



Date: May 30, 2023

**To,
The Department of Corporate Services,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai- 400001**

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: 538734

Dear Sir/Madam,

Pursuant to above referred regulation and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company issued by Mr. Sushil Kawadkar, Practising Company Secretary, for the financial year ended March 31, 2023.

You are requested to take the same on your records.

For Ceinsys Tech Limited

**Pooja Karande
Company Secretary &
Compliance Officer**

Encl.: As above

Secretarial Compliance Report of
CEINSYS TECH LIMITED
For the year ended 31/03/2023
(Pursuant to Regulation 24A of SEBI (LOOR) Regulations, 2015)

I **SUSHIL KAWADKAR** have examined:

- (a) all the documents and records made available to us and explanation provided by **CEINSYS TECH 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 **31/03/2023** ("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, 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 review period*)
- (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; (*Not applicable to the company during review period*)
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (*Not applicable to the company during review period*)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006 regarding the Companies Act and dealing with client
- (j) SEBI (Delisting of Equity Shares) Regulation 2009 and circulars/guidelines thereunder. (*Not applicable to the company during review period*).

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below :



CS.SUSHIL KAWADKAR

B.Com., FCS

Practicing Company Secretary

63, Income Tax Colony, Pratap Nagar, NAGPUR - 440 022

Mobile No. 9422106889

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|---|
| 1. | <u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards issued by Institute of Company Secretaries of India(ICSI). | Yes | - |
| 2. | <u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities •All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes Yes | - - |
| 3. | <u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • 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 | Yes Yes Yes | - - - |
| 4. | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | - |
| 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 Yes | The Company had identified Material Subsidiary Companies during the review period |
| 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 Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | - |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. | Yes | - |



| | | | |
|-----|--|---------------|--|
| 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 NA | - The Company has obtained prior approval of audit committee for all related party transactions |
| 9 | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | - |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | - |
| 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. | No | No action taken by SEBI or by Stock Exchange. |
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | No | No non-compliance observed for all SEBI regulation/circular/guidance note etc |

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.

| 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 | Yes | During FY 2022- 23 the Statutory Auditors of Material subsidiaries of the Company namely- Allygrow Technologies Private Limited and Allygram Systems and Technologies Private Limited resigned within 45 days from |

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| | | | |
|----------|--|---------------------|---|
| | | | the end of quarter ended on June 30, 2022 and the resigning auditor have issued limited review report for the said quarter. |
| | 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 | |
| | 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 | |
| 2 | Other conditions relating to resignation of statutory auditor. | | |
| | <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,</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>NA</p> <p>NA</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 | |



| | | | |
|----|--|-----|---|
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon the reporting period resignation, in the format as specified in Annexure- A in SEBI Circular CIRI CFD/CMD1/114/2019 dated 18th October, 2019. | Yes | The material subsidiaries of the Company namely Allygrow Technologies Private Limited and Allygram Systems and Tech has obtained necessary information / disclosure as required from the Statutory Auditor upon resignation |
|----|--|-----|---|

Based on the above examination, we hereby report that, during the period under Review:

(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 |
|----------------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| NOT APPLICABLE | | | | | | | | | | |

(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 |
|----------------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| NOT APPLICABLE | | | | | | | | | | |

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 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 financial Records and Books of Accounts of the listed entity.

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Mobile No. 9422106889

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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.

Place : NAGPUR

Dated : 30/05/2023



Sushil Kawadkar

CS SUSHIL KAWADKAR

FCS No: 5725

CP No. : 5565

UDIN : F005725E000430666

PR : 1956/2022