

31st July, 2023

To,
Bombay Stock Exchange Limited
PJ Towers, Dalal Street,
Mumbai-400001

Dear Sir/Madam

BSE script code 542670

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2024.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by CS Aakruti Somani, Practicing Company Secretary for the year ended 31st March, 2024.

This is for the information of the exchange and the members.

Please take the note of above

Thanking You.
Yours Faithfully,

For Artemis Electricals and Projects Limited

Shivkumar
Chhangur
Singh

Digitally signed
by Shivkumar
Chhangur Singh

Shiv Kumar Singh
Whole Time Director and CFO
DIN: 07203370

ARTEMIS ELECTRICALS AND PROJECTS LIMITED

(Formerly Known as Artemis Electricals Limited)

CIN: L51505MH2009PLC196683

Registered Office: Artemis Complex, Galano.105&108, National Express Highway, Vasai (East) Thane
MH 401208

Email: contact@artemiselectricals.com Phone: 26530164/9869145127

Web site: www.artemiselectricals.com



Aakruti Somani

Practicing Company Secretary

53 Narsingh Bazaar Flat no. 102, Indore (M.P.) 452002

Email Id: somaniaakruti31@gmail.com / Mobile no.: +91
9584444155

PAN: GHJP57273H

**Secretarial Compliance Report of Artemis Electricals and Projects Limited for the Financial
Year ended 31st March, 2024**

I, Aakruti Somani, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Artemis Electricals and Projects 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 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (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 during the period under review;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *Not Applicable during the period under review;*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- *Not Applicable during the period under review;*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Any other regulation as applicable.

and circulars/ guidelines issued thereunder and based on the above examination,



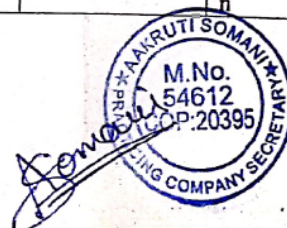
We hereby report that, during the Review Period:

1. (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/ 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	Regulation 24A of SEBI(LODR) Regulations, 2015, the listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year.	Regulation 24A of SEBI (LODR) Regulations, 2015.	The Company has made delayed submission of the report	BSE Limited	Fine imposed	The Company has not submitted the report in the specified time frame	Rs. 98,000 (inclusive of GST)	The Company has paid the requisite fine on parts on 28 th June, 2023, 21 st July 2023 and 03 rd August, 2023 respectively.	Due to delay in Finalisation of Financial Results.	The Company has paid the requisite fine
2	Regulation 33 of SEBI (LODR) Regulations, 2015, the listed entity shall submit quarterly and year to date standalone financial results to the Stock exchange within 45 days of end of each quarter (other than last quarter) along with limited review report or Audit report as applicable.	Regulation 33 of SEBI(LODR) Regulations, 2015	The Company has made delayed submission of the standalone financial results for the Financial year and Quarter ended March 2023	BSE Limited	Fine imposed	The Company has not submitted the disclosure in the specified time frame	Rs. 2,59,600 (inclusive of GST)	The Company has paid the requisite fine on 19th July 2023.	Delay in finalisation of Financial results due to statutory audit queries pertaining to debenture issue, as well as shareholders' queries regarding specific documents/discrepancies.	The Company has paid the requisite fine
3	Regulation 29(2) 29(3) of SEBI (LODR) Regulations, 20	Regulation 29(2) 29(3) of SEBI (LODR)	The Company has made a	BSE Limited	Fine imposed	The Company has not submitted	11,800	The Company has paid the requisite fine on	Meeting held at Shorter notice	The Company has paid the



	15-The Company shall give an advance notice of atleast 5 days for Financial Results	Regulation, 2015	delayed intimation of the Board Meeting in the month of July 2023 for the quarter and year ended 31 st March, 2023			the disclosure in the specified time frame		28 th August 2023	and without Intimation	requisite fine
4	Regulation 33 of SEBI (LODR) Regulations, 2015, the listed entity shall submit quarterly and year to date standalone financial results to the Stock exchange within 45 days of end of each quarter (other than last quarter) along with limited review report or Audit report as applicable.	Regulation 33 of SEBI(LODR) Regulations, 2015	The Company has made delayed submission of the standalone financial results for the Quarter ended 31 st December 2023	BSE Limited	Fine imposed	The Company has not submitted the disclosure in the specified time frame	Rs. 11,800 (inclusive of GST)	The Company has paid the requisite fine on 01 st April, 2024.	The Unaudited Financial Results for the quarter ended December 31, 2023 was delayed in submission to Stock exchange because the Limited Review Report by Statutory Auditor for the relevant quarter was not placed before the Board on due time	The Company has paid the requisite fine
5	Regulation 29(2) 29(3) of SEBI (LODR) Regulations, 2015-The Company shall give an advance notice of atleast	Regulation 29(2) 29(3) of SEBI (LODR) Regulation, 2015	The Company has made a delayed intimation of	BSE Limited	Fine imposed	The Company has not submitted the disclosure in the	11,800	The Company has paid the requisite fine on 01 st April, 2024.	Meeting held at Shorter notice and without Intimation	The Company has paid the requisite fine



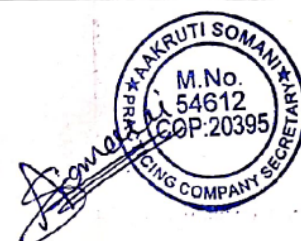
5 days for Financial Results		the Board Meeting in the month of Feb 2024 for the quarter ended 31 st Dec, 2023			specified time frame					
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

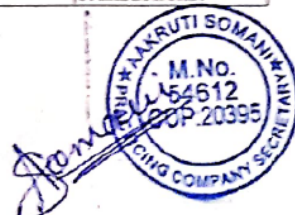
Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31 st March, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	The Company has submitted the disclosure and file the application of waive of the fine imposed by the Stock Exchange	The Company has submitted the disclosure and file the application of waive of the fine imposed by the Stock Exchange	Regulation 23(9) of SEBI LODR Regulations, 2015 - the listed entity shall submit within 15 days from the date of publication of its standalone and consolidated financial results for the half year ended	Company has not submits the Disclosure relating to Regulation 23(9) within time framed. For the half year ended September 30, 2022, the disclosure of RPT was filed with a delay of 4 days	Fine of Rs. 47,200/- (inclusive GST) was paid by the Company to BSE Limited (Stock Exchange)	Fine paid by the Company and file the application of waive of the fine imposed by the Stock Exchange

2. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirement:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Secretarial Standards:	YES	N.A.



	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	Adoption and timely updation of the Policies: - 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	YES	N.A.
3.	Maintenance and disclosures on Website: - 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	N.A.
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	N.A.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed Entity does not have any material subsidiary. In terms of Other Subsidiaries Company has one subsidiary company and it complies with all disclosure requirement.
6.	Preservation of Documents: 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.	YES	N.A.
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 as prescribed in SEBI Regulations	YES	N.A.
8.	Related Party Transactions:	YES	Prior Approval was taken for all 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 approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		
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.	No	As disclosed in this report
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	N.A.
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	As informed by the Management, no Actions were taken other than disclosed, Against the Company/its promoters/ directors/ subsidiaries either by SEBI or by BSE under SEBI Regulations and circulars/ guidelines issued there under during the year under review.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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.	YES	The Statutory Auditor was not resigned during FY under review. However, the term of Mittal Agarwal & Co was expired due to which the Company at its Annual General Meeting held on 30th September, 2023 has appointed LLB and Co. as a Statutory Auditor



		for the term of 5 years.
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13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	No additional Non-compliances observed during FY under review.
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***Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'**

Aakruti Somani
Practising Company Secretary
Mem No: A54612
C P No.: 20395
PRN: 2083/2022
UDIN: A054612F000862826



Place: Indore
Date: 31st July, 2024