



# P. S. Rao & Associates

Practicing Company Secretaries

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## Annual Secretarial Compliance Report of Nova Agritech Limited ("the listed entity") for Financial Year ended 31<sup>st</sup> March, 2025

I, M. Ramana Reddy, Practicing Company Secretary from P. S. Rao & Associates, Hyderabad, have examined:

- (a) All the documents and records made available to us and explanation provided by Nova Agritech 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 financial year ended 31<sup>st</sup> March, 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, and guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, and 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;



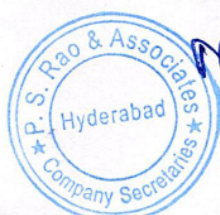
*M. Ramana Reddy*  
28/5/2025

- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not attracted during the year under review);
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not attracted during the year under review);
- h. Other regulations as applicable and Circulars/ guidelines issued thereunder

Based on the above examination, I/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:

| S. No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses) | 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 23(9)                                                                       | SEBI (LODR) Regulations, 2015 | Delay in filing Related Party Transaction for FY ended 31.03.2024 with Stock Exchanges | Stock Exchanges | Levied the fine | Delay in filing XBRL of Related Party Transaction for FY ended 31.03.2024 with Stock Exchanges | Rs. 5,000/- each levied by BSE Limited and National Stock Exchange of India Limited | As per the provisions of SEBI LODR Regulations, the Related Party Transactions are required to be submitted in XBRL on the same day of publication of Financials. It was observed that the Company has submitted Related Party Transactions in PDF along with the Outcome & | The Management clarified that the delay was inadvertent and arose purely due to practical constraints. It was further informed that the non-compliance related to the delayed filing of XBRL was largely | The management was advised to be cautious henceforth w.r.t. to timings of the Board Meeting to avoid such non-compliance. |

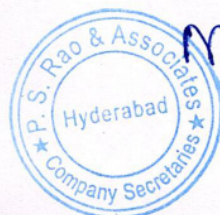


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|--|--|--|--|--|--|--|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|--|
|  |  |  |  |  |  |  |  | <p>Financial Results in compliance with Regulation 23(9). However, it was noted that the XBRL of Related Party Transactions was submitted within 4 hours of closure of the Board meeting of the Company, but owing to late closure of the Board Meeting, the filing was being made after closure of the day hours i.e. next day.</p> <p>Hence, Exchanges imposed penalty considering the delay of one day. The Company pursued to pay the penalty to both the Stock Exchanges.</p> | <p>unavoidable, as the Board Meeting had concluded late in the evening, leaving limited scope for timely submission.</p> |  |
|--|--|--|--|--|--|--|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|--|

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

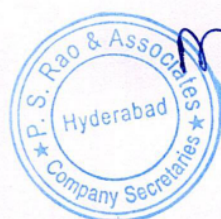
| S. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|----------------------------------------------------------------------------------------|--------------------------|------------|-----------------|----------------|----------------------|-------------|-----------------------------------------------------------|---------------------|---------|
|        |                                                                                        |                          |            |                 | NIL            |                      |             |                                                           |                     |         |



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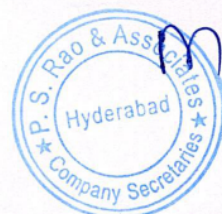
We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| 1.      | <b>Secretarial Standards:</b><br>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 are mandatorily applicable.                                                                                                                                 | Yes                           | -                             |
| 2.      | <b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>                                         | Yes<br><br>Yes                | -<br><br>-                    |
| 3.      | <b>Maintenance and disclosures on the Website:</b> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/information under a separate section on the website</li> <li>● 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</li> </ul> | Yes<br>Yes<br>Yes             | -<br>-<br>-                   |
| 4.      | <b>Disqualification of Director:</b><br>None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.                                                                                                                                                                                                                                                                       | Yes                           | -                             |



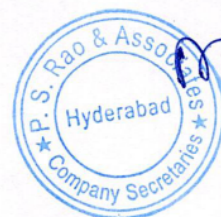
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|     |                                                                                                                                                                                                                                                                                                                                                                                 |                |            |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|------------|
| 5.  | <b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b><br>(a) Identification of material subsidiary companies<br>(b) Disclosure requirement of material as well as other subsidiaries                                                                                                                                                             | Yes<br><br>Yes | -<br><br>- |
| 6.  | <b>Preservation of Documents:</b><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.                                                                                                      | Yes            | -          |
| 7.. | <b>Performance Evaluation:</b><br>The listed entity has conducted a 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            | -          |
| 8.  | <b>Related Party Transactions:</b><br>(a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or<br>(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. | Yes<br><br>Yes | -<br><br>- |
| 9.  | <b>Disclosure of events or information:</b><br>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.                                                                                                                                           | Yes            | -          |
| 10. | <b>Prohibition of Insider Trading:</b><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                                               | Yes            | -          |



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|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |    |                                                                                                                                                                                                                                                                                                                                                                          |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11. | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br>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 herein.                                                                                | NA | Stock Exchanges (NSE & BSE) levied a fine of Rs. 5,000/- each on the Company owing to delay in submitting RPT in XBRL as mentioned above.<br><br>Except the above, No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder. |
| 12. | <b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b><br>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 | No event has occurred for the resignation of the auditor                                                                                                                                                                                                                                                                                                                 |
| 13. | <b>Additional Non-compliances, if any:</b><br>No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc.                                                                                                                                                                                                                                                                                                                                | NA | -                                                                                                                                                                                                                                                                                                                                                                        |



*[Signature]*  
28/5/2021

**We further, report that -**

- (i) 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.
- (ii) the listed entity has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by Stock Exchange(s).

**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 SEBI (LODR) 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.

Place: Hyderabad

Date: 28<sup>th</sup> May, 2025

UDIN: F011891G000465234

For P. S. Rao and Associates  
Practicing Company Secretaries



*M Ramana Reddy*  
28/5/2025

M Ramana Reddy

FCS No. 11891

C P No. 18415

P.R. No.: 3572/2023