paid fine on 11 th July, 2022 | Company had paid fine on 11 th July, 2022 | -- |
| 2. | Financial Results Submission | Reg. 33 | Non-submission of the financial results within the period prescribed under this regulation for quarter ended March, 2022 | NSE sent email dated 29 th June, 2022 for imposing Fine | Fine | Late submission of Financial Results. | 80,000 + 14,400 = 94,400 | Company had paid fine on 11 th July, 2022 | Company had paid fine on 11 th July, 2022 | -- |



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II. 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: **Not Applicable**

| Sr. 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 | NA | No such appointment or re-appointment during review period |
| | 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 | NA | |
| | 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. | NA | |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: | NA | No such resignation during the review period |
| | 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. | NA | |
| | 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. | NA | |
| | 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. | NA | |
| | ii. Disclaimer in case of non-receipt of information: 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. | NA | |
| 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. | NA | No such resignation |



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III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|--|-------------------------------|--|
| 1. | <u>Secretarial Standard:</u> 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. | <u>Adoption and timely updation of the Policies:</u> • 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 Yes | |
| 3. | <u>Maintenance and disclosures on Website:</u> • 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 redirects to the relevant document(s)/ section of the website | Yes Yes Yes | |
| 4. | <u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 | Yes | |
| 5. | <u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes Yes | The Listed Entity has one material subsidiary i.e. Nupi Infotech Limited |
| 6. | <u>Preservation of Documents:</u> 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 | |
| 7. | <u>Performance Evaluation:</u> 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. | <u>Related Party Transactions:</u> (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 NA | (a) - (b) Please refer point 8(a) |

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| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 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 | |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: 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 except as provided under separate paragraph herein | No | Details of fine imposed/ levied by BSE / NSE as given above. |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc. | NA | |

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.
- My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 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: Ahmedabad
Date: 27th May, 2024



JITENDRA LEEYA
Practicing Company Secretary
ACS/FCS No.: A31232
C P No.: 14503
P R No.: 2089/2022
UDIN: A031232F000461585