



To,

Date: 14<sup>th</sup> May, 2024

<b>Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, 28<sup>th</sup> Floor, Dalal Street, Fort, Mumbai – 400001</b>	<b>Scrip Code: 531997 Symbol: VUENOW ISIN: INE164D01010</b>
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**Subject: Annual Secretarial Compliance Report under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31.03.2024.**

Dear Sir/Ma'am,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and BSE Notice No. 20230316-14 dated March 16, 2023 please find enclosed the Annual Secretarial Compliance Report of the Company dated 14<sup>th</sup> May, 2024 issued by Mr. Vikas Kumar Verma Managing Partner of M/s. Vikas Verma & Associates, Practicing Company Secretaries, for the financial year 2023-24.

This is for your information and records.

Thanking You,

Yours Faithfully,

**For and on behalf of  
Vuenow Infratech Limited  
(Formerly known as Good Value Irrigation Limited)**

RAHUL  
ANANDRAO  
BHARGAV

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RAHUL ANANDRAO  
BHARGAV  
Date: 2024.05.14  
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**Rahul Anandrao Bhargav  
Managing Director  
DIN: 08548577  
Date: 14.05.2024**

**Encl: As above**

**VUENOW INFRATECH LIMITED**

CIN: L62099MH1993PLC074167

Reg. Office: Unit No. 406 & 407, A Wing, Atrium, Near ACME Plaza, Andheri Kurla Road, Andheri East  
Mumbai - 400059, Maharashtra

E-Mail: [goodvalueirrigationltd@gmail.com](mailto:goodvalueirrigationltd@gmail.com) Website: <https://www.vuenowinfratech.co.in>



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF VUENOW INFRATECH LIMITED  
(FORMERLY KNOWN AS GOOD VALUE IRRIGATION LIMITED) FOR THE YEAR  
ENDED 31<sup>ST</sup> MARCH, 2024**

We Vikas Verma & Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **VUENOW INFRATECH LIMITED (Formerly Known as GOOD VALUE IRRIGATION 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 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; (**Not Applicable for the period under review**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable for the period under review**)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable for the period under review**)

Office Address:- B-502, 5<sup>th</sup> Floor, Statesman House, 148, Barakhamba Road, New Delhi – 110001

Firm Registration No:- **P2012DE081400**, Udyog Aadhaar Number:- **DL03D0019626**

GST No.:- **07AAOFV2342L1ZR**, Peer Review Certificate No.**899/2020**

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# Vikas Verma & Associates, Company Secretaries



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable for the period under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/guidelines issued thereunder;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (k) Other Regulations as applicable.

And circular/guidelines/ issued thereunder

And based on the above examination, we hereby report that, during the Period under Review:

- (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 / Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL									

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation	17(1 A)	Appointment of Non-Executive Director	BSE Limited ("The Stock	Fine	Appointment of Non-Executi	2,78,000	Stock Exchange imposed the fine for	The Company has	

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			after attaining age of 75 Years	Exchange ”)		ve Director after attaining age of 75 Years		non-compliance of regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company has paid the fine imposed.	paid Fine imposed by BSE Limited and the Company is complying Regulation 17(1A)	
<b>2.</b>	<b>Regulation</b>	23(9)	Non-Submission of details of Related Party Transaction	BSE Limited (“The Stock Exchange ”)	Fine	Non-Submission of details of Related Party Transaction	<b>3,05,000</b>	Stock Exchange imposed the fine for non-compliance of regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company has paid the fine imposed.	The Company has paid Fine imposed by BSE Limited and the Company is complying Regulation 23(9)	
<b>3.</b>	<b>Regulation</b>	27(2)	Non-Submission of Corporate Governance Report	BSE Limited (“The Stock Exchange ”)	Fine	Non-Submission of Corporate Governance Report	<b>1,04,000</b>	Stock Exchange imposed the fine for non-compliance of regulation 27(2) of	The Company has paid Fine imposed by	

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								SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Company has paid the fine imposed.	BSE Limited and the Company is complying Regulation 27(2)	
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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/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	
2.	<p><u>Adoption and timely updation of the Policies:</u></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 entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	YES	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> </ul>	YES	

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	<ul style="list-style-type: none"> <li>• Timely dissemination of the documents/ information under a separate 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>		
4.	<p><u>Disqualification of Director:</u></p> <ul style="list-style-type: none"> <li>• None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</li> </ul>	YES	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <ul style="list-style-type: none"> <li>• Identification of material subsidiary companies.</li> <li>• Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	N.A.	Not Applicable For the period Under review
6.	<p><u>Preservation of Documents:</u></p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>	YES	
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 as prescribed in SEBI Regulations.</p>	YES	
8.	<p><u>Related Party Transactions:</u></p> <ul style="list-style-type: none"> <li>• The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</li> <li>• 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.</li> </ul>	N.A.	Not Applicable For the period Under review

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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 thereunder.	YES	
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	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> • No Actions 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.	No	The Securities and Exchange Board of India imposed fine of Rs. 1,00,000 on Mr. Vishwajit B Dahanukar and Rs. 1,00,000 Ms. Gopika Dilip Dahanukar Promoter of the Company in respect of Non-compliance of disclosure under regulation 30(2) r/w 30(3) of SEBI SAST Regulation
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	

**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)	Observation/Remarks by PCS*
<b>1.</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	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 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 iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year,	YES	

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	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.		
<b>2.</b>	<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 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</p>	NA	(The Provision is not applicable during the under review)

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	entity/ its material subsidiary has not provided information as required by the auditor.		
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	(The Provision is not applicable during the under review)

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

### 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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

**For & on behalf of  
Vikas Verma & Associates  
Company secretaries  
FRN: P2012DE081400**

VIKAS  
KUMAR  
VERMA

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by VIKAS KUMAR  
VERMA  
Date: 2024.05.14  
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**Vikas Kumar Verma  
Managing Partner  
M. No. F9192  
C.O.P. No.: 10786**

**Date: 14-05-2024  
Place: New Delhi  
UDIN: F009192F000368210**

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