



30th May, 2025

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Ltd., P J Towers, Dalal Street,
Mumbai - 400001

Ref : Scrip Code - 540756

Subject : Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2025

Dear Sir,

Please find enclosed herewith the Annual Secretarial Compliance Report of practicing company secretary as per Regulation 24A of SEBI (LODR) Regulations, 2015 for the year ended on 31st March, 2025.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Kaarya Facilities And Services Limited



Vineet Pandey
Joint Managing Director
(DIN : 00687215)

KAARYA FACILITIES & SERVICES LIMITED

1101, Lotus Link Square, D N Nagar, New Link Road, Andheri (West) Mumbai - 400053
CIN No. : L93090MH2009PLC190063, E-mail: info@kaarya.co.in, Url : www.kaarya.co.in



Secretarial Compliance Report of Kaarya Facilities and Services Limited for the year ended 31st March, 2025

I, Sumit Khanna, Designated Partner of SARK & Associates LLP, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Kaarya Facilities and Services 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, 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, 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 (LODR) 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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

and circulars/ guidelines issued thereunder;

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

Regd. Off: Unit No: 217, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai – 400101 Offices also at Delhi & Surat
Tel no: 022-35219869/28844639 / Email ID – compliance@sarkcs.in / Website: www.sarkcs.in



SARK & ASSOCIATES LLP

COMPANY SECRETARIES

(Erstwhile SARK & ASSOCIATES, COMPANY SECRETARIES)

LLPIN: ACA-4736

- (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	Re- marks
	No Non-Compliance	N.A	No Deviation	NA	NA	NA	NA	NA	No	NA

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



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Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	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
1.	The Company has received ROC order under Section 206(4) of Companies Act 2013 dated 7 th November, 2023.	NA	Violation under Section 129, 133, 158, 134(1), 188 of Companies Act 2013 for financial year 2018-2019	NA	The Company has replied to the notice on November 23, 2023.	There is no further action from ROC on reply given by company 20 th November, 2023.
2.	The Company, its Directors and CFO had received Notice dated 22nd November, 2023 from SEBI for financial year 2018-2019.	NA	Reg 4(1)(a), (b) & (c), 4(2)(e) , 33(1)(a) & (c) , 34(3) ,48, 53(1) and 71(3) of SEBI LODR, 2015 read with Section 27 of SEBI Act, 1992. Regulations 4(2)(f)(i)(2), 4(2)(f)(ii)(2), 4(2)(f)(ii)(6), 4(2)(f)(ii)(7), 4(2)(f)(iii)(7) of SEBI LODR Regulations, 2015 Regulation 17(8) of SEBI LODR Regulations 2015.	Subsequently the Adjudicating officer passed an order dated 28th March, 2024 from the adjudicating SEBI imposing monetary penalty on the Company, the Directors and the CFO aggregating to Rs. 10,00,000.	The Company had replied to the notice and the Directors had personally appeared before the adjudicating officers of SEBI on Jan 18, 2024 and made the submissions.	The Company, its Directors and CFO has paid penalty amounting to INR 10,00,000 on 13th May, 2024.

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we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: 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.	Yes	NA
2.	Adoption and timely updation of the Policies: <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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	NA
3.	Maintenance and disclosures on Website: <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	NA

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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	NA
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	NA

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
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	NA
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	NA
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 approved/ratified/rejected by the Audit	Yes	NA

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	Committee, in case no prior approval has been obtained.		
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	NA
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>The Company, its Directors and CFO had received Notice dated 22nd November, 2023 from SEBI for financial year 2018-2019. The Company had replied to notice and the Directors had personally appeared before the adjudicating officers of SEBI on Jan 18,2024 and made the submissions. Subsequently the Adjudicating officer passed an order dated 28th March, 2024 from SEBI imposing monetary penalty on the Company, the Directors and the CFO aggregating to Rs. 10,00,000.</p>	Observation given	The Company , its Directors and CFO has paid penalty amounting to INR 10,00,000 on 13 th May, 2024
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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.</p>	NA	NA
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p> <p>Also received ROC order under Section 206(4) of Companies Act 2013 dated 7th November, 2023. The Company has replied to the notice on November 23, 2023 .</p>		The ROC has not yet taken any further action on the matter.
	<p>Note:</p> <p>1. The Company has received waiver approval vide email dated 4th June, 2024 for fines levied under Regulation 19(1)19(2) of SEBI LODR 2015 for</p>		

	<p>quarter ended 30th September 2023. 3. It may be noted that the fines for the aforesaid regulation has been withdrawn based on the revised submission made by the company.</p> <p>2. The Company has paid fines on 19th September, 2024 amounting to Rs. 1,60,000 plus GST for fines levied under Regulation 33 of SEBI LODR 2015 for Quarter ended 31st March, 2022</p> <p>3. The Company has paid fines on 19th September, 2024 amounting to Rs. 70,000 plus GST for fines levied under Regulation 33 of SEBI LODR 2015 for Quarter ended 31st March, 2023</p>		
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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 certify 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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the 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.

Place: Mumbai

Date: 30.05.2025

UDIN: A022135G000513395

**For Sark and Associates LLP
Company Secretaries**

**Sumit Khanna
Membership No.22135
COP No. 9304**