



**ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024:**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Board of Directors,

VJTF EDUSERVICES LIMITED

Witty International School Bldg,

Pawan Baug Road, Off S. V. Road,

Adjacent To Techniplex, Malad-West, Mumbai – 400064.

Dear Sir/Madam,

I, **Rajvirendra Singh Rajpurohit** proprietor of **M/s. R S Rajpurohit & Co.**, Company Secretary in Practice, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VJTF Eduservices Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Witty International School Bldg, Pawan Baug Road, Off S. V. Road, Adjacent to Techniplex, Malad-West, Mumbai – 400064. 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.



We have examined:

- (a) all documents and records made available to us and explanation provided by **VJTF Eduservices Limited** (hereinafter called "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 report,

for the financial year ended **31st March, 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");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

It may be noted that the following Specific Regulations were not applicable to the Company:



- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable)
- (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

and circular / guidelines issued thereunder.

(Note: The aforesaid list of regulations is only illustrative. The list of such SEBI regulations, as may be relevant and applicable to the listed entity for the review period, shall be added)

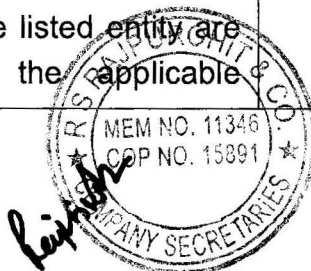
and based on the above examination, we hereby report that, during the financial year ended **31st March, 2024**:

I. (a) The Listed entity has complied with the provisions of the above Regulations (As was applicable to the Company) and circulars/ guidelines issued thereunder except in respect of matters specified below: **(As per "Annexure – A")**.

(b) The Listed entity has taken the following actions to comply with the observations made in previous reports: **(As per "Annexure – B")**

I. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

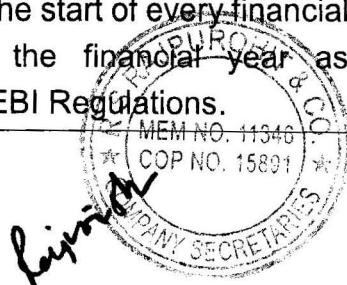
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<u>Secretarial Standard;</u> The compliances of the listed entity are in accordance with the applicable	Yes	N.A.



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
	Secretarial Standards (SS) issued by the institute of Company Secretaries of India (ICSI).		(Since Secretarial Standard followed by the Company)
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 entity. 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. 	<p>Yes</p> <p>Yes</p>	<p>N.A. (Since Complied)</p>
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 report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>N.A. (Since Complied)</p>



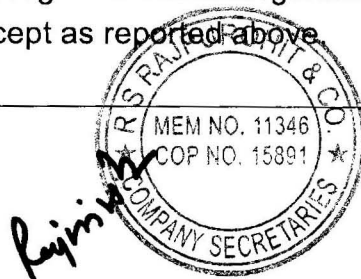
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	N.A. (Since No Directors are disqualified)
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</p> <p>b) Disclosure Requirement of material as well as other subsidiaries.</p>	Yes Yes	N.A. (Since Complied)
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	N.A. (Since Complied)
7.	<p><u>Performance Evaluation:</u></p> <p>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.</p>	Yes	N.A. (Since Complied)



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
8.	<p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, Or</p> <p>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.</p>	Yes	N.A
		NA	Related party transactions are taken with the prior approval
9.	<p><u>Disclosure of events or information:</u></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	N.A. (Since Complied)
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Company has Complied with
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></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</p>	No	The non-compliances has



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
	<p>by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>		been listed in Table herein "Annexure A"
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <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>	No	N.A
13	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	No	N.A



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 report 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.



Rajvirendra Singh Rajpurohit
For R S Rajpurohit & Co.,
Company Secretary in Practice

FCS: 11346

CP: 15891

Peer Review UIN: S2016MH364200

Place: Mumbai

Date: 29.05.2024

UDIN: F011346F000487734

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

“Annexure – A”

(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:

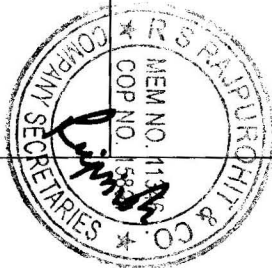
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/C larification/ Fine/SCN/W arning etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Company has to approve its Financial Result in Board Meeting and Audit Committee within 45 Days in Case of Unaudited Financial Result and 60 days in case of Audited Financial Result	Regulation 33(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has delayed in approval of its unaudited financial result of the company for the September Quarter and December Quarter of 2023.	None	Email Notice	The Company has delayed in approval of financial result of the company in both the quarter. In September the date of filling is 20-11-2023 instead 14-11-2023 & In December Quarter the date of filling is 21-02-2024 instead 14-02-2024.	Penalty for September Quarter in Rs. 76,700/- & Penalty for December Quarter in Rs. 41,300/-	There was inadvertent delay of 7 & 8 working days in filling of quarterly result, under regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company shall due care in filling of the quarterly result to the stock exchange.	None



2.	The Company has to upload its related party transaction with Half yearly result with stock Exchange within 45 days	Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has delayed in the filling of related party transaction for the September Quarter of 2023.	None	Email Notice	The Company has delayed in filling of related party transaction for the September the date of filling is 20-11-2023 instead 14-11-2023	Penalty for September Quarter in Rs. 23,600/-	<p>transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.</p> <p>There was inadvertent delay of 7 working days in filling of quarterly result, under regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>		
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3.	Reg: 4(1): No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.	Regulation (1) read With clause 4(1) of Schedule B of SEBI(PIT) Reg., 2015.	Mr. Vinay Jain Managing Director and a Designated person bought 2 shares of the company during trading window Closure Period	The Stock Exchange has not taken any action against the company / designated person till date, However the chairman of the Audit Committee has issued a warning letter to the DP to not engage in any kind of dealing in the Equity shares of the company and strictly adhere the code of conduct in future and also the company intimated to the stock exchange in compliance with regulation	Warning	Dr. Vinay Jain, Managing Director of the Company bought The following Shares during the Trading Window closure period: a. on 19 th Jan.,2024 bought 800641 Equity Shares b. on 14 th March, 2024 bought 26705 Equity Shares	Nil	Trading by the Managing Director during the Window is Close not in compliance of the provision of the Code of Conduct of the Company read with PIT Regulation, 2015.	Trading by the MD was completely inadvertent and was the very incidence of non – compliance on his part. He has ensured the Company to be vigilant in future.	---
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“Annexure – B”

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

Sl. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous report(s) (PCS)	Observations made in the secretarial compliance report for the year ended March, 2024	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	As per Regulation 14 LODR, the listed entity is required to pay Annual Listing fees to the stock exchange within 30 Days of the Closure of Financial Year	Regulation 14 of LODR	Non Payment of listing fees within statutory timeline	The company subsequently paid the BSE Listing Fees.	The Company belated paid listing fees.

