

18<sup>th</sup> 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.**

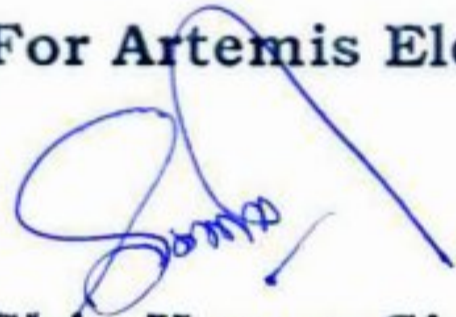
Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by CS Aakruti Somani, Practicing Company Secretary 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](mailto:contact@artemiselectricals.com) • Web site : [www.artemiselectricals.com](http://www.artemiselectricals.com)



**Aakruti Somani**  
**(Practicing Company Secretary)**

53 Narsingh Bazaar Flat no. 102  
Indore (M.P.) 452002  
Email Id: [somaniaakruti31@gmail.com](mailto:somaniaakruti31@gmail.com)  
Mobile no.: +91 9584444155

**PAN: GHJPS7273H**

**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:

- all the documents and records made available to us and explanation provided by Artemis Electricals And Projects Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- 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, 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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 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.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>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.</p>	Yes	None



2.	<b>Adoption and timely updation of the Policies:</b> <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 have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	None  None
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <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>	Yes  Yes  Yes	None  None  None
4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	Yes	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.	<b>Preservation of Documents:</b> 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.	Yes	None
7.	<b>Performance Evaluation:</b> 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	None
8.	<b>Related Party Transactions:</b> (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	Prior Approval was taken for all Related Party Transactions.
9.	<b>Disclosure of events or information:</b> 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	None
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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	As informed by the Management, no Actions were taken Against the Company/its promoters/ directors/ subsidiaries either by SEBI or by BSE under SEBI Regulations and circulars/ guidelines



			issued there under during the year under review.
12.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	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 per SEBI 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.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<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 quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p> <p>NA</p>
2.	<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</p>	<p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p>

*(Signature)*

**AAKRUTI SOMANI**  
M.No. 54612  
SOP:20395  
COMPANY SECRETARY

	<p>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:</p> <p>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>	NA	NA
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
			NA

*\*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:





Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 23(9) of SEBI LODR Regulations, 2015 - the listed entity shall submit within 15 days from the date of publication of its standalone and consolidated financial results for the half year ended.	Regulation 23(9) of SEBI LODR Regulations, 2015	For the half year ended September 30, 2022, the disclosure of RPT was filed with a delay of 4 days.	BSE Limited (Stock Exchange)	Fine Imposed	Company has not submits the Disclosure relating to Regulation 23(9) within time framed	Rs. 47,200/- (inclusive GST)	The Company has submitted the disclosure and file the application of waive of the fine imposed by the Stock Exchange	due to a technical issue in the new XBRL format for Regulation 23(9)	NA




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

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 23(9) of SEBI LODR Regulations, 2015 - the listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year.	Regulation 23(9) of SEBI LODR Regulations, 2015	For the year ended March 31, 2021, the Annual Compliance Report was filed with a delay of 7 days.	BSE Limited	Fine Imposed	Company has not submitted the Disclosure within time framed	Rs. 1,00,300/ (inclusive GST)	The Company has paid the requisite fine.	Due to technical reason and increase covid 19 cases in our premises there for a delay of 17 days.	The Company has paid the requisite fine.



2.	Regulation 24A of SEBI LODR Regulations, 2015 – Annual Compliance Report shall be submitted to Stock Exchange within 30 days from end of Financial Year.	Regulation 24A of SEBI LODR Regulations, 2015	The Company has made delayed intimation of the Board Meeting for the Months of February 2021 and July 2021.	BSE Limited	Fine Imposed	Company has not submitted the Disclosure within time framed	Rs. 33,040/ (inclusive GST)	The Company fine has paid the requisite fine.	Due to technical reason and increase covid 19 cases in our premises there for delay of 7 days.	The Company has paid the requisite fine.
3.	Regulation 29(2) 29(3) of SEBI LODR Regulation, 2015 - The Company shall give an advance notice of at least 5 days for Financial Result.	Regulation 29(2) 29(3) of SEBI LODR Regulation, 2015	The Company has made delayed submission of the standalone financial results for the FY and quarter ended March 2020, June 2020 and March 2021.	BSE Limited	Fine Imposed	Company has not submitted the Disclosure within time framed	Rs. 23,600/ - (inclusive of GST)	The Company has paid the requisite fine for the month of February, 2021 and month of July, 2021 was waived by the BSE limited on the request of the company due to lockdown and covid cases in	Due to technical reason there for shorter of 1 day for the Months of February 2021 and July 2021.	The Company has paid the requisite fine.



								the compan y premise		
4.	Regulation 33 of SEBI LODR Regulation, 2015 – The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, (other than last quarter) along with Limited Review Report or Audit Report as applicable	Regulation 33 of SEBI LODR Regulation, 2015	For the year ended March 31, 2021, the Annual Compliance Report was filed with a delay of 7 days.	BSE Limited	Fine Imposed	Company has not submitted the Disclosure within time framed	Rs. 3,00,900/- (inclusive of GST)	The BSE Limited has waived fines of Rs. 3,00,900/- on the request of the Company for Quarter ended June, 2020.  The Company has paid Rs. 1,71,100/- and balance amount of Rs. 88,500/- was waived by the BSE Limited  The BSE	Due to technical reason and impact of covid 19 in our premises there was delay in submission of Financial Results.	NA




								Limited has waive fines of Rs. 41,300/- on the request of the Compan y for quarter and year ended March, 2021		
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**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.

**Place: Mumbai**

**Date: 18/07/2023**

Signature: 

**CS Aakruti Somani**



**Practicing Company Secretary**

**ACS No.: 54612 COP no.: 20395**

**UDIN: A054612E000630594**

**PR No.: 2083/2022**