



CIN : L85110KA1993PLC013875

# 46, Old No. 32/1, Ground Floor, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bengaluru - 560 042 INDIA

Tel : 91-80-25594145 / 25594146. Fax : 91-80-25594147

E-mail : info@ovobelfoods.com. URL : http://www.ovobelfoods.com

20 June 2024

To  
The BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400001

Dear Sir /Madam,

Sub: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Ref: BSE Scrip Code: 530741**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the revised Annual Secretarial Compliance Report for the financial year ended March 31, 2024 issued by Suman Bajoria, Practicing Company Secretary.

This is for your kind information and record.

For Ovobel Foods Limited

**Prakriti** Digitally signed by  
Prakriti Sarvouy  
**Sarvouy** Date: 2024.06.20  
14:29:20 +05'30'

Prakriti Sarvouy  
Company Secretary  
ACS: 21962  
Encl. as stated above

*Suman Bajoria*  
*Company Secretary*

**SECRETARIAL COMPLIANCE REPORT OF OVOBEL FOODS LIMITED**  
**FOR THE FINANCIAL YEAR ENDED 2023-24**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Ovobel Foods Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore Karnataka 560042. 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, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, 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:

- (a) I Suman Bajoria, Practicing Company Secretary have examined:
- (b) All the documents and records made available to us and explanation provided by Ovobel Foods Limited("the listed entity"),
- (c) The filings/submissions made by the listed entity to the stock exchanges,
- (d) Website of the listed entity,
- (e) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for they earended31 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(Buy back of Securities) Regulations,2018;

*Flat No 602, Mahaveer Chalet, Basavanapura Main Road*  
*Bhattachhalli, Old Madras Road, Bengaluru-560049*  
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*Email: cssumanbajoria@gmail.com*

*Suman Bajoria*  
*Company Secretary*

- (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 Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Companies Act, 2013 (other regulations as applicable)

And circulars/ guidelines issued thereunder;

I/We 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.	<b>Secretarial Standards:</b> 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.	Yes	
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	Done as required.

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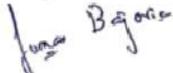
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*Company Secretary*

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	Compliances in this regard were made during the year under review
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 of the director is disqualified during the year under review

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>	NA	The Company does not have a subsidiary
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	All the records were maintained during the year under review
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	The same had been done during the year.

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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	Wherever required the Company has also obtained approval of Members of the Company.
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 with in the time limits prescribed thereunder.	Yes	As per our findings the Company has made all compulsory disclosures to Stock Exchange as required during the year under review.
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	The Company has maintained a structured digital database during the year under review.
  Suman Bajoria Company Secretary M.No: 20904 C.P.No: 17602 Place: Bengaluru			

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Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS*
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>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(**).</p>	Yes	No such actions has been taken 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 etc.</p>	No	<p>As per the provisions of Regulation 17(1)(c) of SEBI (LODR) the board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.</p> <p>The Company fell in the category of Top 2000 cos. for the FY 2023-24 and Company had 6 Directors with effect from 04 April 2023 till 30 May 2023 only.</p>

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

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>		

*Flat No 602, Mahaveer Chalet, Basavanapura Main Road*  
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	<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 audit or 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>	NA	No resignation of auditor during the year under review
<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>	NA	No resignation of auditor during the year under review

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S r . N o .	Partic ulars	ComplianceStatus(Ye s/No/NA)	Observations/Re marks byPCS*
	<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, alongwith 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 entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No resignation of auditor during the year under review

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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 18 <sup>th</sup> October, 2019.	NA	No resignation of auditor during the year under review. Further the Company does not have a subsidiary.
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*\*Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

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*Suman Bajoria*  
*Company Secretary*

(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	The board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors. The Company fell in the category of Top 2000 cos.	Regulation 17(1)(c) of SEBI (LODR)	During the FY 2023-24, the Company had 6 Directors with effect from 04 April 2023 till 30 May 2023 only.	None	None	During the FY 2023-24, the Company had 6 Directors with effect from 04 April 2023 till 30 May 2023 only. Non-compliance with the requirements pertaining to the composition of the Board is Rs.5000 per day. The Company has complied with the quorum of the Board meetings, as all the Directors of the Company		The Company is still required to appoint a 6 <sup>th</sup> Director, as on 31 March 2024, the Company is ranked 1999 as per market capitalization. However it was not able to find a suitable person. The Board is taking necessary steps to appoint the 6 <sup>th</sup> Director. The Company is considering to appoint other		

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							were present at all the Meetings of the Board.  None imposed as yet on the Company.		non executive Director if it fails to appoint an Independent Director.	
2	As per the provision of Regulation 24A(2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), 2015 every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year	Regulation 24A(2) of SEBI (LODR)	The Company filed a secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st march 2023.	None	None	The Company filed a secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st March 2023.	None	None	Missed inadvertently.  The Company will be regular in compliance with XBRL version as well.	

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

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*Company Secretary*

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	Submission of Financial Results under Regulation 33 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), 2015 for quarter / year ended 31 March 2021	Regulation 33 of SEBI (LODR) 2015	There was delay in filing the result by 1 day. The same was required to be filed on 30th June, 2021, but incorrect document was mailed, the same was rectified and filed on 1st July 2021.	BSE	The BSE levied a fine of Rs.5900 (including GST).	There was delay in filing the result by 1 day. The same was required to be filed on 30th June, 2021, but incorrect document was mailed, the same was rectified and filed on 1st July 2021.	5900	The BSE levied a fine of Rs.5900 (including GST).	The Company has taken measures to ensure timely filings of all the Compliances during the year including furnishing of results to BSE	No documentary evidence of payment of fine was received from the Company

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2	Intimation of date of Board meeting for the meeting held on June 30, 2021 for Financial results under Regulation 29(2)/29(3) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	Regulation 29(2)/29(3) of SEBI (LODR)	There was a delay in furnishing prior intimation about the meeting of the board of directors	BSE	The BSE levied a fine of Rs.11,800 (including GST) per instance of non-compliance per item.	There was a delay in furnishing prior intimation about the meeting of the board of directors	11,800	The BSE levied a fine of Rs.11,800 (including GST) per instance of non-compliance per item.	The Company has taken measures to ensure timely filings of all the compliances during the year including Board meeting intimations to BSE	No documentary evidence of payment of fine was received from the Company
3	As per the provision of Regulation 24A(2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year	Regulation 24A(2) of SEBI (LODR)	The Company filed a secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st march 2021.	None	None	The Company filed a secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st March 2021.	None	None	The Company had filed the said report in XBRL format for FY ended 31 March 2022.	Complied with subsequent year

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*Suman Bajoria*  
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4	47 (3)	SEBI (LODR) 2015	There was a delay of 1 day in publishing June 2022 quarter results in newspapers. The same was declared on 14 August 2022, the same was published in newspaper on 17 August 2022 instead of 16 August 2022.	None	None	There was a delay of 1 day in publishing June 2022 quarter results in newspapers. The same was declared on 14 August 2022, the same was published in newspaper on 17 August 2022 instead of 16 August 2022.	None imposed as yet	No other incident of delayed publishing in FY 22-23 except this one.	As per the Company holiday on 15 <sup>th</sup> August they missed to communicate with the newspaper agency for publication of results on 16 August 22. Thus there was a delay of one day.	The Company has complied with this provision during 23-24.
5	7 (2)	SEBI (PIT) 2015	There was delay in furnishing details of inter-se transfer of shares by the promoters. The transfer to immediate relative was made on 27 March 2023, promoter informed the Company on 29 March 2023. The Company filed the requisite disclosure under Regulation 7(2) of SEBI (PIT) regulations with Stock Exchange on 17 April 2023.	None	None	There was delay in furnishing details of inter-se transfer of shares by the promoters. The transfer to immediate relative was made on 27 March 2023, promoter informed the Company on 29 March 2023. The Company filed the requisite disclosure under Regulation 7(2) of SEBI (PIT) regulations with Stock Exchange on 17 April 2023.	None imposed as yet	The information must have been provided within 2 days of receipt of information to the Company.	Since the inter se among promoters in an offer of transaction and trading of shares, the Company was of the view that the same is not required to be filed with Stock Exchange under this Regulation	There was no transfer during the promoter's year under review. Thus this was not applicable in FY 23-24

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*Suman Bajoria*  
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6	The listed entity shall comply with the minimum public shareholding requirements	Reg 38 of SEBI (LODR) 2015 and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	The Company has obtained an order from Hon'ble National Company Law Tribunal, Bangalore dated 8 March 2022 approving the said Scheme of Capital Reduction. The Company as on 31st March 2022 has given effect to the reduction of share capital in its accounts and was awaiting an order from Bombay Stock Exchange for extinguishment of 10,00,000 equity shares subsequent to which the same will get effect on shareholding pattern. The said effect in the shareholding pattern was given effective 31 March 2023 upon receipt of order for extinguishment of shares from BSE. Due to reduction of share capital approved by the NCLT, the promoter shareholding has increased beyond the threshold limit	None	None	As on date of the report, the minimum public shareholding of the Company is not maintained.	None imposed as yet	Since there is a difference in dates of execution of order in shareholding pattern and the annual accounts of the Company, thus it is not required to reduce the shareholding of the promoters at the earliest to maintain minimum public holding.	Since the Company had not received BSE's order for extinguishment of the shares, the pattern of the Company was not affected due to the Order for Reduction of share capital. However during the year ended 31 March 2022, the Auditors took the strict view that as the Order of NCLT was received before 31 March 2022, the Order was made effective in the Accounts of the Company to give a true and fair view without waiting for other procedures for extinguishment of shares. The Company will ensure selling of promoter holding to	The same has been complied with during FY 23-24.
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			of 75% in accounts of the Company w.e.f. 31.03.2022 and in shareholding pattern of the Company w.e.f. 31.03.2023.						maintain MPS.	
7	The Company shall file MGT 7 (Annual Return) within 60 days of the Annual General Meeting	Sec 92 of the Companies Act, 2013	The Company till the date of this report has not filed the MGT 7 for FY ended 31 March 2022.	None	None	The Company till the date of this report has not filed the MGT 7 for FY ended 31 March 2022.	None imposed as per the Act if any company fails to file its annual return under section (4), before the expiry of the period specified therein, such company and its every officer who is in default shall be liable to a penalty of 5[ten thousand rupees] and in case of continuing failure, with a further penalty of one hundred rupees for each day after the first during which such failure	The Company till the date of this report has not filed the MGT 7 for FY ended 31 March 2022.	During the year due to share reduction, the same was supposed to be reflected in the FY 23-form. However, due technical error the Company was not able to fill the same in the form. The Company is finding alternate ways to file the same and will do that in some days.	The same has been filed with Registrar of Companies during FY 23-24 with applicable fine.

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							continues, subject to a maximum of 6[two lakh rupees in case of a company and fifty thousand rupees in case of an officer who is an default			
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*(Note:*

- 1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.*

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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.



*Suman Bajoria*  
Suman Bajoria  
Company Secretary  
M.No: 20904  
C.P.No: 17602  
Place: Bengaluru

**Place: Bangalore**  
**Signature:**  
**Date: 30.05.2024**  
**Suman Bajoria**  
**CP No. :17602**  
**UDIN: A20904F000499657**  
**PR No. : 3973/2023**

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