

18th July, 2023

To,

Bombay Stock Exchange Limited PJ Towers, Dalal Street, Mumbai-400001

Dear Sir/Madam

BSE script code 542670

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2023.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by CS Aakruti Somani, Practicing Company Secretary for the year ended 31st March, 2023.

This is for the information of the exchange and the members.

Please take the note of above

Thanking You. Yours Faithfully,

For Artemis Electricals and Projects Limited

Shiv Kumar Singh

Whole Time Director and CFO

DIN: 07203370

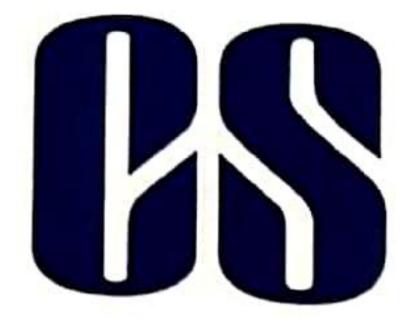
### ARTEMIS ELECTRICALS AND PROJECTS LIMITED

(Formerly Known as Artemis Electricals Limited)

CIN: L51505MH2009PLC196683

Regd. Office: Artemis Complex, Gala No. 105 & 108, National Express Highway, Vasai (East), Thane - 401208.

Phone: 022 - 35722456 / 79635174 • E.: contact@artemiselectricals.com • Web site: www.artemiselectricals.com



# Aakruti Somani (Practicing Company Secretary)

53 Narsingh Bazaar Flat no. 102 Indore (M.P.) 452002

Email Id: somaniaakruti31@gmail.com

Mobile no.: +91 9584444155

PAN: GHJPS7273H

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## Secretarial Compliance Report of ARTEMIS ELECTRICALS AND PROJECTS LIMITED for the financial year ended 31st March, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Artemis Electricals And Projects Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane 401208. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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 in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

#### I Aakruti Somani have examined:

- (a) all the documents and records made available to us and explanation provided by Artemis Electricals
   And Projects 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 31st March, 2023 ("Review Period") 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:-

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- (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 to the Company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (not applicable to the Company during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the Company during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (not applicable to the Company during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) (other regulations as applicable)

and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of such SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Secretarial Standards:  The compliances of the listed entity are in accordate with the applicable Secretarial Standards (SS) is by the Institute of Company Secretaries India (ICSI notified by the Central Government under section 1180)	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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		None



2.	Adoption and timely updation of the Policies:  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors ofthe listed entities	Yes	None
	<ul> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Voc	None
3.	Maintenance and disclosures on Website:		
	<ul> <li>The Listed entity is maintaining a functional website</li> </ul>	Yes	None
	<ul> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>		None
	<ul> <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>	Yes	None
4.	Disqualification of Director:	Yes	None
,	None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmedby the listed entity.	. 1	

Sr. No.	Particulars	Compliance Status (Yes/No/NA )	Observations/ Remarks by PCS*
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries		The Listed Entity does not have any material subsidiary. In terms of Other Subsidiaries Company has one subsidiary company and it complies with all disclosure requirement.



6.	Preservation of Documents:	Yes	None
	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.		
7.	Performance Evaluation:	Yes	None
	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.		
8.	Related Party Transactions:	Yes	Prior Approval was taken for all Related
	<ul> <li>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</li> <li>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by</li> </ul>		Party Transactions.
	the Audit Committee, in case no prior approval has been obtained.		
9.	Disclosure of events or information:	Yes	None
•	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 prescribedthereunder.		
10.	Prohibition of Insider Trading:	Yes	None
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	Actions taken by SEBI or Stock Exchange(s), if any:  No action(s) has been taken against the listed entit its promoters/ directors/ subsidiaries either by SEBI by Stock Exchanges (including under the Standar Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circular guidelines issued thereunder except as provided under separate paragraph herein (**).	rd us rs/	As informed by the Management, no Actions were taken Against the Company/its promoters/ directors/ subsidiaries either by SEBI or by BS with Sebagulations and Sebagulations a

			issued there under during the year under review.
12.	Additional Non-compliances, if any:  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	No additional non compliance were observed for any SEBI regulation/circular/guidance note etc. During the year under review.



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as perSEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

No event relating to resignation of auditor has occurred during the review period; hence, this clause is not

applicable.

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*						
1.	Compliances with the following conditions while appointing/re-appointing an auditor								
	<ol> <li>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</li> </ol>	NA	NA						
	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		NA						
	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 auditreport for such financial year.		NA						
2.	Other conditions relating to resignation of statutory a	uditor							
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee:	NA	NA						
	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		NA  RUTI SOMANI * NEW LONG S4612  SOP: 20395 LU						

 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.	NA	NA
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 resignas mentioned above and communicate its views to the management and the auditor.	NA	NA
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.		
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/		NA
CFD/CMD1/114/2019 dated 18th October, 2019.		NA

<sup>\*</sup>Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(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:

r. N o.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulat ion/ Circula rNo.	Deviati	Action Taken by	Typ e of Act ion	Details of Violati on	Fin c Amo unt	Observations/Re-marks of the Practicing Company Secretary	ment	Re - mar ks
I I I I I I I I I I I I I I I I I I I	Regulation 23(9) of SEBI LODR Regulations, 2015 - the listed entity shall submit within 15 days from the date of consolidated inancial esults for the half rear ended.	of SEBI LODR Regulati	For the half year ended Septem ber 30, 2022, the disclos ure of RPT was filed with a delay of 4 days.	Limite d (Stock	Imposed	Compa ny has not submit s the Disclos ure relatin g to Regula tion 23(9) within time framed		The Company has submited the disclosure and file the applicatio n of waive of the fine imposed by the Stock Exchange	due to a technical issue in the new XBRL format for Regulatio n 23(9)	N



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

	previo	us reports:			•	ms to con		ine obse	vations i	nade in
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## Assumptions & Limitation of scope and Review:

 Compliance of the applicable laws and ensuring the authenticity of documents and information furnished,

are the responsibilities of the management of the listed entity.

Our responsibility is to certify based upon our examination of relevant documents and information. This

is neither an audit nor an expression of opinion.

 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 hasconducted the affairs of the listed entity.

Place: Mumbai

Date:18/07/2023

Signature:

CS Aakruti Somani

Practicing Company Secretary

ACS No.: 54612 COP no.: 20395

UDIN:

A054612E000630594

COMPA

PR No.: 2083/2022