



Secretarial Compliance Report of VR Konkan Private Limited for the financial year ended March 31, 2025

[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8th February, 2019] read with Regulation 24A of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]

To
The Members,
VR Konkan Private Limited
(Formerly known as Elpis Ventures Private Limited)
(CIN: U45309MH2019PTC448440)
Pokhran Road-1, Near Cadbury Junction,
Jekegram, Thane, Thane, Maharashtra, India, 400606

I, **Sourav Gupta**, 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: U45309MH2019PTC448440 (*hereinafter referred as 'the Company' or 'the listed entity'*), having its Registered Office at Pokhran Road-1, Near Cadbury Junction, Jekegram, Thane, Thane, Maharashtra, India, 400606. 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, 2025** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I **Sourav Gupta**, 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, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***[Not Applicable as the Company is Debt Listed Entity]***;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***[Not Applicable as the Company is Debt Listed Entity]***
- (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; ***[Not Applicable as the Listed Entity has not issued any of its securities during the review period]***
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [Not applicable during the Audit Period; ***[Not Applicable as the Listed Entity has not delist any of its securities during the review period]***

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:

S N	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Submission of Outcome of Board Meeting	51 (2) read with SCH III PART B	Delay in submission of Outcome of Board Meeting held on 12 th Aug, 2024	NA	NA	Delay in submitting Outcome of Board Meeting held on 12 th Aug, 2024	NA	The Company has delayed in submission of Outcome of Board Meeting held on 12 th Aug, 2024	The Company submitted the outcome on August 12, 2024.	
2.	Submission of Annual Report	53	Delay in submission of Annual Report	NA	NA	Delay in submission of Annual Report	NA	The Company has submitted the Annual Report after the conclusion of AGM.	The AGM was convened at shorter notice, which resulted in a delay in the filing of the Annual Report.	
3.	Prior intimation of Board meeting	50(1)	Delay in Submission of prior intimations of Board Meeting in which Financials Results was approved.	BSE	Fine	Delay in Submission of prior intimations of Board Meeting in which Financials Results was approved.	Rs. 5900/- (including GST)	The Company has delayed in filing prior intimation of at least two working days for the Board Meeting held on 12 th November, 2024.	The intimation for the Board Meeting held on November 12, 2024, was delayed inadvertently.	

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

S N	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.	Submission of unaudited Financial Statements for the quarter ending December 31, 2023	52	Delay in submitting financial results For Quarter Year ended December 2023	BSE	Fine was levied by BSE Ltd.	Delay in submitting financial results For Quarter Year ended December 2023	Rs. 88,500/- (including GST)	The Company has paid the penalty amount levied by BSE Ltd.	Due to some unforeseen events, the financial was not approved within specified timelines, however, the Company has approved the same on February 29, 2024	
2.	Non-Submission of Asset Security Cover	54	Non-Submission of Asset Cover Details for the quarter ending March 31, 2023.	-	-	Non-Submission of Asset Cover Details for the quarter ending March 31, 2023.		It is observed that the company had not submitted the Asset Cover Details under regulation 54 for the quarter ending March 31, 2023 to BSE.	As both NCDs are unsecured in nature, there was an ambiguity for submission of Asset Cover under Reg.	

									54. However, the same has been disclosed to the stock exchange under Reg. 56.	
3.	Non-Submission of Half Yearly Report	SEBI Circular No. CIR/IMD/D F-1/67/2017	Not Submitted Half Yearly Report for the period ending March 31, 2023 and September 30, 2023	-	-	Not Submitted Half Yearly Report for the period ending March 31, 2023 and September 30, 2023	-	The Company had not submitted the half yearly Report pursuant to SEBI Circular No. CIR/IMD/DF-1/67/2017 for Half-year ended March 31, 2023 and September 30, 2023 to BSE.	Due to ambiguity on the applicability of the said circular, the Company was not able to file the same.	

c) We hereby report that, during the review period the compliance status of the listed entity is appended asbelow:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	<p>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 notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<ul style="list-style-type: none"> ● 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 Yes	-
3.	<p>Maintenance and disclosures on Website:</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 re- directs to the relevant document(s)/section of the website; 	Yes Yes Yes	-

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	-
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 Documents and 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 whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	NA NA	There was no such transaction during the period under review.

9.	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 51 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes, Except delay in Submission mentioned in Table I (a) above.	Please refer table given in Clause I (a) of this Report.
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>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.</p>	NA	There was no such transaction during the period under review.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries: 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	There was no such transaction during the period under review.
13.	<p>Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	There was no such transaction during the period under review.

**Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'*

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 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 M/s Sourav & Associates
Company Secretaries**

FCS Sourav Gupta

(Proprietor)

Membership No.: F-12999

CP No. 21259

UDIN: F012999G000507812

PR No: 3143/2023

Date: 30-05-2025

Place: New Delhi