

HEMANSHU KAPADIA & ASSOCIATES

Practicing Company Secretaries

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SECRETARIAL COMPLIANCE REPORT OF ADOR FONTECH LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024

I, Hemanshu Kapadia, Proprietor of Hemanshu Kapadia & Associates, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by ADOR FONTECH LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at Belview, 7 Haudin Road, Bengaluru - 560 042, Karnataka. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observation thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31stMarch, 2024, complied with the statutory provisions listed hereunder, in the manner and subject to the reporting made hereinafter:

I have examined:

- a) all the documents and records made available to us and explanation provided by 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 31st March, 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Review Period);
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Review Period);
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Review Period);
- f) The 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) The 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:

I (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:

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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II. 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 condition	ons while appointing	g/re-appointing an
5	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	i. N.A.	During the review period the auditor has not resigned.
	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	ii. N.A.	91 711 101 95





	review/ audit report for such quarter as well as the next quarter; or			occupants desents
	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.	iii.	N.A.	Compute Signal S
2.	Other conditions relating to resignation of s	tatutory aud	itor	itelingsål
	 i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 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. 		N.A.	During the review period the auditor did not propose to resign.
,	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		idaas k * **********************************	andhar mithia system system mitan mi





	sought and not provided by the management, as applicable.	elscable policies	Falleles a All ag
	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.		sverage eelding eel HZ + in 1832 eel & in a in 1832 eel & in a
# #	ii. Disclaimer in case of non-receipt of information:	ii. N.A.	ottonot
,	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.	ion under a separa sis sis sis provised in ann naccusts and spec to the relevant	emotes Estratis Estratis Estratis Estratis Estratis
3.	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.	N.A.	During the review period the auditor has not resigned.

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

III. 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 PCS*	by
1.	Secretarial Standards:	Yes	nollalaged	
	The compliances of the listed entity are in accordance with the applicable Secretarial	e Evaluations	(18/0030315 T	
	Standards (SS) issued by the Institute of Company Secretaries India (ICSI),	mood on to	ricinalises I	
2.	Adoption and timely updation of the	Carlotte Company		





	Policies:	two larges	
	 All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 	• Yes	adi adi
	 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 	• Yes	1000
3.	 Maintenance and disclosures on Website: The Listed entity is maintaining a functional website 	• Yes	Cefoet(I ii
	 Timely dissemination of the documents/ information under a separate section on the website 	Yes Helicong and	utibus sriii
	 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	bedibsqa ac s isteri-sis
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	izate ed. Imates edi Internacia
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies	(a) Yes	The Company had identified that it does not have any material
	(b) Disclosure requirement of material as well as other subsidiaries	(b) Yes	subsidiary during the review period
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI	Yes ·	ii. We bender report openeed as below:
	Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		e No Farticulers
7.	Performance Evaluation: 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	Yes	Standarts Company Company Adaption





	as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently	(a) Yes	The listed entity has obtained prior approval of Audit Committee for all related party transactions
	approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	(b) N.A.	
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		
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
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 except as provided under separate paragraph herein (**).	Yes	LESTEDHÓ DOM
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

Assumptions & Limitation of scope and Review:

• Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



- Our responsibility is to issue report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of the Financial Records and Books of Accounts of the listed entity.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of 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 Hemanshu Kapadia & Associates

Practicing Company Secretaries

Hemanshu Kapadia Proprietor

C.P. No. 2285

Membership No.: F3477 UDIN: F003477F000452497

PR no. 1620/2021

Place: Mumbai

Date: 27th May, 2024