VR KONKAN PRIVATE LIMITED

(Formerly Elpis Ventures Private Limited)
CIN: U45309KA2019PTC124570

Date: May 30, 2023

To,
General Manager
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001, Maharashtra.

Reference: VR Konkan Private Limited (formerly Elpis Ventures Private Limited) - Scrip Code: 959096, 974338 ISIN: INE0BBX08013, INE0BBX08021

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023, under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir/Madam,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report of VR Konkan Private Limited (Formerly Elpis Ventures Private Limited) for the year ended March 31, 2023, issued by Sourav & Associates, Practicing Company Secretaries (PCS).

This is for your kind information and necessary records.

Thanking you,

Yours faithfully,
For VR Konkan Private Limited

Sd/-
Tariq Chinoy
Director
DIN: 08830666

Sourav & Associates
Company Secretaries

C-4, 2nd Floor, Central Market Lajpat Nagar-2, New Delhi-110024
Phone: +91-9654174849
E-mail: souravnassociates@gmail.com

GST: 07DJUPS7070C1ZP
A Peer Reviewed Firm Vide Certificate No. 3143/2023

Secretarial Compliance Report of VR Konkan Private Limited for the financial year ended March 31, 2023

To

The Members,

VR Konkan Private Limited

Formerly known as Elpis Ventures Private Limited

(CIN: U45309KA2019PTC124570)

VR Bengaluru, No. 11b, SY No. 40/9,

Devasandra Industrial Area, 2 Stage,

Kr. Puram Hobli Bangalore -560048

I, **CS Sourav**, Proprietor of M/s Sourav & Associates, Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VR Konkan Private Limited** having CIN: U45309KA2019PTC124570 ***(****hereinafter referred as* ***'the Company" or "the listed entity'),*** having its Registered Office at VR Bengaluru, No. 11B, SY No. 40/9, Devasandra Industrial Area, 2 Stage, Kr. Puram Hobli Bangalore -560048. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I **CS Sourav**, Proprietor of M/s Sourav & Associates, Company Secretaries**,** have examined:

(a) all the documents and records made available to us and explanation provided by the listed entity;
(b) the filings/ submissions made by the listed entity to the stock exchange;
(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 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;
(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 as the Listed Entity has not bought back/ propose to buy-back any of its securities during the review period]***;
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***[Not Applicable as the Listed Entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the review period]***;

(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) Regulations and Bye-laws framed under the Depositories Act, 1996 to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

I. 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:

SN	**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**
NIL										

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

SN	**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**
NIL										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries asper SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No such event occurred during the review period
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the auditreport for such financial year.	NA	
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee:	NA	No such event occurred during the review period

	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.	NA	
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimerin its audit report, which is in accordance withthe Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	No Such event occurred during the review period.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No Such event occurred during the review period.

III. 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.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as	Yes	-

	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 entity; ● 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 Yes	- -
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;	 No No NA	 The Listed entity failed maintain the functional website and also failed to upload mandatory documents as requires under regulation 62 of the SEBI (LODR) Regulations, 2015. -

4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmedby the listed entity.	Yes	-
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	The Company does not have any material subsidiary.
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 Documentsand Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
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	-
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	NA NA	- -

	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 prescribedthereunder.	Yes	-
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	-
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.	Yes	-
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	As on March 31, 2023, no Compliance Officer/ Company Secretary was appointed by the listed entity.

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 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 tothe future viability of the listed entity nor of the efficacy or effectiveness with which the management hasconducted the affairs of the listed entity.

For **Sourav & Associates**
Company Secretaries

SOURAV Digitally signed by SOURAV
Date: 2023.05.30 18:54:48 +05'30'

CS Sourav
(Proprietor)
Membership No.: A-46883
CP No. 21259
UDIN: A046883E000430244
PR No: 3143/2023

Date: May 30, 2023
Place: New Delhi