



May 30, 2024

To,
BSE Limited
Corporate Relationship Dept.
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.

National Stock Exchange of India Limited
The Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex Bandra (East),
Mumbai – 400 051
Ref: **NSE Symbol - MVGJL**

Ref: **Scrip Code. 543995**

Dear Sir/Madam,

Subject: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith the Secretarial Compliance Report for the Financial Year ended March 31, 2024 as per Regulation 24A of SEBI SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on your record

Thanking you,

Yours Sincerely,

For **Manoj Vaibhav Gems 'N' Jewellers Limited**

Bandari Shiva Krishna
Company Secretary & Compliance Officer
M No: F11172

MANOJ VAIBHAV GEMS 'N' JEWELLERS LIMITED

Regd. Office: #47-15-8, V Square, Zone-A, Opp: TSR Complex, Station Road, Dwarakanagar, Visakhapatnam, Andhra Pradesh, India, 530016.
Corporate Office: # 47-10-19, 2nd Lane, Dwarakanagar, Visakhapatnam - 530 016, Andhra Pradesh, India. ☎ +91 891 663 7777
E mail: info@vaibhavjewellers.in; 🌐 www.vaibhavjewellers.com CIN: U55101AP1989PLC009734



Secretarial Compliance Report
of
Manoj Vaibhav Gems 'N' Jewellers Limited
For the Financial Year ended March 31, 2024

To,
The Board of Directors,
Manoj Vaibhav Gems 'N' Jewellers Limited
D.No.47-10-19, 2nd Lane, Dwarakanagar, Visakhapatnam – 530016.

I. We, P.S. Rao & Associates, Company Secretaries, have examined:

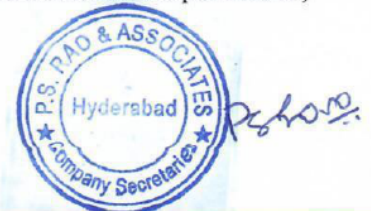
- (a) all the documents and records made available to us and explanations provided by **Manoj Vaibhav Gems 'N' Jewellers Limited** having its Registered Office at Dwarakanagar, Visakhapatnam – 530016 and Corporate Office at D.No.47-10-19, 2nd Lane, Dwarakanagar, Visakhapatnam – 530016, hereinafter referred to as “**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 31.03.2024 (“01.04.2023 to 31.03.2024”) 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”);
- (c) The Depositories Act, 1996:

II. The Specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

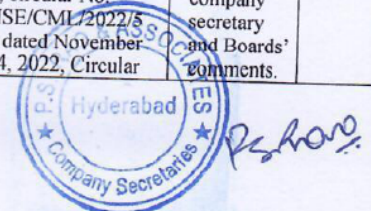


- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period).**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2011;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder;
- Circulars, Master Circulars/ guidelines issued there under.

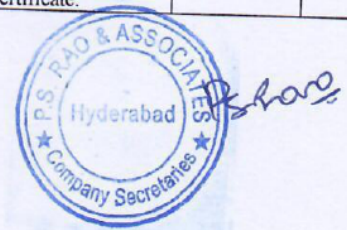
and based on the above examination, we hereby report that, during the review period:

- (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 Practicing Company Secretary	Management Response	Remarks
1	The Company is non-compliant with provisions of Reg. 3(5) and/or Reg. 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for non-submission of SDD Certificate for the Quarter Ended December 31, 2023.	Reg. 3(5) and/or Reg. 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Non-submission of SDD Certificate for the Quarter Ended December 31, 2023	BSE and NSE	Exchange has displayed the company as non-compliant with SDD and also mentioned the name of the Compliance Officer under the Get Quote page of the	Non-submission of SDD Certificate for the Quarter Ended December 31, 2023	NIL	The Company has listed its equity shares with BSE and NSE through IPO on October 3, 2023. The provisions of NSE circular No. NSE/CML/25, NSE/CML/2022/51, circular No. NSE/CML/2022/52 dated November 04, 2022, Circular	As instructed by the BSE Limited, the Company has submitted SDD Certificate certified by practicing company secretary and Boards' Comments.	NA



					Exchange Website of the Listed Entity		<p>No. NSE/CML/2023/09 dated January 25, 2023 and circular Ref No: NSE/CML/2023/21 dated March 16, 2023, BSE Notice No. 20230329-21 and circular No. 20230125-33 dated January 25, 2023 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015 are applicable to the company wherein the Company has to submit Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015. The Submission of the SDD Compliance certificate on quarterly basis by the Company Secretary and Compliance Officer of the Company is not applicable to the Company as per the above circulars. As per the instructions received from both BSE Limited and National Stock Exchange of India Limited (Stock Exchanges), the Company has submitted SDD certificate.</p>	<p>The BSE Limited inspected the SDD Software maintained by the Company on March 11, 2024 and has given suggestion and also advised to file SDD certificate for March, 2024 quarter.</p> <p>Accordingly, the Company has submitted SDD certificate certified Company Secretary on April 04, 2024 and issued by practicing company secretary on May 16, 2024. Further, the BSE Limited has inspected the SDD Software on May 29, 2024 and BSE has yet to confirm on their reply.</p>
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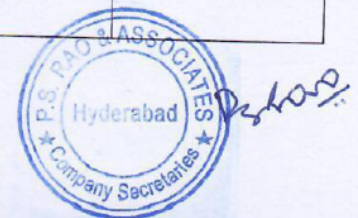
- (b) *The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observation/Remarks of the Practicing Company Secretary in the previous reports	Observation 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
1	NA	NA	NA	NA	NA	NA

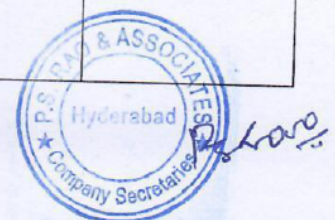
*Note: The Company got its Equity Shares listed on both the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited through an Initial Public Offer (IPO) and the Trading commenced effective October 3, 2023. Hence, the table laid above is Not Applicable for the period under review.

- (c) Pursuant to Circular No: NSE/ CML/2023/21 dated 16.03.2023 issued by National Stock Exchange of India Limited and Notice No: 20230316-14 dated 16.03.2023 issued by BSE Limited and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. 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	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> 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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None



3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under aseparate 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.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES	None (The listed entity does not have any subsidiaries or material subsidiary)
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 LODR Regulations, 2015.	Yes	None
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 as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.	Yes	None
	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.	N.A	Refer point 8(a) above
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, within the	Yes	None



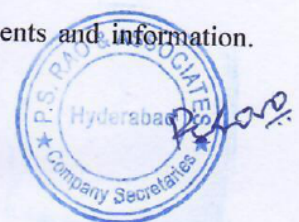
	time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	No (Subject to disclosures reported in this report)	Refer Point II (a) above
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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.	Yes (subject to disclosures reported in this report)	Refer Point II (a) above
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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#	N.A (Refer Note 2) below	N.A
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI Regulation/circular/guidance note etc.,	Yes	None

Notes:

1. The Company got its Equity Shares listed on both the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited through an Initial Public Offer (IPO) and the Trading commenced effective October 3, 2023. Thus, the compliances of various provisions listed in this Report were examined and are reported accordingly.
2. The listed entity has duly complied with the conditions specified under paragraph 6.1 and 6.2 of Section V-D of chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 by suitably modifying the terms of appointment of the Statutory Auditors. Further, there were no instances of any resignation of Statutory Auditors during the period under review.

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 certify 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 Accounts of the listed entity.
4. 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: Hyderabad
Date: May 30, 2024

**For P.S. Rao & Associates
Company Secretaries**



P.S. Rao

P.S. Rao

Sr. Partner

FCS No.:10322

C.P. No.:3829

ICSI Unique Code: P2001TL078000

Peer Review Cert No.: 710/2020

UDIN: F010322F000492430