



MONARCH
NETWORK CAPITAL

Date: 30th May, 2022

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400 001 Scrip Code: 511551	To, National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: MONARCH
----------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------

Sub: Annual Secretarial Compliance Report for the F.Y. 2021-22

Dear Sir/ Ma'am,

With regards to captioned subject matter and Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2022, issued by M/s. VKM & Associates, Practising Company Secretaries.

We request you to kindly take the same on record.

Thanking you.

Yours faithfully,
For Monarch Network Capital Limited


Rupali Verma
Company Secretary & Compliance Officer
M. No. A42923



Monarch Network Capital Limited (CIN: L65920GJ1993PLC120014)

Regd. Off.: Unit No. PO4-01D, 4th Floor, Tower A WTC GIFT CITY, Block No. 51, Road 5 E, Zone-5, Gandhinagar - 382355, Gujarat

Corp. Off.: "Monarch House", Opp Prahladbhai Patel Garden, Near Ishwar Bhuvan, Commerce Six Roads, Navrangpura, Ahmedabad - 380009

T: +91-079-266 66 500 / +91-079-660 00 500 | **E:** reachus@mnclgroup.com | **W:** www.mnclgroup.com

VIJAY KUMAR MISHRA

B. Com (Hons.), A C A . F C S

PARESH D PANDYA

B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel. : 2207 7267

Fax : 2207 7542 Mob.: 93229 77388

E-mail: vkmassociales@yahoo.com

Annual Secretarial Compliance Report for the year ended 31st March, 2022

To,
The Members,
MONARCH NETWORTH CAPITAL LIMITED
Unit No. PO4-01D, 4th Floor,
Tower A WTC GIFT CITY,
Block No. 51, Road 5 E, Zone-5,
Gandhinagar - 382355, Gujarat.

We, VKM & Associates have examined:

- (a) All the documents and records made available to us and explanation provided by **Monarch Network Capital Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchange,
- (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, 2022 ("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:-

- (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, 2009; **During the year, the Company had allotted 29,90,000 Preferential Warrants (the "Warrants") convertible into equity share to Non Promoters category.**
- (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) Regulations, 2014; **During the year, the Company got approval for Monarch Network Capital Limited Employees Stock Options Scheme - 2021 for issuance of 8,00,000 options to employees of the Company and its subsidiaries.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, during the Review Period:

- (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 Requirements	Deviations	Observations/Remarks
NA			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken by	Details of Violation	Details of Action taken	Comments on the actions taken by the Company
1.	Securities and Exchange Board of India (SEBI)	Alleged violation of Section 12 A of SEBI Act, 1992 and Regulation 3(a), 3(b), 3(c), 3(d), 4(1) and 4(2)(e) of PFUTP Regulations.	SEBI <i>vide</i> show cause notice March 2021 called upon Company to show cause as to why appropriate action not be taken against it under the said regulations in the matter of IPO of Tijaria Polypipes Ltd and after deliberation by their final order dated 31/12/2021 charged Penalty of Rs.1,00,000/-	The Company has paid penalty of Rs.1,00,000/-.
2.	Securities and Exchange Board of India (SEBI)	Alleged violation of Section 12 A of SEBI Act, 1992 and Regulation 3(a), 3(b), 3(c), 3(d), 4(1) and 4(2)(e) of PFUTP Regulations.	SEBI <i>vide</i> show cause notice during February 2021 called upon Company to show cause as to why appropriate action not be taken against it under the said regulations in the matter of IPO of Tijaria Polypipes Ltd and after hearing conducted on 15 th December 2021 by their final order awaited.	Final order awaited
3	Securities and Exchange Board of India (SEBI)	Alleged violation of Section 12 A of SEBI Act, 1992 and Regulation 3(a), 3(b), 3(c), 3(d), 4(1) and 4(2)(e) of PFUTP Regulations.	SEBI <i>vide</i> show cause notice in 2013 called upon Company to show cause alleging synchronized trading in case of 2 clients in the shares of Sky Industries Ltd.,On July 2015 SEBI imposed penalty of Rs.35 Lakhs.The company appealed to SAT and SAT upheld the order.Aggrieved by the order the company preferred an appeal before Supreme court.AnSupremet court issued a stay on 06/05/2018	The matter is still pending beofore Supreme court.

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

Sr No	Observations in the previous Reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March,2021	Actions taken by the Listed Entity; if any	Comments on the Actions taken by the Company
1.	<p>Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-</p> <p>The Company did not have minimum of six directors on its board for the quarter ended on June, 2020 and part of the quarter ended on September, 2020</p>	Composition of the Board of directors	<p>The Company was in the process of appointing directors, however due to the prevailing COVID-19 conditions the same was delayed. The Company then appointed two additional directors on its Board w.e.f August 20, 2020. Further on representation made by the Company, the BSE Limited vide its email dated 16th February, 2021 waived off the penalty for non-compliance.</p>	<p>Necessary compliance has been made by the Company.</p>

For VKM & ASSOCIATES
Company Secretaries



Vijay Kumar Mishra
(Vijay Kumar Mishra)
Partner
C.P.No.4279

UDIN : F005023D000431053
PR : 1846/2022
Place : Mumbai
Date : 30/05/2022