

**Annual Secretarial Compliance Report of M/s Geekay Wires Limited for the
Financial Year ended 31st March, 2023**

To,

The Board of Directors,
M/s GEEKAY WIRES LIMITED
11-70/5, GP COMPLEX
BALNAGAR,
HYDERABAD-500 018

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s Geekay Wires 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, 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;



(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 for the review period);

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable for the review period);

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable for the review period);

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable for the review period);

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of COVID-19 pandemic,

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(Advisory/Clarification/Fine/Show Cause Notice/Warning,etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remark
1	Half Yearly disclosure of related party transaction	Regulation 23 (9) of SEBI (LODR) Regulation, 2015	Delay in filling of Related party disclosure for the half year ended 30 th September, 2022 in NSE	NSE	NSE vide its Notice dated 27/12/2022 has imposed fine on the Company of Rs. 11800/- for non-compliance of Regulation 23 (9) of SEBI (LODR) Regulation, 2015	Delay in filling of Related party disclosure for the half year ended 30 th September, 2022 under Regulation 23 (9) of SEBI (LODR) Regulation, 2015	11800/-	The Company was required to submit half-yearly related party disclosure within 15 days from the date of publication of its standalone and consolidated financial results. The due date of filing was 15.11.2022, but the same was submitted on 17.11.2022.	The Company on receipt of the said Notice has paid the fine amount of Rs. 11,800/- to the NSE on 04/01/2023	The Company has complied with the non-compliance and paid penalty for the delay in filing of the disclosure requirement.



2	<p>Submission of Quarterly Un-audited Financial Results</p>	<p>Regulation 33 of SEBI (LODR), Regulation, 2015</p>	<p>Non-compliance filing of Un-audited financial result for the quarter and half year ended on 30th September, 2022.</p>	<p>NSE</p>	<p>NSE vide its Notice dated 14/12/2022 has imposed fine on the Company for an amount of Rs. 1,77,000/- for non-compliance of Regulation 33 of SEBI (LODR) Regulation, 2015</p>	<p>Non-compliance filing of financial result for the quarter ended 30th September, 2022 under Regulation 33 of SEBI (LODR), Regulation, 2015</p>	<p>1,77,000/-</p>	<p>The Board of Director of the Company at their meeting held on 31/10/2022 has duly approved the Un-audited Financial Result for the Quarter and half year ended on 30th September 2022 but, while submitting the outcome of Board Meeting, the Company has inadvertently attached a different document which was an incomplete one and did not contain the Un-audited Standalone Financial results for the said quarter.</p>	<p>The Company has made application to the NSE on 23/12/2022 as per SOP of the Exchange for seeking waiver of the fine imposed.</p>	<p>The Company has not received any reply or communication in this regard so far and the matter is under sub-judice before the NSE pending for disposal.</p>
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(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 Practising Company Secretary	Management Response	Remarks
NONE										

In Addition to the above mentioned circular the following affirmations are being provided hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</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 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 	Yes	



	<ul style="list-style-type: none"> • 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	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	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	NA NA	Examined and found that the company does not have any subsidiary companies.
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 SEBI LODR Regulations, 2015 (amended up to 2023)	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 SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of Audit	Yes	



	<p>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>	NA	All the related party transaction was done with the prior approval of the Audit Committee.
9.	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 (amended up to 2023) within the time limits prescribed there under.</p>	Yes	
10.	<p><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</p>	Yes	
11.	<p><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 there under</p>	No	<p>For Delay in filing of Related party disclosure for the half year ended 30th September,2022 under Regulation 23 (9) of SEBI (LODR) Regulation, 2015 NSE imposed Fine amounting to Rs. 11800/- upon the company for non-compliance and the Company has paid the fine amount in this regard.</p> <p>For non-compliance filing of financial result for the quarter ended 30th September, 2022 under Regulation 33</p>



			of SEBI (LODR), Regulation, 2015, NSE imposed fine amounting to Rs. 1,77,000/- upon the company for non-compliance and the Company has file waiver application in this regard
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

Place: Hyderabad

Date: 24.04.2023



For Kashinath Sahu & Co
Company Secretaries

Kashinath Sahu

CS Kashinath Sahu
Practicing Company Secretary
CP No.4807 FCS No:4790

UDIN:F004790E000173684

Peer Review No: 2957/2023