



ADVIK CAPITAL LTD.

(A BSE Listed Company)

CIN: L65100DL1985PLC022505

Web: www.advikcapital.com

Email.: info@advikcapital.com

Tel.: +91-9289119981

May 30, 2024

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

Scrip Code: 539773

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 MISHRA

Deepika Mishra
Company Secretary & Compliance Officer

Regd. Office: Vikas House, 34/1, Vikas Path, East Punjabi Bagh, New Delhi – 110026

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/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 of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	Nil

	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 (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 Yes	Nil 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/Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing 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

1.	SEBI (Substantial acquisition of shares and takeovers) regulations, 2011 "Takeover Code"	Regulation 10 (7)	Discrepancies in the disclosure	SEBI	SEBI asked for clarification on the points raised in examination report.	Examination report was received on the matter under which Mrs. Manju Agarwal and Mr. Virender Kumar Agarwal (Karta of Virender Kumar Agarwal, HUF), being Acquirers, had 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.	-	Clarification was submitted and the requisite fees of Rs. 1,50,000/- has been paid by the acquirers in the previous financial year 2022-23 on December 26, 2022, as stipulated in Regulation 10(7).	Again, a clarification letter was submitted to SEBI on November 8, 2023 in continuation of the same matter.	-
2.	SEBI (Substantial acquisition of shares and takeovers) regulations, 2011 "Takeover Code"	Regulation 29 (1) and (2)	Delayed filing	SEBI	Proceedings against section 15 A(b) of the SEBI Act, 1992 may be initiated by the Board. Also, Reg 5 of SEBI (Settlement Proceedings) Regulation, 2018 to be initiated under which the settlement amount is of Rs	Intimation was delayed reported to the stock exchange on June 04, 2022 by Advik Capital Limited but the transaction was executed on 11/10/2021, 20/10/2021, 15/02/2022 and 19/04/2022 and the responsible entity was Mr. Vikas Garg, Mrs. Seema Garg and Ms. Sukriti Garg, during the	-		The Company has submitted the reply. A Notice under Rule 4 (1) of the SEBI (Procedure for Holding Inquiry and Imposing penalties) Rules, 1995 vide Notice No. SEBI/EAD-3/BM/JR/1516 3/3/2024 dated April 24, 2024. An adjudicating officer has	-

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

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/Findings/Show cause notice/warnings 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
KUMAR GUPTA

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