

Spotlight Vanijya Limited

CIN - L65993WB1981PLC034252

Registered Office: **2, Red Cross Place, Kolkata – 700 001**

Phone: (033) 2254-3100, Fax: (033) 2254-3130

E-mail: kkothari@hngil.com

Website: www.spotlightvanijya.com

May 21, 2024

The Secretary,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata-700 001

(Scrip Code: 10029380)

Dear Sir(s)/Madam,

Sub: Submission of Secretarial Compliance Report under regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2024

Please find enclosed herewith the Secretarial Compliance Report under regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2024 for your kind perusal, necessary action and record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Spotlight Vanijya Limited**


(Vikash Rajak)
Company Secretary & CFO



Encl: as above.



Secretarial Compliance Report of M/s. **Spotlight Vanijya Limited** for the year ended 31st March 2024.

I, **Tapan Kumar Banerjee** have examined:

- (a) All the documents and records made available to me and explanation provided to me by Spotlight Vanijya 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 2024 in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- (c) The Depositories Act, 1996, and the Regulations and Bye-laws framed there under;

The Specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- 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;
- d) *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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 clients;



- g) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- h) *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

* No event took place under these regulations during the audit period.

and circulars/guidelines issued there under and based on the above examination, I hereby report that during the Review Period:

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.	<u>Secretarial Standard:</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. • 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	- -
3.	<u>Maintenance and disclosures on the Website:</u> • 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	- - -
4.	<u>Disqualification of Director:</u> None of the Directors of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	YES YES	- -
6.	<u>Performance Evaluation:</u> The listed entity has conducted a 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	-
7	<u>Performance Evaluation:</u> The listed entity has conducted a 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	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of the 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 NA	- Prior omnibus approval of the Audit Committee was obtained for Related Party Transaction.
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.	YES	-
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.	YES	-
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	<u>Additional Non-compliances, if any:</u> No additional non-compliance was observed for any SEBI regulation/circular/ guidance note etc.	YES	-



Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	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 was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditor(s) new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.
	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	There was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditor(s) new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.
	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	There was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditor(s) new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.



2.	Other conditions relating to the resignation of statutory auditor		
	<p>i. Reporting of concerns by the Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>(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 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) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have 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 of the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>(c) 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>NA</p> <p>NA</p> <p>NA</p>	<p>There was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditor(s) new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.</p> <p>There was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditor(s) new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.</p> <p>There was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditor(s) new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.</p>



	<p>ii. <u>Disclaimer in case of non-receipt of information:</u></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 the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	<p>There was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditors new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.</p>
3.	<p>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 18th October 2019.</p>	NA	<p>There was no resignation of Auditors during the year. However, on completion of the terms of appointment of one of the joint auditors new joint auditors were appointed at the Annual General Meeting held on 28.09.2022.</p>

- (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/ Circulars No.	Deviations	Action Taken by	Type of Action Advisory/ clarification/ fine/ Show Cause Notice /Warning etc.	Detail of Violation	Fine Amount	Observations/ Remark of the Practicing Company Secretary	Management response	Remarks
NIL										



(b) The listed entity has taken the following action to comply with the observation made in previous report:

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circulars No.	Deviations	Action Taken by	Type of Action Advisory/clarification/fine/Show Cause Notice / Warning etc.	Detail of Violation	Fine Amount	Observations/Remark of the Practising Company Secretary	Management response	Remarks
NIL										

Place : Kolkata

Dated : 16/05/2024

Signature

Name of the Company

Secretary in Practice

ACS

C.P. No.

UDIN

: 
 : TAPAN KUMAR BANERJEE
 : BANERJEE
 : 1242
 : 17163
 : A001242F000399024

