



**VERTEX SECURITIES LIMITED**  
(A Subsidiary of Transwarranty Finance Limited)  
Thattathi Towers, II Floor, Market Road, Ernakulam, Kochi 682016  
Telephone: 0484 2364648  
Fax: 0484 2364299  
Website: [www.vertexbroking.com](http://www.vertexbroking.com)  
Email: [vn1@vertexbroking.com](mailto:vn1@vertexbroking.com)

May 30, 2024

To,

**Listing Compliance Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001  
**Scrip Code: 532812**

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024**

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by M/s. Yogesh Sharma & Co., Company Secretaries, for the financial year ended March 31, 2024.

Request you to kindly take the same on record.

Thanking You.

Yours Faithfully,

**For Vertex Securities Limited**

**Aniket Malekar**  
**Company Secretary and Compliance Officer**  
Membership No. A62478

STOCK / SHARES / COMMODITY BROKING / DEMAT SERVICES / INVESTMENT CELL

MEMBER NATIONAL STOCK EXCHANGE, BOMBAY STOCK EXCHANGE, DEPOSITORY PARTICIPANT - NSDL

**YOGESH SHARMA & CO.**  
COMPANY SECRETARIES

**Yogesh M. Sharma**  
M.Com, M. Phil, M.M.M, M.F.M, LLB, FCS

Office No: 9082951462  
Mobile No: 9833124864  
Email ID: [csymsharma@gmail.com](mailto:csymsharma@gmail.com)

**Secretarial Compliance Report of Vertex Securities Limited**

**For the Financial Year Ended 31<sup>st</sup> March, 2024**

To,  
Board of Directors,  
**Vertex Securities Limited,**  
Thottathil Towers,  
41/3522 D II Floor, Market Road,  
Ernakulam 682014

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Vertex Securities Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Thottathil Towers, 41/3522 D II Floor, Market Road, Ernakulam 682014. 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 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Yogesh Sharma, Proprietor of M/s. Yogesh Sharma & Co., Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by 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,

**Sharma  
Yogesh  
Matprasad**

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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure-1**.
- (b) The listed entity has taken the actions as mentioned in **Annexure-2** to comply with the observations made in previous reports.
- (c) I hereby report that, during the Review Period the Compliance Status of the listed entity with following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1)	<p><b><u>Secretarial Standards:</u></b></p> <p>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.</p>	Yes	None
2)	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <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 entity.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes  Yes	None  None
3)	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes  Yes	None  None

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Yogesh  
Mataprasad

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<b>Sr. No.</b>	Two
<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	Listing Regulations
<b>Regulation/ Circular No.</b>	Regulation 30
<b>Deviations</b>	Material events were not disclosed.
<b>Action Taken by</b>	None
<b>Type of Action</b>	None
<b>Details of Violation</b>	Event relating to sale of 15,00,000 Equity Shares of subsidiary company of the Listed entity, due to which subsidiary company ceases to be a wholly owned subsidiary was not disclosed to the Stock Exchanges.
<b>Fine Amount</b>	Nil
<b>Observations/ Remarks of the Practicing Company Secretary</b>	Events being the material event as specified in Para A of Part A of Schedule III was required to be disclosed within prescribed time as mentioned in Regulation 30 alongwith the necessary details.
<b>Management Response</b>	Inadvertently, the company has not reported event related to Sale of Equity shares of subsidiary of Listed Entity. In future we will ensure to report all events properly.
<b>Remarks</b>	None

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Yogesh  
Mataprasad

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**Annexure-2**

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations 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)	The Listed entity has availed the loan from one of the Director which is material related party transaction for which the prior approval of Shareholder is required to obtain.	31 <sup>st</sup> March, 2023	Regulation 23(4) of Listing Regulation	The Listed entity has entered into Material Related Party Transaction without obtaining prior approval of shareholders.	No such specific remedial action was taken.	None

**Sharma**  
**Yogesh**  
**Mataprasad**

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Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations 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
2)	Fine has been paid by the Listed Entity.	31 <sup>st</sup> March, 2023	NSE Circulars: 1) No. NSE/INSP/47457  2) No. NSE/INSP/33276  3) NSE/INSP/38154	1) Non-settlement of clients' funds  2) Improper use of Clients funds  3) Incorrect reporting of margin to the Exchange	Monetary Fine levied by the NSE was paid by the Listed entity	None

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Matapasrad

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