

**SECRETARIAL COMPLIANCE REPORT OF GVP INFOTECH LIMITED FOR THE  
FINANCIAL YEAR ENDED ON MARCH 31, 2024**

To,

**GVP INFOTECH LIMITED**  
**CIN: L74110DL2011PLC221111**  
Office No. 710, Naurang House,  
Kasturba Gandhi (Kg) Road,  
Connaught Place, New Delhi,  
India, 110001

We, Chetan Patel & Associates, Practicing Company Secretaries have examined:

- (a) all the relevant documents and secretarial records made available to us and explanation provided by **M/s. GVP Infotech 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 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; **to the extent applicable.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the review period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

Regulations,2011; **to the extent applicable.**

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; **(Not Applicable during the review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the review period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; **(Not Applicable during the review period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **to the extent applicable.**
- (i)The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993, **to the extent applicable.**
- (j)The Depositories Act, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **to the extent 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.	<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	-
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of thelisted entities</li> <li>● All the policies are in conformity with SEBI</li> </ul>	Yes  Yes	-  -





	Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3.	<p><b>Maintenance and disclosures on Website:</b></p> <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>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p> <p>-</p>
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>-</p>
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>N.A</p> <p>N. A</p>	<p>The Company does not have any subsidiary.</p>



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p><b>Preservation of Documents:</b></p> <p>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.</p>	Yes	-
7.	<p><b>Performance Evaluation:</b></p> <p>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.</p>	Yes	-
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	Yes  N.A.	The Company has obtained prior approval of the Audit Committee for all the related party transactions.
9.	<p><b>Disclosure of events or information:</b></p> <p>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.</p>	Yes	-



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	-
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 (**).	NA	No actions have been taken against the company/its promoters/subsidiaries by SEBI or Stock exchange

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	<b>Additional non-compliances, if any:</b> 1.Regulation 25(2A) – The appointment, re-appointment, or removal of Independent Directors of a listed entity shall be subject to the approval of shareholders by way of special resolution.	YES	
	2. Regulation 34(1)(a) Annual report - Copy of annual report sent to the shareholders along with notice of Annual General Meeting shall submit to the stock exchange and publish on the website not later than day of commencement of dispatch to its shareholders	YES	

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>		
	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	Not resigned before 45 days from the Quarter of a Financial Year
	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	YES	Limited review for the quarter ended June 30, 2023, has been done by vide limited review report dated 8 <sup>th</sup> August 2023.
	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	Not signed first 3 limited review report
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	N. A	<b>No concern reported by the Auditor</b>
	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		





	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 Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	YES	

\*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.	Requirement of Minimum Public Shareholding	Regulation 38 of SEBI LODR, Regulation, 2015 and Rule 19(2) and Rule 19A of the securities	Non-compliance of Minimum Public Shareholding	N. A	N. A	Non-compliance with requirement of Minimum Public Shareholding as per Rule 19(2) and Rule 19A of the securities contracts	N. A	The company does not have Minimum public shareholding requirements as per Regulation 38 of SEBI, LODR 2015 and	The company informed that they would achieve Minimum public shareholding requirements within period of 3 years	





		contract s Rules, 1957.				Rules, 1957.		Rule 19(2) and 19A of the Securities Contracts (Regulati on) Rules.	from the date of such fall i.e date of listing of such shares by stock exchang e 06.09.20 22.	
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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/guide-lines 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 38 of SEBI LODR, Regulation, 2015 and Rule 19(2) and Rule 19A of the securities contracts Rules, 1957.	Regulation 38 of SEBI LODR, and Rule 19(2) and 19A of Securities Contract rules	Minimum Public Shareholding	-	-	Non-compliance with requirement of Minimum Public Shareholding as per Rule 19(2) and Rule 19A of the	-	The company has not achieved Minimum public shareholding as per Rule 19(2) and Rule 19A of the securities	The company informed that they would achieve Minimum public shareholding requirement within period of 3	As per Regulation 38 of SEBI, LODR 2015 and Rule 19(2) and 19A of the securities contracts Rules, 1957

CS Chetan Patel  
B.B.A., LL.B., FCS  
M + 91-9825133205

## Chetan Patel & Associates Company Secretaries



301, Akshar Stadia, Opp. Symphony House, B/H Armieda cosmetic center, Off S.G. High way, Bodakdev, Ahmedabad-380059  
☎ (O)+ 91- 9925002277 Email : chetanpatelcs@gmail.com

		1957.				securities contracts Rules, 1957.		contracts Rules, 1957.	years from the date of such fall i.e date of listing of such shares by stock exchange 06.09.2022.	Company shall achieve the Minimum Public shareholdi ng within 3 years of being listed.
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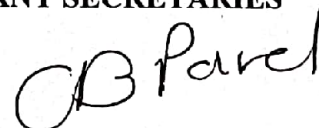


**Assumptions & limitations of scope and review:**

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 report 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.
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 affairs of the listed entity.

**Place: Ahmedabad**  
**Date: 25.05.2024**

**FOR CHETAN PATEL & ASSOCIATES**  
**COMPANY SECRETARIES**



**CHETAN B. PATEL**  
**PRACTISING COMPANY SECRETARY**  
**FCS NO:5188; CP NO: 3986**  
**UDIN: F005188F000449491**