



Date: 30/05/2024

To,
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001

Script ID: MAYUKH; Script Code: 539519

Sub: Annual Secretarial Compliance Report

Dear Sir/Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company dated 30th May, 2024, for the year ended 31st March, 2024, as certified by Brajesh Gupta & Co. Company Secretary in Practice, CP No. 21306, M.No. ACS 33070.

This Report has been issued in terms of SEBI Circular No.CIR/CFD/CMD1/ 27/ 2019 dated 8th February, 2019.

Thanking you,
Yours faithfully

For Mayukh Dealtrade Limited

Mit Tarunkumar Brahmbhatt
Managing Director
DIN: 06520600



**SECRETARIAL COMPLIANCE REPORT OF MAYUKH DEALTRADE LIMITED FOR THE
FINANCIAL YEAR ENDED 31ST MARCH, 2024**

To,
Board of Directors,
Mayukh Dealtrade Limited.
Office No. 101 on 1st Floor, Crystal Rose C.H.S
Datta Mandir Road, Mahavir Nagar, Kandivali West,
Mumbai City, Mumbai-400067.

We have examined

- (a) all the documents and records made available to us and explanation provided by M/s. **Mayukh Dealtrade 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 **March 31, 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, Notification and 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, 2009 & Thereafter 2018. During the audit period we noted that the Company has issued 2,00,00,000 Warrants i.e. equity convertible warrants in the F.Y. 2022-23 and the warrant holders has started the conversion of warrants in to equity shares in the F.Y. 2022-23, the company has issued and allotted shares pursuant to the conversion of warrants in to equity shares as per the exercise amount and warrant conversion applications received from warrant holders in the F.Y. 2023-24, the company has completed the listing and trading permission of the issued and allotted shares with BSE Ltd. as per the applicable regulations of SEBI subject to the delay submission of listing application in one case.
- (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 to the Company during the audit period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the Company during the audit period.**

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; **Not applicable to the Company during the audit period.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable to the Company during the audit period.**
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and 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.	Action taken by	Details of Non-compliance	Details of action taken	Remarks by PCS, if any
1	BSE Ltd.	It has been observed that your company has not approached the exchange for listing application of 9,50,000 equity shares issued under preferential issue. Company shall make application to the exchange/s for listing in case of further issue of equity shares from the date of allotment within 20 days	Penalty levied of Rs. 3,30,400/- including GST imposed by BSE Ltd. on the Company	The Company has informed to us, that the SOP fine of Rs. 3,30,400/- including GST paid by the Company dated 18 th February, 2024. and there were no other fine/penalties was taken during the year.
2	BSE Ltd.	The Company has received communication from BSE Ltd. regarding non-appointment of CS cum compliance officer under Regulation 6(1)	The Company has received a notice of Fine SOP Fine under regulation 6(1) of SEBI LODR Regulations, 2015.	As per the information given by the company's management, the Company is in process of finding suitable candidature for appointment as Company Secretary & Compliance Officer of the Company. The Company's management has informed that the company is under process to make waiver application to BSE Ltd. as there is a provision for appointment of KMP within 6 months from the date of vacation of position.

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

Sr. No.	Observations of PCS in previous reports	Actions taken by listed entity, if any	Comments of the PCS on the actions taken by the listed entity
1	Previous year 24A was not applicable to the company, this is the first year of 24A applicability on the company.	NA	NA

Note:

- i) The management of the Company has informed to us the as per the Regulation 15 (2) of SEBI (LODR) Regulations, 2015 the certain Regulations and compliances were not applicable on the company as per the Audited Financials of the company as on 31st March, 2023 and during the year as per the 9 month ended u-audited results the paid up capital of the company has been increase to more than 10 crore and accordingly the company is required to the comply the said regulations stated in Regulation 15 of SEI (LODR) Regulations 2015 on or before 6 months from the increase in share capital or net worth as per the criteria, accordingly company has started the compliances of the said regulation.
- ii) The management of the company has informed due to increase in capital and applicability of the regulation 17 to 27, 46 & 47 the company has structured its board and board committee's composition accordingly and the constitution of committees of the board has also been reconstituted accordingly.

The additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance (ASCR) in terms of the BSE Circular reference No. 20230410-41 dated; April 10, 2023, are given in the attached Annexure.

Annexure

Additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance (ASCR) in terms of BSE Circular reference no. 20230410-41 dated: April 10, 2023

Sr. No.	Particulars	Compliance Status Yes/No/NA	Remarks by PCS
1.	Secretarial Standards: The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the ICSI, as notified by the CG under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Satisfactory
2.	Adoption and timely Up-dation of the Policies:		

	<p>1. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>2. 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>	<p>Yes</p> <p>Yes</p>	<p>Satisfactory</p>
3.	<p>Maintenance and disclosures on Website:</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 	<p>Yes</p>	<p>Satisfactory</p>
4.	<p>Disqualification of Director:</p> <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>	<p>Yes</p>	<p>Satisfactory</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>a). Identification of material subsidiary companies;</p> <p>b). Disclosure requirement of material as well as other subsidiaries.</p>	<p>Yes</p>	<p>Satisfactory</p>
6.	<p>Preservation of Documents:</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>	<p>Yes</p>	<p>Satisfactory</p>
7.	<p>Performance Evaluation:</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.	Yes	Satisfactory
8.	<p>Related Party Transactions:</p> <p>a). The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>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.</p>	Yes NA	Satisfactory No such cases observed
9.	<p>Disclosure of events or information:</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	Satisfactory
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Satisfactory
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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 (**).</p>	Yes	<p>there is action was taken during the audit review period for the F. Y. 2023-24 against the company by Stock Exchange for following non-compliances:</p> <p>1) 14 days delay submission of Listing application for Equity shares allotted pursuant to conversion of warrants by the company under SEBI Regulations and BSE Ltd. imposed penalty of Rs. 3,30,400/- including GST and the</p>

			<p>company has made the payment of the penalty to BSE Ltd.</p> <p>2) The Company Secretary of the Company has resigned w.e.f. 12th October 2023, and the company has no appointed the Company Secretary till 31st March, 2024. (The Management of the company has informed that company is under process to appoint appropriate candidate as Company Secretary & Compliance Officer under Regulation 6(1) of SEBI (LODR) and informed there a is time f pent of 6 months from the vacation of post of Compliance Officer.</p>
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	<p>Except the information provided in above point no. 11 no additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>

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:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<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</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No such cases were observed during the review period.</p>

	quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor		
	<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 concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <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>	<p>NA</p> <p>NA</p>	<p>No such cases were observed during the review period.</p> <p>No such cases were observed during the review period.</p>

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 18th October, 2019.	NA	No such cases were observed during the review period.
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For Brajesh Gupta & Co.
Practicing Company Secretary



CS Brajesh Gupta
Practicing Company Secretary
Mem No. 33070 (A) CP No: 21306

UDIN: A033070F000497391

Date: 30th May, 2024

Place: Indore

PRACTICING COMPANY SECRETARY