



BHATT & ASSOCIATES

COMPANY SECRETARIES LLP

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

To,

Aarvi Encon Limited

We have examined:

- a) all the documents and records made available to us and explanation provided by **Aarvi Encon Limited ("the listed entity")**,
- b) the filings / submissions made by the listed entity to the Stock Exchange,
- c) website (www.aarviencon.com) 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, 2025 (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 (the "Listing Regulations");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not Applicable;



- 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;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – Not Applicable;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder;
- h) other regulations as applicable;

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 below in Annexure A
- b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**
- (c) I hereby report that, during the review period the compliance status of the listed entity with following requirements:

Sr No.	Particulars	Compliance Status (Yes / No / NA)	Observation / Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	The listed entity has complied with applicable Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI).



2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	<p>Yes</p> <p>Yes</p>	<p>The Board of Directors of the listed entity has adopted applicable policies, which are in conformity of the SEBI Regulations.</p>
3.	<u>Maintenance and disclosures on Website:</u> <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 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The listed entity has been maintaining website i.e www.aarviencon.com.</p>
4.	<u>Disqualification of Director:</u> None of the Director of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	<p>Yes</p>	<p>None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013.</p>
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies	<p>NA</p>	<p>The listed entity does not have material subsidiaries at the end of the review period. However, other</p>



	(b) Requirements with respect to disclosure of material as well as other subsidiaries		disclosures about subsidiaries are made.
6.	<u>Preservation of Documents:</u> 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 the Listing Regulations.	Yes	The listed entity has been preserving and maintaining records as per the Policy of Preservation of Documents and Archival policy as prescribed under Regulation 9 of the Listing Regulations.
7.	<u>Performance Evaluation:</u> The listed entity has conducted 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	No	The Performance evaluation for the FY 2024-2025 was considered in independent Director meeting held on 28.03.2025, which constituted the entirety of the Nomination and remuneration Committee. The same has been noted in the Board of Directors meeting to be held on 29.05.2025.
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	The listed entity has obtained prior approval from the audit committee for its related party transactions. There were no instances wherein the prior approval for the related party transactions was not 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 the Listing Regulations within the time limits prescribed thereunder.	Yes	Refer Annexure A
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*	The listed entity has provided online permanent access to the statutory auditors for concurrent audit, hence data has been provided throughout the year. *For other matter refer Annexure A
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions 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.	No	During the review period, there were no actions 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.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> 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	There were no instances of resignation of the statutory auditors for the listed entity.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	As stated above



We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations as it has disclosed the entire scheme and no redaction has been pursued.

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 Listing Regulations 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 Bhatt & Associates Company Secretaries LLP

Aashish K. Bhatt

ACS No.: 19639, COP No. 7023

UDIN: A019639C4000488681

Peer Review Certificate No.: 2959/2023



Place: Mumbai

Date: 29/5/25

Annexure A.

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 Practicing Company Secretary	Management Response	Remarks
1	Disclosure of UPSI data in the SDD software related to Dividend	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Data not disclosed	--	--	Data not disclosed in the SDD software related to Dividend	--	Data not disclosed in the SDD software related to Dividend	The Board of Directors of the Company, at its meeting held on May 13, 2024, approved the audited financial results for the financial year ended March 31, 2024, and also recommended a final dividend of Rs. 2 per equity share. In line with the Company's Code of Conduct for Prevention of Insider Trading, the Unpublished Price Sensitive Information (UPSI) related to the audited financial results was duly recorded in the Structured Digital	NA



[illegible]

2.	Submission of outcome of Board meeting pertaining to Financial results	Regulation 30 and pt. 4 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of the outcome	--	Delay in submission of the outcome	--	There was delay in submission of the outcome of the Board meeting for approval of financial results due to technical issue on the NSE portal	The outcome of the Board Meeting held on November 13, 2024, which concluded at 5:00 PM, was uploaded on the NEAPS portal of the NSE at 6:24 PM on the same day. The delay was due to technical issues encountered while uploading the outcome on the NEAPS portal. Upon facing these difficulties, the Company immediately reached out to NSE for support. Despite continuous efforts to resolve the issue and complete the submission promptly, the upload was successfully completed at 06:24 PM.	NA
----	--	---	------------------------------------	----	------------------------------------	----	--	---	----



(Signature)