



CS HITESH J. GUPTA B.COM, ACS
PRACTICING COMPANY SECRETARY

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Secretarial Compliance Report of AMC REPO CLEARING LIMITED (CIN: U65929MH2021PLC359108) for the financial year ended as on 31st March, 2023

I, Hitesh J. Gupta, Practicing Company Secretary have examined:

- a) all the documents and record made available to us and explanation provided by AMC REPO CLEARING LIMITED (hereinafter referred 'the Company'),
- b) the filings/submissions made by the Company to the stock exchanges, **Not Applicable**,
- c) website of the Company,
- d) any other documents/filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended as on 31st March, 2023 ("Review Period") in respect of compliance with 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 Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, 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 during the period under review**;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not Applicable during the period under review**;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year ended 31st March, 2023 under review**;
- e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the Company has not issued or listed any Debt Securities during the financial year ended as on 31st March, 2023 under review**;





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- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 – **Not Applicable as the Company has not issued or listed any Non-Convertible and Redeemable Preference Shares during the financial year ended as on 31st March, 2023 under review;**
- g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **(Not Applicable to the Company during the period under review);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 – **Not Applicable.**

And circular/guidelines issued thereunder.

I hereby report that, during the Review period the compliance status of the Company is appended below:

Sr. No	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the entity is in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	NA
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 entityAll the policies are in conformity with SEBI Regulations and has been reviewed & updated as per the regulations/circulars/guidelines issued by SEBI	Yes	NA





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3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The entity is maintaining a functional websiteTimely dissemination of the documents/information under separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant documents(s)/section of the website	Yes	NA
4.	<u>Disqualification of director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	NA
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Disclosure Requirements of material as well as other subsidiaries	N.A.	The Company does not have any Subsidiary
6.	<u>Preservation of Documents:</u> The 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	NA
7.	<u>Performance Evaluation:</u> The 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	Yes	NA
8.	<u>Related Party Transactions:</u> (a) The entity has obtained prior approval of Audit Committee for all Related party transactions (b) The 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 is obtained	Yes	NA





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9.	Disclosure of events or information: The 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	NA
10.	Prohibition of Insider Trading: The entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	N.A.	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 are not applicable to the Company
11.	Actions taken by SEBI or Stock Exchange (s). if any: No Actions taken against the 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	
12.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular /guidance note etc.	N.A.	

Compliances related to 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 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	Not Applicable	NA





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	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.		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the 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 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 has 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 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</p>	Not Applicable	NA





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	management and the auditor. ii. Disclaimer in case of non-receipt of information: 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 entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The 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 18 th October, 2019.	Not Applicable	NA

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

S r. N o.	Compli ance Requir ement (Regula tions/ circular s/ guidelin es includin g specific clause)	Regul ation/ Circul ar No.	Devia tions	Act ion Ta ke n by	Ty pe of Act ion	Det ails of Viol atio n	Fine Am oun t	Observ ations/ Remar ks of the Practici ng Compa ny Secreta ry	Manag ement Respo nse	Rem arks
NIL										



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- b) The Company has taken the following actions to comply with the observations made in previous report:

S r. N o .	Compl iance Requir ement (Regula tions/ circular s/ guideli nes includi ng specific clause)	Regul ation/ Circul ar No.	Devi ation s	Act ion Ta ke n by	Ty pe of Act ion	Det ails of Viol atio n	Fin e Am oun t	Observ ations/ Remar ks of the Practic ing Compa ny Secret ary	Manag ement Respo nse	Rem arks
NIL										

Hitesh J. Gupta
Practicing Company Secretary
M No. A33684
CP No.12722
UDIN: A033684E000297849
Date: 12/05/2023
Place: Mumbai

