

NILESH A. PRADHAN & CO., LLP

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF ACCELYA SOLUTIONS INDIA LIMITED FOR THE FINANCIAL YEAR ENDED JUNE 30,2024

We Nilesh A. Pradhan & Co., LLP have examined:

(a) all the documents and records made available to us and explanation provided by **Accelya Solutions India 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 Report,

for the financial year ended June 30,2024 ("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: -

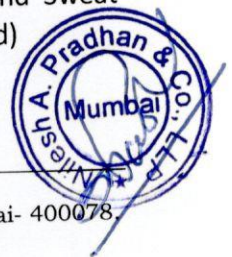
(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company 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 (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)



LLP Identity No.AAN-6938
B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.
☎91 – 9833785809, 7208488061/62 Email: info@napco.in

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

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	Secretarial Standards: 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).	Yes	None
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes*	None *Except the Policy for determination of materiality of events



3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> 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	None None None
4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes Yes	None None
6	Preservation of Documents: 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	None
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on Annual basis as prescribed in SEBI Regulations.	Yes	None



8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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	None Prior approval of Audit Committee was obtained
9	Disclosure of events or information: 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.	No	As per Annexure A
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11	Actions taken by SEBI or Stock Exchange(s), if any: 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.	Yes	None
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such event during the review period



13	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above	Yes	None
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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 certify 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.
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.

For Nilesh A. Pradhan & Co., LLP
Company Secretaries

Nilesh A. Pradhan
Partner

FCS No: 5445

CP No: 3659

PR No.:1908/2022

UDIN: F005445F000818059

Place: Mumbai

Date: July 26, 2024

ANNEXURE –A

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	SEBI (Listing and Obligations Disclosure Requirements), Regulations, 2015
Regulation/ Circular No.	Regulation 30
Deviations	1.Proceeding of Annual General Meeting being the material event was disclosed after the prescribed timelines without the explanation for delay 2. Schedule of analysts or institutional investors meet was not disclosed as per prescribed timelines to Stock Exchange(s). 3. Policy for determination of materiality of events has not modified the Policy for determination of materiality of events so as to consider the threshold as mentioned in Regulation 30(4)(c) of LODR Regulations
Action Taken by	None
Type of Action	None



Details of Violation	<p>1. Disclosure relating to proceedings of Annual General Meeting for the year ended June 30, 2023 held on 19th October, 2023 being the material event was required to be disclosed to stock exchanges before 4.10 A.M. of 20th October, 2023, however the same has been disclosed on 20th October, 2023 at 1:46 P.M without the explanation for the delay.</p> <p>2. Schedule of analysts or institutional investors meet has been disclosed less than two working days in advance to Stock Exchange(s).</p> <p>3. The Company has not modified the Policy for determination of materiality of events so as to consider the threshold as mentioned in Regulation 30(4)(c) of LODR Regulations.</p>
Fine Amount	Nil
Observations/ Remarks of the Practicing Company Secretary	<p>1. The delay in disclosure relating proceedings of Annual General Meeting for the year ended June 30, 2023 held on 19th October, 2023 being the material event required to be disclosed.</p> <p>2. In few instances Schedule of analysts or institutional investors meet was not submitted two working days in advance to Stock Exchange(s).</p> <p>3. The Company has not modified the Policy for determination of materiality of events so as to consider the threshold as mentioned in Regulation 30(4)(c) of LODR Regulations.</p>



Management Response	<p>Reply to point no. 1: There was a delay of 9 hours and 36 minutes in disclosing the proceedings to the stock exchanges. This was an inadvertent delay.</p> <p>Reply to point no. 2: Since the explanation to Regulation 46(2)(o) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (as amended) specifies 'meet' to mean group meetings or group conference calls conducted physically or through digital means and in our case the analyst 'meet' is held with only a single analyst, in our view the gap of 2 working days for scheduling an analyst meet may not be applicable in this case. However, henceforth, we will ensure that all the analyst meetings are held after giving notice of at least 2 working days to the exchanges.</p> <p>Reply to point no. 3: As regards the Policy for determining materiality of events, the amendment to Regulation 30(4)(c) of LODR Regulations providing the threshold mentioned therein is any way applicable to the Company irrespective of whether it is included or not in the Policy, and the same need not be included in the Policy. However, we have noted the observation and have amended the Policy.</p>
Remarks	None

