

**Date: 30/05/2023**

To,  
**The Bombay Stock Exchange limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001

**Dear Sir/ Madam,**

**Sub: Annual Secretarial Compliance Report for the year ended on March 31, 2023**  
**REF.: ISIN- INE078I01011; SECURITY ID – ARCHITORG; SCRIP CODE: 524640**

Pursuant to Regulation 24A of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, we enclosed herewith Annual Secretarial Compliance Report for the year ended on March 31, 2023.

You are requested to kindly take the above information on records.

**For Archit Organosys Limited**



**Vijay Boliya**  
**Company Secretary & Compliance Officer**

**SECRETARIAL COMPLIANCE REPORT OF ARCHIT ORGANOSYS LIMITED FOR THE  
FINANCIAL YEAR ENDED ON MARCH 31, 2023**

To,

**ARCHIT ORGANOSYS LIMITED**  
**CIN: L24110GJ1993PLC019941**  
Plot.No 25/9-A Phase- III GIDC,  
Naroda, Ahmedabad-382330

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

- (a) all the documents and records made available to us and explanation provided by **M/s. Archit Organosys 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, 2023 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.	<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</li></ul>	Yes  Yes	-  -

	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 aseparate 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, 2013as 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 has the subsidiary Company since,02<sup>nd</sup> September, 2022 which is not material as per regulation 16(1) (c) of SEBI (LODR), 2015</p>

*CP Patel*



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
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	-
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	-
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  N.A.	The Company has obtained prior approval of the Audit Committee for all the related party transactions.
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 within the time limits prescribed thereunder.	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.	No	The Company is maintaining structured digital database since 15th November, 2022
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 has 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 39(3) of SEBI (LODR), 2015 – submission of information regarding loss of share certificates and issue of the duplicate share certificates, to the stock exchanges within two days of its getting information.	No	Separate intimations regarding issue of duplicate share certificate has not been given to the stock exchange
	<b>2. Schedule V SEBI (LODR), 2015</b>	No	Certain details/information which are required to be included in the Corporate Governance Report as per schedule V of SEBI(LODR), 2015 has been left out.

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*
<b>1.</b>	<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	There has been no resignation of the statutory auditor during the relevant 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	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	
<b>2.</b>	<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:  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	N.A	No concern has been raised by the Auditor with respect to the listed entity/ its subsidiary to the Audit Committee

	<p>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>b.</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><b>c.</b> 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><b>ii. Disclaimer in case of non-receipt of information:</b></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</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	<p>No proposal of resignation has been received from the Auditor during the relevant Financial year.</p> <p>No such information has been received from the Auditor.</p> <p>There is no such disclaimer in this report.</p>

*CP Patel*





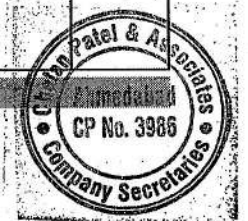
	the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	N.A.	There was no resignation of the statutory Auditor during the relevant Financial Year.

\*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 Practising Company Secretary	Management Response	Remarks
	Submission of information regarding loss of share certificates and issue of the duplicate share certificate	Regulation 39(3) of SEBI (LODR), 2015	-	-	-	Non-submission of information regarding issue of the duplicate share certificates, to the stock exchange	-	Separate intimations regarding issue of duplicate share certificate has not been given to the stock exchange	-	-

*Chetan Patel*

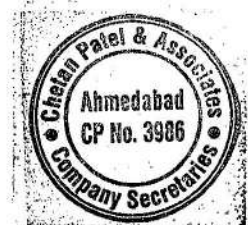




es, to the stock exchange s within two days of its getting informati on.					s within two days of its getting informati on.				
<b>Content of Corporate Governance Report</b>	Schedule V of SEBI (LODR), 2015	Regulation 9(m) and 10 of Schedule V (C) and Schedule V (D)	-	-		-	Certain details/information which are required to be included in the Corporate Governance Report as per schedule V of SEBI(LODR),2015 are been left out.	Board has taken same on record and directed to place corrigendum in this regard on the website.	-

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

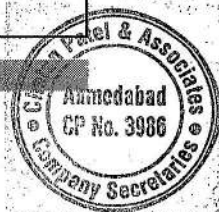
*CP Patel*





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 Practising Company Secretary	Management Responsibility	Remarks
1	Disclosure of Shareholding of Non-executive Directors in the Notice of AGM	36(3)(e)	Shareholding of non-executive Director not mentioned in the Notice of 28 <sup>th</sup> Annual General Meeting (AGM)	Company	-	Company has appointed Mr. Nikul Patel as Independent Director of the Company in 28 <sup>th</sup> AGM held on 17 <sup>th</sup> September, 2021. Further, he held 3 equity shares of the company at the time of appointment, however, shareholding of	-	Company has appointed Mr. Nikul Patel as Independent Director of the Company in 28 <sup>th</sup> AGM held on 17 <sup>th</sup> September, 2021. Further, he held 3 equity shares of the company at the time of appointment, however, shareholding of him not	Board has taken same on record and directed to place the corrigendum in this regard on the website.	It has been placed on the website.

*CP Patel*



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

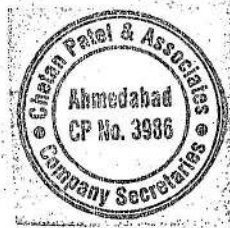
**Chetan Patel & Associates**  
**Company Secretaries**



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

						him not mentione d in the Notice of 28 <sup>th</sup> Annual General Meeting.		mentione d in the Notice of 28 <sup>th</sup> Annual General Meeting.		
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**Place: Ahmedabad**  
**Date: 30.05.2023**



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

*CB Patel*

**CHETAN B. PATEL**  
**PRACTISING COMPANY SECRETARY**  
**FCS NO:5188; CP NO: 3986**  
**UDIN:F005188E000417732**