

May 30, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 BSE Scrip Code: 543451	To, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 NSE Scrip Symbol: AGSTRA
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**Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
("Listing Regulations")**

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

Dear Sir/Madam,

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019, please find enclosed, the Annual Secretarial Compliance Report of AGS Transact Technologies Limited issued by Bhandari & Associates Company Secretaries, for the financial year ended March 31, 2023.

You are requested to kindly take the same on your record.

Thanking You,
Yours Sincerely,

For **AGS Transact Technologies Limited**

Sneha Kadam
Company Secretary & Compliance Officer
(Mem No: ACS31215)

Place: Mumbai



AGS Transact Technologies Ltd.

www.agsindia.com

REGISTERED OFFICE

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B&A
BHANDARI & ASSOCIATES
COMPANY SECRETARIES

**Secretarial Compliance Report of AGS Transact Technologies Limited
for the year ended March 31, 2023**

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Bhandari & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **AGS Transact Technologies 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 documents/ filings, as may be relevant, which have 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; 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"];
- 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 (Buy-back 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) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of provisions dealing with client and referring to the Companies Act, 2013; and
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021[#];



and circulars/ guidelines issued thereunder including the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular.

The Regulations or Guidelines, as the case may be were not applicable to the listed entity for the review period.

Based on the above examination, 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:-

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.	Board of directors of top 1000 listed entities shall have at least one independent woman director by April 1, 2020	Proviso to regulation 17 (1)(a) of Listing Regulations	The listed entity did not have woman independent director on its board from April 1, 2022 to August 4, 2022	BSE Limited ("BSE")	E-mail received from BSE on July 29, 2022	The listed entity was in top 1000 listed entities on the basis of market capitalisation as at March 31, 2022. However, there was no woman independent director on its board till August 4, 2022	None	None	The applicability of regulation 17 (1)(a) to the listed entity was effective April 1, 2022 and the listed entity was already in process of evaluating suitable candidates for the proposed appointment, which was eventually made on August 5, 2022.	None

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

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.	The listed entity, before issuing securities, shall obtain an 'in-principle' approval from recognised stock exchange(s) where it proposes to list its shares.	Regulation 28(1) of Listing Regulations and Regulation 12 (3) read with Regulation 10(b) of the	In-principle approvals were not obtained from the BSE and National Stock Exchange of India Limited ("NSE") prior to the allotment by the listed entity of 10,10,500	None	None	The listed entity did not obtain prior in-principle approval from the Stock Exchanges pursuant to Regulations 28(1) of the Listing Regulations read with Regulation 12(3) and 10(b)	None	None	The listed entity had filed a condonation application with SEBI in this regard alongwith applications for availing in-principle approvals with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) [collectively, "Stock Exchanges"]. Condonation was granted by SEBI on November 22, 2022. Thereafter, BSE and NSE granted their in-	None



		Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	Equity Shares of Rs. 10/- each to the AGSTTL Employees Welfare Trust on March 29, 2022.			of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.			principle approvals on November 23, 2022 and December 20, 2022 respectively.	
2.	The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, events that are deemed to be material events and listed entity shall make disclosure of such events held to consider the following: h) financial results	Regulation 30 read with Para A of Part A of Schedule III of the Listing Regulations	The outcome of the meeting of the Board of Directors held on February 14, 2022 was disclosed to the Stock Exchanges beyond the prescribed timeline of 30 minutes from closure of the meeting.	NSE	Advisor y letter	The listed entity had delayed in disclosing the outcome of meeting of the Board of Directors held on February 14, 2022 to the Stock Exchanges as per timeline prescribed in regulation 30 read with Para A of Part A of Schedule III of the Listing Regulations	None	None	The same was on account of inadvertence.	None
3.	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.	Regulation 60(2) of Listing Regulations	The listed entity had not given prior intimation of at least seven working days in respect of record date for redemption of its 5,500 Listed, Secured Non-convertible Debentures ("NCDs") to NSE on January 29, 2022.	NSE	E-mail received from NSE for providing clarification for said delay	The listed entity had delayed in giving prior intimation in respect of record date for redemption of its 5,500 NCDs to NSE as per regulation 60(2) of Listing Regulations	None	None	As per the objects of the offer defined in Red Herring Prospectus (RHP), the offer proceeds to be received by Mr. Ravi B. Goyal (Promoter Selling Shareholder) for the sale of his portion of the offered Shares, was to be transferred to the CCPS cash escrow account upon receipt of the listing and trading approvals from the Stock Exchanges and no later than one business day after receipt of the listing approval but prior to the listing of the Equity Shares. These funds were to be utilised by the listed entity for redemption of the NCDs. On account of the same, the listed entity has given a shorter notice intimation to the Exchanges for redemption.	None
4.	The listed entity shall submit a certificate to the stock exchange	Regulation 57(1) of Listing Regulations	Payment of interest on the NCDs of the listed entity was made on	NSE	Fine	The listed entity had delayed in submitting certificate to the NSE with respect to status	25,960/-	None	The same was on account of inadvertence.	None



within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities.		April 12, 2021 and confirmation of the same was intimated to NSE on May 06, 2021.			of payment of interest on the NCDs as prescribed in regulation 57(1) of Listing Regulations				
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c) Additional affirmations:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <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.	<p><u>Maintenance and disclosures on Website:</u></p> <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 redirects to the relevant document(s)/ section of the website 	Yes Yes No	The Web-links provided in annual corporate governance report under Regulation 27(2) of redirects to home page of the listed entity's website.
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013</p>	Yes	



5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	
6.	<u>Preservation of Documents:</u> 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 Listing Regulations.	Yes	
7.	<u>Performance Evaluation:</u> 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 Listing Regulations.	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (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	
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	
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	The listed entity has implemented system based Structured Digital Database software w.e.f February 15, 2023 and prior to that the data was maintained in excel form.
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	No	NSE vide its letter dated September 27, 2022 issued notice to listed entity for non-compliance with regulation 50 (1) of Listing Regulations in the Month of May, 2021 and June, 2021 along with the fine amount of Rs. 2360/-. The listed entity has duly paid the aforesaid amount of fine to the NSE.



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

For **Bhandari & Associates**

Company Secretaries

Firm Registration No: P1981MH043700

Manisha



Manisha Maheshwari

Partner

ACS No.: 30224; CP No.: 11031

Mumbai | May 26, 2023

UDIN: A030224E000364624