

May 30, 2023

To,
The Manager Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Symbol: - 4THDIM

Subject: Annual Secretarial Compliance Report for the year ended 31st March 2023

Dear Sir/Madam

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with relevant SEBI Circular issued from time to time, we are enclosing herewith the Annual Secretarial Compliance Report certified by M/s. Anisha Jhunjunwala & Associates, Practicing Company Secretaries, Ahmedabad.

Kindly take the same on record and acknowledge receipt.

Thanking You,
Yours Faithfully,

For Fourth Dimension Solutions Limited

Dhaval Mistry
Director (DIN: 03411290)

Note:

Please note that Company has sought approval from the ROC for a name change, however, the new name has been updated on the master data on the MCA website but the fresh certificate of Incorporation for the name change is awaited from the RoC.

FOURTH DIMENSION SOLUTIONS LIMITED

CIN: L74110DL2011PLC221111

Regd Office: Office no. 710, Naurang House, Kasturba Gandhi (KG) Road, Connaught Place, New-Delhi-110001
Contact: 079-26566588 | E-mail: secretarial.fdsl@gmail.com | Website: www.fdsindia.co.in



ANISHA JHUNJHUNWALA & ASSOCIATES
Company Secretaries in Practice

B. Com, CS, CSR Professional

SECRETARIAL COMPLIANCE REPORT
OF

FOURTH DIMENSION SOLUTIONS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Issued in Pursuance to sub-regulation (2) of Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

We have examined: -

- all the documents and records made available to us and an explanation provided by **FOURTH DIMENSION SOLUTIONS LIMITED** ("the company/ 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 March 31, 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, and 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011-;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable**;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not Applicable**;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013-; **Not Applicable**;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and circulars/ guidelines issued thereunder;



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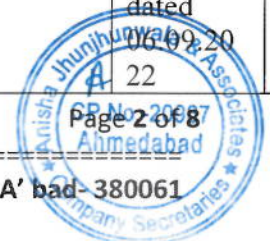
(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

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 Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Observations/Remarks of Practicing Company Secretary	Management Response	Remarks
1.	Regulation 38 of SEBI LODR Regulations, 2015 & Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	Regulation 38 & Rule 19(2) and Rule 19A	Minimum Public Shareholding	-	-	Non-compliance with requirement to minimum public shareholding as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	The company has to achieve minimum public shareholding requirements from the date of such fall in the manner specified by the Securities and Exchange Board of India	The Company informed that they will achieve minimum public shareholding requirements within a maximum period of three years from the date of such fall i.e. date of listing of shares by stock exchange dated 06-09-2022	-





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(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 clauses)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (advisor y/ Clarification/ Fine /Show Cause Notice/ Warning , etc.)	Details of Violation	Observations/Remarks of Practicing Company Secretary	Management Response	Remarks
Not Applicable									

We further report that during the review period, there was no event of appointment / re-appointment / resignation of statutory auditor of the Company and the Company has complied with Para 6(A) and 6(B) of CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. 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	NA	None
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	None
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	NA	None

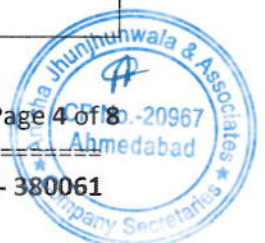




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2.	Other conditions relating to resignation of statutory auditor		
i.	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
a.	In case of any concern with the management of the listed entity/material 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.	NA	None
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	None
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.	NA	None
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		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in	NA	None





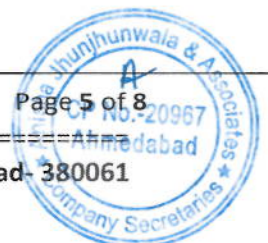
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Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019		
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We further report that, in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, during the Review Period, the compliance status of the Company is appended as below:

Sr. No.	Particulars	Compliance status (Yes/ No /NA)	Observations /Remarks by PCS
1	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/ guidelines issued by SEBI.	Yes	None
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-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	Yes	None





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4	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5	<u>To examine details related to Subsidiaries of listed entities:</u> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees every financial year during the financial year as prescribed in SEBI Regulations.	Yes	None
8	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	None





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9	<u>Disclosure of events or information:</u> 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	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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	Yes	None
12	<u>Additional Non-compliances, if any:</u> No additional non-compliances were observed other than those stated above.	Yes	None

Assumptions & Limitations 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 the financial Records and Books of Accounts of the listed entity.





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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 Anisha Jhunjhunwala & Associates
Company Secretaries
ICSI Unique Code: S2021GJ789700

Anisha Jhunjhunwala

Anisha Jhunjhunwala
Proprietor
COP: 20967
UDIN: A051318E000429421
Peer Review Certificate No.: 1303/2021



Date: 30-05-2023
Place: Ahmedabad