

# SPS

Date : May 27, 2023

To,  
The Listing Department  
BSE Ltd.  
Jijibhoy Towers  
Dalal Street, Fort  
Mumbai 400 001

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2023**  
**Ref : 538402**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March 2023 issued by Upendra Shukla, Company Secretary. This is for your kind information and record please.

Thanking you,

Yours faithfully,

Thanking you,  
For SPS Finquest Ltd

  
Girish Jajoo  
Managing Director  
DIN 03108620



**SPS FINQUEST LIMITED**

R-514, On 5th Floor Of Rotunda Building, B.S. Marg, Fort, Mumbai-400001.

E-mail: [info@spsfinquest.co.in](mailto:info@spsfinquest.co.in)

CIN L67120MH1996PLC098051 Website: [www.spsfinquest.co.in](http://www.spsfinquest.co.in) Phone Telefax: 022-22722488

**SECRETARIAL COMPLIANCE REPORT  
OF  
SPS FINQUEST LIMITED  
[CIN: L67120MH1996PLC098051]  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by SPS FINQUEST LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at R-514, 5<sup>th</sup> floor, Rotunda Building, B.S. Marg, Fort, Mumbai 400 001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorised representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

I, Upendra Shukla, Practising Company Secretary, have examined:

- (a) All the documents and records made available to me and explanation provided by SPS FINQUEST 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<sup>st</sup> March, 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') and 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 –

...2/-

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- (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 - **There was no reportable event during the Review Period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **There was no reportable event during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **There was no reportable event during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 - **There was no reportable event during the Review Period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Other regulations as applicable - **There was no reportable event during the Review period under any specific circulars other than those mentioned above;**

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that during the Review Period;

- I. (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matter 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 PCS	Management response	Remarks
- NOT APPLICABLE -										

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

...3/-

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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 PCS	Management response	Remarks
- NOT APPLICABLE -										

II. 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>		
	<p>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</p> <p>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</p> <p>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.</p>	N.A.	Statutory auditor of the listed entity has not resigned during the financial year under review.
2)	<b>Other conditions relating to resignation of statutory auditor</b>		

...4/-



III. I 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 of India (ICSI).</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 the listed entity.</li> <li>• All the Policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the Regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes  Yes	
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 documents/ section of the website.</li> </ul>	Yes  Yes  Yes	
4)	<p><b>Disqualification of Directors:</b></p> <p>None of the Directors of the Company is disqualified under Section 164 of the Companies Act, 2013 and confirmed by the listed entity.</p>	Yes	

...6/-

5)	<p><b>Details related to subsidiaries of listed entities have been examined with respect to:</b></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure Requirement of material as well as other subsidiaries.</p>	<p>Yes</p> <p>Yes</p>	
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>	<p>Yes</p>	
7)	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	
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>	<p>Yes</p> <p>NA</p>	<p>No such instance has come to notice during review of records.</p>
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>	<p>Yes</p>	
10)	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	

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.	Yes	
12)	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

**Assumptions and 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. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of 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 the affairs of the listed entity.

UDIN: F002727E000392985  
 Peer Review Certificate No. 1882/2022  
 Place: Mumbai  
 Date: 26/05/2023

Upendra  
 Chandrashankar  
 nkar Shukla

Digitally signed by Upendra Chandrashankar Shukla, DN: cn=Upendra Chandrashankar Shukla, o=Upendra Chandrashankar Shukla, email=upendra@upendrasukla.com, c=IN, date=2023.05.26 18:38:18 +05'30'

(U.C. SHUKLA)  
 COMPANY SECRETARY  
 FCS: 2727/CP: 1654