

EEL/SEC/2023-24/15

May 30, 2023

BSE Limited
P J Towers, Dalal Street,
Fort,
Mumbai - 400 001.

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2023, issued by M/s. Sahani & Kothari Associates, Practicing Company Secretaries.

Kindly take the same on the record.

Thanking you,

Yours faithfully,
For ECap Equities Limited


Swadesh Agrawal
Company Secretary

Encl.: as above





**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
ECAP EQUITIES LIMITED FOR THE YEAR ENDED MARCH 31, 2023**

*[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]*

To,
The Board of Directors,
ECap Equities Limited
(Formerly known as Edel Land Limited)
Tower 3, Wing B, Kohinoor City Mall,
Kohinoor City, Kirold Rd, Kurla West,
Mumbai - 400 070.

We, M/s. SAHANI & KOTHARI ASSOCIATES have examined:

- (a) all the documents and records made available to us and explanation provided by ECap Equities Limited *(Formerly known as Edel Land Limited)* ("the Company/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, 2023 ("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 (in respect of Non-Convertible Debentures of the Company issued by the Company on Private Placement basis and listed on BSE Limited); 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 ("Listing Regulations") (in respect of Non-



Convertible Debentures of the Company issued by the Company on Private Placement basis and listed on BSE Limited);

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018¹;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011²;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018³;
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014⁴;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021⁵; and

and based on the above examination, we hereby report that, during the Review Period:

¹ Not applicable to the Company during the audit period

² Not applicable to the Company during the audit period

³ Not applicable to the Company during the audit period

⁴ Not applicable to the Company during the audit period

⁵ Not applicable to the Company during the audit 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	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	Reg 60(2)	Delay in intimation of Record Date to BSE Limited for ISINs - INE572O07281, INE572O07D15 and INE572O07DB0.	Stock Exchange	Fine	Delay in intimation of Record Date to BSE Limited	Rs.11,800/- per ISIN Total Fine Paid: Rs.35,400/-	Delay in intimation of Record Date to BSE Limited for ISINs - INE572O07281, INE572O07D15 and INE572O07DB0.	The Company has taken various initiatives in this regard including to put automation systems to avoid any such delay in the future.	--



- b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records;
- c) no action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder; and
- d) the listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable.**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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Further, we hereby affirm the following for the period under review:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standard:</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	--
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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	--
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.	Yes	--
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	--



5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	--
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	--
7.	<p><u>Performance Evaluation:</u></p> <p>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.</p>	Yes	--
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(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.</p>	Yes	--
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes.	Being a Debt Listed Company, Regulation 30 is not applicable. However, the Company is a High Value Debt Listed Entity, the provisions of Regulation 51 are applicable to the Company.



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 Actions 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	Yes	Except as stated above.
12.	<u>Additional Non-compliances, if any:</u> No, any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	--

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

For M/s. SAHANI & KOTHARI ASSOCIATES

Company Secretaries

"A Peer Reviewed Unit"

ICSI Unique Code: P2016MH056500

Kirti Kothari

Partner

Mem. No. F12007

COP: 17287

Place: Bangalore

Date: May 22, 2023

UDIN: F012007E000350171