



**Orchasp Limited**  
CIN : L72200TG1994PLC017485

Department of Corporate Services  
BSE Limited  
P J Towers, Dalal Street  
Fort,  
Mumbai.400001

30<sup>th</sup> May 2024

Dear Sir

Sub : Submission of Certificate of Secretarial Compliance Report under  
Regulation 24A(2) of SEBI (LODR) Regulations 2015 for the year ended  
on March 31,2024

Ref : Scrip Code : 532271

With reference to the above, we are herewith submitting the Certificate of Secretarial Compliance Report under Regulation 24A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR), 2015') for the Financial year ended on March 31,2024

We request you to kindly take our submission on record and oblige.

Thanking You

Yours Faithfully

For Orchasp Limited

*P. Chandra Sekhar*

P. Chandra Sekhar  
Managing Director & CFO  
DIN : 01647212



Encl :a/a



**T DURGA PALLAVI**

**Practicing Company Secretary**

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

The Board of Directors  
Orchasp Limited  
(CIN : L72200t1994PLC017485)

Secretarial Compliance Report of Orchasp Limited for the financial year ended 31<sup>st</sup> March 2024

I T DURGA PALLAVI have examined:

- (a) all the documents and records made available to us and explanation provided by **Orchasp 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 31<sup>st</sup> 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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,

**TEKUMAL**  
**LA DURGA**  
**PALLAVI**

Digitally signed  
by TEKUMALLA  
DURGA PALLAVI  
Date: 2024.05.30  
09:42:40 +05'30'



## T DURGA PALLAVI

Practicing Company Secretary

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

2021;

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i)(other regulations as applicable)

and circulars/ guidelines issued thereunder.

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.	<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	NIL
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	NIL

TEKUMALLA  
LA DURGA  
PALLAVI

Digitally signed  
by TEKUMALLA  
DURGA PALLAVI  
Date: 2024.05.30  
09:42:50 +05'30'



## T DURGA PALLAVI

Practicing Company Secretary

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

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 aseparate 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	NIL
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	NIL
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>	Yes	NIL
<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations /Remarks by PCS*</b>
6.	<b>Preservation of Documents:</b> <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	NIL

TEKUMALLA  
DURGA  
PALLAVI

Digitally signed by  
TEKUMALLA DURGA  
PALLAVI  
Date: 2024.05.30  
09:42:58 +05'30'



## T DURGA PALLAVI

Practicing Company Secretary

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

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	NIL
8.	<b>Related Party Transactions:</b>  (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	Prior Approval was obtained in all cases
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	As verified from records and confirmed by the Compliance Officer
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	NIL
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	BSE has levied a fine as follows  (i) Reg 33 - March 2023 for delay in filing Audited Financial Results amounting to Rs. 2,15,000 (Rupees Two Lakh Fifteen Thousand Only) and  (ii) Reg 34 -



## T DURGA PALLAVI

Practicing Company Secretary

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	March 2018 for delay in filing of Annual Report amounting to Rs. 6,000 (Rupees Six Thousand Only)  As verified from records and confirmed by the Compliance Officer

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

TEKUMALLA  
DURGA PALLAVI

Digitally signed by  
TEKUMALLA DURGA PALLAVI  
Date: 2024.05.30 09:43:18  
+05'30'



## T DURGA PALLAVI

Practicing Company Secretary

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>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</p> <p>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</p> <p>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.</p>	NA	There was no resignation of the Auditor during the Audit under review.
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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</p>	NA	There was no resignation of the Auditor during the Audit under review.



**T DURGA PALLAVI**

**Practicing Company Secretary**

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

	concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		
--	---	--	--

TEKUMALLA  
DURGA PALLAVI

Digitally signed by  
TEKUMALLA DURGA  
PALLAVI  
Date: 2024.05.30 09:43:40  
+05'30'





Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
	<p>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.</p> <p>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.</p> <p>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.</p>	NA	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 18 <sup>th</sup> October, 2019.	NA	There was no resignation of the Auditor during the Audit under review.
----	--	----	--

\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

- (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 INR	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Audited Financial Results March 2023 by 43 days	33	Delay in filing Audited Financial Results March 2023	BSE	Fine	Delay in Filing Audited Financial Results by 43 days	2,18,000	NIL	Paid in Full on 28-09-2023	NIL
2	Delay in filing Annual Report March 2018 by	34	Delay in filing Annual Report	BSE	Fine	Delay in Filing Annual Report	50,000	NIL	Paid in Full on 28-09-2023	NIL



## T DURGA PALLAVI

Practicing Company Secretary

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

	25 days		2018			by 25 days				
--	---------	--	------	--	--	------------	--	--	--	--

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/ 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	Audited Financial Results March 2023 by 43 days	33	Delay in filing Audited Financial Results March 2023	BSE	Fine	Delay in Filing Audited Financial Results by 43 days	2,18,000	NIL	Paid in Full on 28-09-2023	NIL
2	Delay in filing Annual Report March 2018 by 25 days	34	Delay in filing Annual Report 2018	BSE	Fine	Delay in Filing Annual Report by 25 days	50,000	NIL	Paid in Full on 28-09-2023	NIL



**T DURGA PALLAVI**

**Practicing Company Secretary**

7-2-1669, Athena C 504,  
Lodha Casa Paradiso Apts, Sanath Nagar  
Hyderabad-500018, Ph : 7893000776

---

**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 24AA( of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and is neither an assurance as to future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad  
Date: 30-05-2024

TEKUMALLA  
DURGA PALLAVI

Digitally signed by  
TEKUMALLA DURGA  
PALLAVI  
Date: 2024.05.30 09:44:26  
+05'30'

Signature:  
Name of Practicing Company Secretary:  
T DURGA PALLAVI  
M.No: 23864 ; C.P. No. : 19724  
PR NO:3876/2023  
UDIN : A023864F000492420