



ARCOTECH LTD.

Regd. Office/Works: 181, Sector-3, Industrial Growth Center Bawal-123501, Distt. Rewari, Haryana
Ph.: 01284-264160 / 61, Email : contact@arcotech.in, Website : www.arcotech.in
CIN : L34300HR1981PLC012151

29th May, 2024

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Fax No. 022 2272 3121 <u>Scrip ID: ARCOTECH. Scrip Code: 532914</u>	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex. Bandra(E), Mumbai-400051 Fax No. - 022-26598237/38 <u>Symbol: ARCOTECH. Series: EQ</u>
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Sub: Annual Secretarial Compliances Report under SEBI (LODR) Regulations, 2015

Dear Sir,

Please find enclosed herewith the below mentioned documents:

1. Annual Secretarial Compliances Report under SEBI (LODR) Regulations, 2015 for year ended on 31st March, 2024.

Kindly take the same on records and acknowledge.

**Yours truly,
FOR ARCOTECH LIMITED**

**NIDHI JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER**



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011-45769176
GSTIN: 07AALPU8830B1ZI

A.UPADHYAYA & ASSOCIATES

6/41,209 Sunder Kiran Building, WEA Karol Bagh, New Delhi-110005

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Secretarial Compliance Report

Arcotech Limited

(Financial year ended as on 31st March, 2024)

I, **Abhimanyu Upadhyaya, holding Certificate of practice No.: 4729 and Membership No.: F5921** having registered office at 6/41 Sunder Kiran Building, 209 WEA Karol Bagh, New Delhi- 110005, have conducted the review of the compliance of the applicable statutory provisions by **Arcotech Limited**(hereinafter referred to as 'the **listed entity**'), having its Registered Office at 181, Sector-3, Bawal Growth Centre, Haryana-123501 IN. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon:

Based on my/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/we 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 have examined:

- i. All the documents and records made available to us and explanation provided by Arcotech Limited (**"the listed entity"**);
- ii. The filings/submissions made by the listed entity to the stock exchange;
- iii. website of the listed entity,
- iv. 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 there under; and
 - B. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the regulations, circulars, guidelines issued there under 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**
- (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 and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;



Not Applicable

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: and circulars/ guidelines issued thereunder 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:

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	Disclosure of Initiation of Forensic Audit as per LODR	30	Delayed disclosure	BSE & NSE	Advisory Issued	Delayed disclosure by Company	Fines not levied	Company had made delayed disclosure along with reason for such delay and has replied to both Exchanges	Company rectified the delay and placed the advisory of Exchanges' before the Board and submitted Board comments on the same to Stock Exchange	Matter stands closed after issue of Advisory and Clarification
2	Filing of Audited Financial Results for the Year ended 31 st March 2023	33	Delayed filing	NA	NA	Delayed filing	Fines not levied	There was delay in filing by Company. However, Company has disclosed reasons for the same.	Financial results were delayed and reason for same was duly informed to Exchange as per SEBI Circular No. CIR/CFD/CMD-1/142/2018	Result and reason for delay in advance were duly informed to Exchange.

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



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	Having a woman Director and minimum 6 Director on Board	Regulation 17(1) of LODR	No women Director on Board for quarter March 2020 to September 2020 and less than 6 Directors on Board from 1 st April 2020 to December 2020	BSE & NSE	Continued Suspension in trading of Company w.e.f August 31, 2021. Continued freezing of the Demat Account of Promoter of Company. This was done because of non-payment of fines by Company as Company was contesting these fines because these delays were caused due to Covid.	Woman Director position on Board was vacant from 12 Nov 2019 to 11.11.2020. Six Directors were required on Board from 1 st April, 2020 and the sixth person was appointed on 12.02.2021.	NSE: 16,10,000/- BSE: 11,50,000/-	Company had received waiver order from NSE in December 2022 and from BSE in March 2024 after long follow-up. Further, Company had filed revocation application with both BSE & NSE and is waiting for removal of suspension. Further, delisting SCN received from BSE on 5 April 2023 is properly replied with and no further action is taken on it by BSE.	Company is continuously following up with BSE & NSE for removal of suspension and is regularly replying to their queries.	Both NSE & BSE has waived the fines and Suspension Revocation is awarded from them.



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**

I 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.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the Secretarial Standards issued by ICSI.</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <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 have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • 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 re-directs to the relevant document(s)/section of the website 	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director (s) of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>a) Identification of material subsidiary companies b) Requirement with respect to disclosure of material as well as other subsidiaries</p>	NA	NA
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	None



7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committee at the start of every financial year/during the 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, or b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	None
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, 2015 within the time limits prescribed there under.	Yes	Delayed compliances observed have been provided in the report.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions 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) under SEBI Regulations and circulars/guidelines issued there under	Yes	None
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Non-compliances observed have been already provided in the report.

For A. Upadhyaya & Associates
Company Secretaries

Abhimanyu Upadhyaya
(Practicing Company Secretaries)

M. No.: 4729

C. P. No.: F5921

UDIN: F005921F000397400

Date: 18.05.2024

Place: Delhi

