

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR
ENDED 31ST MARCH, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
EUREKA INDUSTRIES LIMITED
1001, Shitiratna , 10th floor, Panchvati,
Ellisbridge, Ellisbridge, Ahmedabad,
Gujarat, India, 380006

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Eureka Industries Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2024** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021; (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (*Not applicable to the Company during the Audit Period*); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not applicable to the Company during the Audit Period*).

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Uniform Listing Agreement entered into by the Company with Stock Exchanges pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.
- (iii) Further the Company has also complied with the following laws as applicable specifically to the Company: **Nil**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following **observations/qualification**:

- a) **As per section 203 of the Companies Act 2013, if the office of any Key Managerial Personnel is vacated it must be filled up within a period of six months from such vacancy. However, the Chief Financial Officer Mr. Deepak Kumar Soni has vacated the office w.e.f 21st August, 2022 and till 08th February 2024 no Chief Financial Officer was appointed.**
- b) **As per Regulation 40(9) of SEBI (LODR) Regulation 2015 entity shall ensure that the share transfer agent produces a certificate from a practicing company secretary within thirty days from the end of the financial year. However, certificate from PCS for the Quarter ended March 2023, was not filed to the Stock Exchange within time.**
- c) **As per Regulation 7(3) of SEBI (LODR) Regulation 2015, entity shall submit a compliance certificate to the exchange within thirty days from end of the financial year. However, the submission of Compliance Certificate for the quarter ended March 2023, was not submitted within time.**
- d) **As per Regulation 31(1) of SEBI (LODR) Regulation 2015, the entity shall submit the statement showing holding of the securities and the Shareholding Pattern on Quarterly basis within twenty one days from the end of each Quarter. However, the Statement for the Quarter ended March 2023 was not submitted within time.**
- e) **As per Reg. 47(3) of SEBI (LODR) Regulation 2015, the entity shall publish the Quarterly Financial Results in Newspaper and Submission of same with Stock Exchange within 48 hours from the conclusion of meeting in which financial results were approved. However, the same was not been submitted to the stock exchange for the quarter ended March 2023 and June 2023.**
- f) **As per Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation 2015, Listed entity must submit Structured Digital Database compliance certificate within 21 days from end of each quarter. However, the Compliance Certificate for the Quarter ended March 2023 and September 2023 was not filed within time.**

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 28-08-2024
Place: Ahmedabad

For, Paliwal & Co.
Company Secretaries

Alpesh Paliwal
Proprietor
COP: 12119

UCN: I2013GJ1046200

Peer Review Registration Number: 1686/2022

UDIN: A032500F001060538

Note:

1. This Report is to be read with our letter of even date which is annexed as Annexure 1 and it forms an integral part of this report.



EUREKA INDUSTRIES LIMITED