



## Secretarial compliance report of Sigma Solve Limited for the year ended March 31, 2024

I, **MUKESH H. SHAH (Company Secretary)** have examined:

- (a) all the documents and records made available to us and explanation provided by **Sigma Solve 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 **March 31, 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;
- (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 during the audit period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the audit period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the audit period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable during the audit period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Circulars/Guidelines issued thereunder;



And based on the above examination, I 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 below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine (In ₹)	Observations by Practicing Company Secretary	Management Response	Remarks
01	The Listed Entity shall appoint a qualified company secretary as the compliance officer. Further any vacancy in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than Six months from the date of such vacancy.	6(1A)	Fine	The Listed Entity has delayed the appointment of Company Secretary by 79 Days in December-2023 Quarter	A fine of Rs.79000/- was imposed by the NSE for the Quarter Ended December-2023 wide notice no. NSE/LIST-SOP/COMB/FI NES/0223 dated February 22, 2024	The Company has not appointed a CS to fill the Casual Vacancy till 14 <sup>th</sup> October, 2023 viz. 6(Six) months from the date of such casual vacancy. However, Company has appointed CS w.e.f. 19 <sup>th</sup> March, 2024.	The Company was unable to find a suitable candidate within the prescribed time. The Company has paid the Fine imposed by NSE on 06 <sup>th</sup> March, 2024. Further the Company has made a waiver request on 21 <sup>st</sup> March, 2024 for the said Fine along with the Fine that may arise for the same non-compliance in March 2024 Quarter.	



I also report that in terms of the circulars issued by Bombay Stock Exchange Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):

Sr No	Points to be Considered	Compliance (Y/N/NA)	Remarks
1	<p><u>Secretarial Standard</u></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>	Y	
2	<p><u>Adoption and timely updation of the Policies:</u></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 entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Y  Y	
3	<p><u>Maintenance and disclosures on Website:</u></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 document(s)/ section of the website</li> </ul>	Y  Y  Y	
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Y	
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p>		



	a) Identification of material subsidiary companies	Y	
	b) Requirements with respect to disclosure of material as well as other subsidiaries		
6	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.	Y	
7	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	Y	
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	Y  NA	Approval Obtained
9	<u>Disclosure of events or information:</u>  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.	Y	
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	Y	
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	N	Refer Table (a) Above



	Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12	<u>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Y	

*There was no instance of resignation/appointment of Auditors in the Company during the year under review Therefore, the comments regarding resignation/appointment of Auditors are 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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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:- AHMEDABAD**

**Date:- 10/05/2024**

**UDIN:- F005827F000345311**



**For,  
MUKESH H. SHAH & CO.  
COMPANY SECRETARIES**

*(Handwritten signature)*

**MUKESH H. SHAH  
PROPRIETOR  
C.P.NO.:-2213 FCS:-5827**

<p><b>02</b></p> <p>The Listed Entity shall appoint a qualified company secretary as the compliance officer. Further any vacancy in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than Six months from the date of such vacancy.</p>	<p>6(1A)</p>	<p>Fine</p>	<p>The Listed Entity has delayed the appointment of Company Secretary by 79 Days in December-2023 Quarter</p>	<p>A fine of Rs.79000/- was imposed by the BSE for the Quarter Ended December-2023 wide notice no. SOP- CRReview/Dec 23-Q/22-02-2024 dated February 22, 2024</p>	<p>The Company has not appointed a CS to fill the Casual Vacancy till 14<sup>th</sup> October, 2023 viz. 6(Six) months from the date of such casual vacancy. However, Company has appointed CS w.e.f. 19<sup>th</sup> March,2024</p>	<p>The Company was unable to find a suitable candidate within the prescribed time. The Company has paid the Fine imposed by BSE on 06<sup>th</sup> March, 2024. Further the Company has made a waiver request on 21<sup>st</sup> March, 2024 for the said Fine along with the Fine that may arise for the same non-compliance in March 2024 Quarter.</p>
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(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.	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine (In ₹)	Observations by Practicing Company Secretary	Management Response	Remarks
NA								

