

ADVIK CAPITAL LTD.

(A BSE Listed Company)

CIN: L65100DL1985PLC022505
Web: www.advikcapital.com
Email.: info@advikcapital.com

Tel.: +91-9289119981

May 30, 2024

Scrip Code: 539773

Listing Compliance Department BSE Limited Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001

Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024

Dear Sir/Ma'am,

Please find enclosed herewith the Annual Secretarial Compliance Report pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Year ended March 31, 2024.

You are requested to take the same on your records.

Please disseminate this information on your official website and oblige.

Thanking You, Yours faithfully, for Advik Capital Limited

DEEPIKA Digitally signed by DEEPIKA MISHRA

Deepika Mishra

Company Secretary & Compliance Officer

SECRETARIAL COMPLIANCE REPORT OF ADVIK CAPITAL LIMITED FOR THE YEAR ENDED MARCH 31, 2024

The Members, Advik Capital Limited G-3, Vikas House, 34/1, East Punjabi Bagh, New Delhi- 110026

We, Kumar G & Co, Company Secretaries have conducted the Secretarial Compliance Audit of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the period ended March 31, 2024 of Advik Capital Limited ("the listed entity").

The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- a) all the documents and records made available to us, 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,

for the period 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, 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, 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 and Redeemable Preference Shares) Regulations, 2013; *
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

*Not Applicable to the period under review as there is no such transaction.

We hereby report that, during the review period the compliance status of listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Re marks 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 of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	Nil



2	Adoption and timely updation of the Policies:		
2	All applicable policies under SEBI Regulations are adopted with the		
	approval of board of directors of the listed entities	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and has		
	been reviewed & timely updated as per the	Yes	Nil
	regulations/circulars/guidelines issued by SEBI		
3	Maintenance and disclosures on Website:		
	The Listed Entity is maintaining a functional website	Yes*	The company
	• Timely dissemination of the documents/information under a		has been advised
	separate section on the website	Yes*	to timely upload
			the data on website as per
			Regulation 46 &
			62 of SEBI
			(LODR)
			Regulations,
			2015
	Web-links provided in annual corporate governance reports under	Yes*	Nil
	Regulation 27(2) are accurate and specific which re-directs to the		' '''
	relevant document(s)/section of the website		
4	Disqualification of Director:		
	None of the Director(s) of the Company are disqualified under		N.1:1
	Section 164 of the Companies Act, 2013 as confirmed by the Listed	Yes	Nil
5	Entity		
)	Details related to Subsidiaries of Listed Entities have been		
	examined w.r.t.:	Yes	Company has
	(a) identification of material subsidiary companies	163	two subsidiary
			companies out
			of which M/s.
			Advikca
			Finvest Limited
			is considered as
			a material
			subsidiary and
			M/s. Advik
			Optoelectronic
			s Limited
			doesn't fall
			under the
			definition of material
			subsidiary
			company.
	(b) Disclosure requirement of material as well as other	Yes	Nil
	subsidiaries		
6	Preservation of Documents:		
	The Listed Entity is preserving and maintaining records as prescribed	Yes	Nil
	under SEBI Regulations and disposal of records as per policy of		
	Preservation of Documents and Archival policy prescribed under SEBI		
7	LODR Regulations, 2015 Performance Evaluation:		
1	i enormance Evaluation.		

	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	Related Party Transactions: (a) The Listed Entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	Nil
	(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	Nil
9	Disclosure of events or information: 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 except as provided under separate paragraph herein	Yes	Nil
10	Prohibition of Insider Trading: The Listed Entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11	Actions taken by SEBI or Stock Exchange(s), if any: 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	Nil
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as provided under separate paragraph herein.	Yes	Nil

^{*} with some delays and omissions, which were advised for correction during the audit process

Compliances related to resignation of Statutory Auditors from Listed Entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Re marks by PCS
1	Compliances with the following conditions while appointing/re-appoin	ting an auditor	
	 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, 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 	NA	No instance of resignation of statutory auditors during the year under review

	financial year.		
2	Other conditions relating to resignation of Statutory auditor	I.	I
	i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 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. 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. 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 communicate its views to management and the auditor. 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.	NA	No instance of resignation of statutory auditors during the year under review
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 instance of resignation of statutory auditors during the year under review

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:-

S. No.	Compliance requirement (Regulations/ circular/ guidelines including specific clause)	Regulation/ Circular No.	Deviati ons	Action Taken by	Type of action i.e. Advisory/Fin e/Show cause notice/warnings etc	Details violations	of	Fine Am oun t	Observations/ Remarks by PCS	Management Response	Re mar ks	
-----------	---	--------------------------------	----------------	-----------------------	---	-----------------------	----	------------------------	---------------------------------	------------------------	-----------------	--



1.	SEBI	Regulation	Discrep	SEBI	SEBI a	asked	Examination	-	Clarification was	Again, a	-
	(Substantial	10 (7)	ancies		for		report was		submitted and	clarification	
	acquisition of		in the		clarificati	ion	received on the		the requisite fees	letter was	
	shares and		disclosu		on the p		matter under		of Rs. 1,50,000/-	submitted to	
	takeovers)		re		raised	in	which Mrs.		has been paid by	SEBI on	
	regulations,				examina		Manju Agarwal		the acquirers in	November 8,	
	2011				report.		and Mr.		the previous	1	
	"Takeover						Virender Kumar		financial year	continuation	
	Code"						Agarwal (Karta		2022-23 on	of the same	
	2 040						of Virender		December 26,	matter.	
							Kumar Agarwal,		2022, as	matter.	
							HUF), being		stipulated in		
							Acquirers, had		Regulation 10(7).		
							acquired				
							39,24,000				
							Equity Shares				
							from Rishab				
							Kumar Agarwal,				
							Promoter of the				
							Company on				
							September 10,				
							2018, by				
							way of gift				
							(Inter-se transfer)				
							and disclosure				
							pursuant to the				
							provisions under				
							Regulation 10(7)				
							of SAST				
							Regulations, was				
							not disclosed				
							under stipulated				
							time period.				
2.	SEBI	Regulation	Delaye	SEBI	Proceedi	ings	Intimation was	-		The Company	-
	(Substantial	29 (1) and	d filing		against	Ŭ	delayed			has submitted	
	acquisition of	(2)	O		section	15	reported to the			the reply. A	
	shares and				A(b) of		stock exchange			Notice under	
	takeovers)					Act,	on June 04,			Rule 4 (1) of	
	regulations,				1992 ma					the SEBI	
	2011				initiated	-	Capital Limited			(Procedure for	
	"Takeover				the Bo	oard.	but the			Holding	
	Code"				Also, Re	eg 5	transaction was			Inquiry and	
					of	SEBI	executed on			Imposing	
					(Settleme	ent	11/10/2021,			penalties)	
					Proceedi		20/10/2021,			Rules, 1995	
					Regulation	_	15/02/2022 and			vide Notice	
					2018 to		19/04/2022 and			No. SEBI/EAD-	
					initiated		the responsible			3/BM/JR/1516	
					under v		entity was Mr.			3/3/2024	
					the		Vikas Garg, Mrs.			dated April 24,	
					settleme	nt	Seema Garg and			2024. An	
					amount		Ms. Sukriti Garg,			adjudicating	
					Rs		during the			officer has	
<u> </u>		l			1		6	·			

		1						
					17,57,800/-	process of open	appointed to	
						offer made to	enquire into	
						the public	and adjure	
						shareholders of	under section	
						Advik Capital	15 A(b) of the	
						Limited.	SEBI Act for	
							the aforesaid	
							non-	
							compliance.	
3.	Master	F	Prior	RBI	Clarification/	Company's	The Company	
	Directions	ā	approv		explanation	change in	has given its	
	for NBFC:	ā	al was		regarding	management of	clarifications	
	Notification	r	not		appointment	more	and documents	
	No. Master	t	taken		of Shri	than 30%	as demanded	
	Direction	f	for		Pankaj as	triggered and	by the RBI	
	DNBR.PD.00	á	appoint		Director in	prior approval	time to time	
	7/03.10.119/		ment of		the company	of RBI was not	and followed	
	2016-17,	E	Executi		without	taken by the	the instructions	
	('NBFC		ve		obtaining	Company as it	given by RBI.	
	Directions'),		Directo		prior	was understood	Further, it got	
	J 3 3 ,,	r			approval of	that post	the Post-Facto	
					RBI.	appointment of	approval of	
						Mr. Pankaj as	appointment	
						Whole-Time	of Mr. Pankaj	
						Director, the	with some	
						Board of	suggestions.	
						Directors	348863(10113.	
						comprises four		
						Directors		
						excluding		
						Independent		
						Directors which		
						formulates 25%		
						in change-in-		
						•		
						management.		

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

S. No.	Compliance requirement (Regulations/ circular/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action i.e. Advisory/Fi ne/Show cause notice/war nings etc	Details of violations	Fine Amount	Observations /Remarks by PCS	Management Response	Remarks	
NIL											



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 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.

For KUMAR G & Co. Company Secretaries

PANKAJ Digitally signed by PANKAJ KUMAR GUPTA Date: 2024.05.29 17:54:31 +05'30'

GUPTA P. K.

M.No. : A14629 | CP : 7579 UDIN: A014629F000489708 Date: May 29, 2024 Place: New Delhi