

June 13, 2023

To, BSE Ltd.
P.] Towers
Dalal Street,
Mumbai - 400 001

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023.
BSE Code: 524444

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019, dated February 8, 2019, we enclose herewith the Annual Secretarial Compliance Report issued by Mr. Brajesh Gupta, Practicing Company Secretary, proprietor of M/s. Brajesh Gupta & Co. for the year ended March 31, 2023.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For, EVEXIA LIFECARE LIMITED

JAYESHKUMAR
RAICHANDBHAI
THAKKAR

Digitally signed by JAYESHKUMAR
RAICHANDBHAI THAKKAR
Date: 2023.06.13 12:18:04 +05'30'

JAYESH RAICHANDBHAI THAKKAR
MANAGING DIRECTOR
(DIN: 01631093)



BRAJESH GUPTA & Co.

COMPANY SECRETARY IN PRACTICE

ICSI UCN- SS2020752900, PRN-2012/2022

Add: I-74, LIG COLONY, INDORE (M.P.)-452007

Ph. No. +917566666512, email-id: brajesh.cs19@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF EVEXIA LIFECARE LIMITED FOR THE
FINANCIAL YEAR ENDED ON MARCH 31, 2023**

I, **Brajesh Gupta, proprietor of M/s Brajesh Gupta & Co., Company Secretaries** have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Evexia Lifecare Limited (CIN:-L23100GJ1990PLC014692)** (hereinafter referred as 'the listed entity'), having its Registered Office at Tundav Anjesar Road, Village Tundav, Savli, Vadodara, Gujarat, 391775. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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, I 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, **Brajesh Gupta, proprietor of M/s Brajesh Gupta & Co., Company Secretaries** have examined:

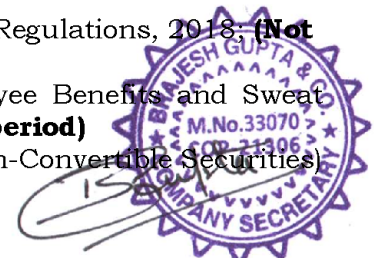
- a) all the documents and records made available to me and explanation provided by **Evexia Lifecare Limited** ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended on **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 during the review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities)



Regulations, 2021; **(Not Applicable during the review period)**

- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder; and based on the above examination,

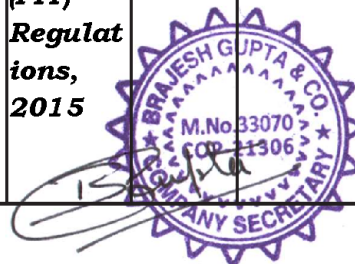
I hereby report that, during the Review Period:

- 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:

Sr. No.	Compliance Requirement (Regulations / circulars/ guide lines including specific clause)	Regulation / Circulars No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 46 (2)	SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015	The Website of the Company is not updated as stipulated in Regulation 46(2) of the SEBI (LODR) Regulations, 2015.	-	-	Violation of Regulation 46(2) of SEBI (LODR), Regulations, 2015, The Website of the Company is not updated as stipulated in Regulation 46(2) of the SEBI (LODR) Regulat	-	As per Para III(3) of this Report	Management informed that generally they uploaded / updated the information on website and will ensure the timely updation of the website.	-



						ions, 2015			
2.	Regulation 30 read with sub clause (2.1) (f) under Para 2 SEBI Circular No. CIR/CFD/CM D/4/2015 dated September 15, 2015	SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 read with SEBI Circular No. CIR/CFD/CM D/4/2015 dated September 15, 2015	The Company failed to submit Disclosure within 24 hours from the occurrence of event.	-	-	Violation of Reg.30 of SEBI (LODR) as The Company failed to submit Disclosure within 24 hours from the conclusion of board meeting held on 07/11/2022.	-	As per Para III(9) of this Report	The Management of Clarified that the said disclosure has been uploaded on 14/11/2022. It is to be noted the mistake was inadvertent in nature and Company will be more cautious in future while complying applicable SEBI (LODR) Regulation 2015.
3.	Regulation 3(5) & 3(6)	SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company had maintained the data in Excel format and therefore was tamperable in nature	-	-	Violation of compliance of Structured Digital Database (SDD) in terms of Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015	-	As per Para III(10) of this Report	The management of not clarified that initially the entries were maintained into Excel Format and to its non-tamperable nature, we strictly implemented the Password of File. The Company has installed



								SDD software which is non-tamperable.	
4	Reg. 23(9) of SEBI (LODR), Regulations, 2015	SEBI (Listing Obligations and Disclosures) Regulations, 2015	Non-Disclosure of Related Party Transactions for the period ended on March-2022	BS E Limited	Fine	Violation of Compliance under Regulation of Regulation 23(9) of SEBI (LODR), Regulations, 2015	Rs. 82,600/-	As per Para III(11)(1) of this Report	The Management Informed that in response to such action the Company vide their letter dated 16/08/2022 had protested such action as Company has received mail dated 04 th May, 2022 from BSE for filing of disclosure of related party transactions (Reg. 23(9) SEBI (LODR) Regulations, 2015 wherein it was categorically mentioned that due date of such filing is 30 days from the date of publication of financial

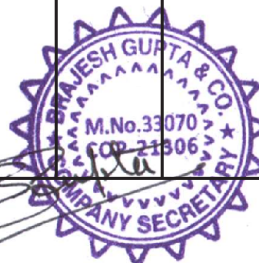
results. It is further to be noted that thereafter the received another mail on 30th May 2022 from BSE for filing of disclosure of related party transactions (Reg. 23(9) SEBI (LODR) Regulations, 2015 wherein it was mentioned

that the due

date for such filing is 15 days from the date of publication of financial results.

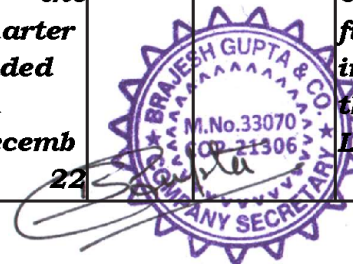
Further, the Board meeting to consider and approve the Audited Financial Results for the Quarter and Year ended on 31st March, 2022 was held on 12th April, 2022 and

PRACTICING COMPANY SECRETARY



accordingly we filed the disclosure of related party transactions (Reg. 23(9) SEBI (LODR) Regulations, 2015 on 11th May, 2022, which is within 30 days from the date of publication of financial results. However, the Company has paid Rs. 82,600/- under protest.

5.	Regulation 31(b)	SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015	The Company has failed to submit the shareholding pattern for the quarter ended on December 22 within due time.	BS Limited	Fine	Violation of Regulation 31(b) of SEBI (LODR) Regulations 2015. The Company has failed to submit the shareholding pattern for the quarter ended on December 22	Rs. 68,440/-	As per Para III(11) (2) of this Report	The Management informed that the Company has submitted the Shareholding pattern for the Quarter ended on December 2022 on 21/02/2023 and also paid Rs. 68,440/- as fine imposed by the BSE Limited.	-
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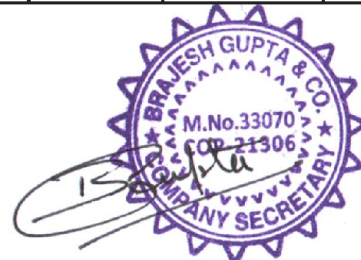
						within stipulated time.			
6.	Reg. 6 of SEBI (LODR) Regulations, 2015	SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Non Appointment of Compliance Officer	-	-	Non Appointment qualified CS as Compliance Officer	-	As per Para III(12) (1) of this Report	The Company is in search of right candidate for the post of Company Secretary and we will appoint a Qualified Company Secretary as Compliance Officer as soon as possible.
7.	Regulation 31(2)	SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015	100% (hundred percent) of shareholding of promoter(s) and promoter group are not in dematerialized form	-	-	Violation under Regulation 31(2) SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 as 100% (hundred percent) of shareholding of promoter(s) and promoter group are not in	-	As per Para III(12) (2) of this Report	The Management clarified that the shareholding of the concerned Promoters whose shareholding are yet to be dematerialized have confirmed to initiate the process of converting their shares into demat form.



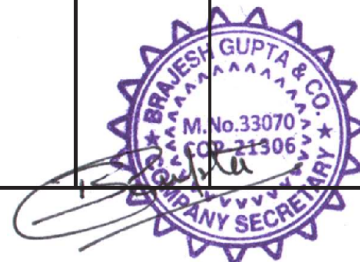
dematerialized form

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

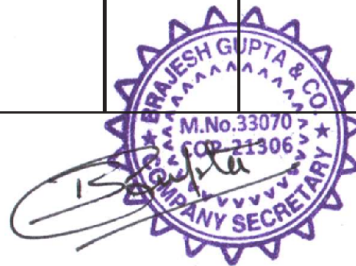
Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Intimation of Closure of Trading Window.	SEBI (Prohibition of Insider Trading) Regulations, 2015 (including code of conduct)	Delayed intimation of closure of trading window (Period of delay: 48 days)	-	-	-	-	Closure of trading window for quarter ended 31 st March, 2021 intimated to BSE on 18 May, 2021 with delay	The Company has filed an intimation of closure of trading window on 18 May, 2021. and Company will be more cautious in future while complying applicable SEBI (LODR) Regulation 2015.	-



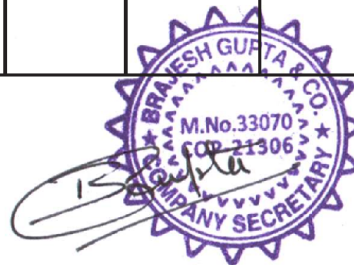
2	Submission of Report on Related Party Transactions [Regulation 23(9) of LODR]	Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	i. Delayed submission of Report on Related Party Transactions for the half year ended 31 st March, 2021 (Period of Delay: 210 days) ii. Delayed submission of Report on Related Party Transactions for the Half year ended 31 st March, 2022 (period of delay: 14 days)	BSE	Fine	Non submission of Report on Related Party Transactions [Regulation 23(9) of LODR]	Rs. 82,600/-	The Company has submitted report with Delay.	The management clarified that BSE has imposed fine for non-compliance of quarter March, 2022 and explanation would be same as per above para I(a)(4) of this report.	The Company has paid fine imposed by BSE.
3	Submission of Annual Secretarial Compliance Report for the year ended 31 st March, 2021 [Regulation 24A of LODR]	Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements)	Delayed submission (Period of delay: 246 days)	-	-	-	-	Submission to BSE on 03 rd March, 2022 with Delay	The Company has submitted Annual Secretarial Compliance Report on 03 rd March, 2022.	-



		Regulations, 2015								
4.	Hundred percent of Shareholding of promoter(s) or promoter group to be in dematerialized form and the same is to be maintained on a continuous basis [Regulation 31(2) of LODR]	Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Out of 13,32,23,915 Equity shares held by the promoter(s)/ promoter group, 37,160 shares are still in physical form.	-	-	-	-	37,160 number of shares held by promoter(s) / promoter group are still in physical form.	The Board noted the fact about Non-Dematerialization of only 0.012% of the promoter's holding and accordingly intimated the concerned promoters. The company has received a positive confirmation from the promoters who are holding shares in physical form, to initiate the process of converting their shares in demat form.	It is to be noted that after giving effect of subdivision total number of shares held by promoter(s)/ promoter group are still in physical form.



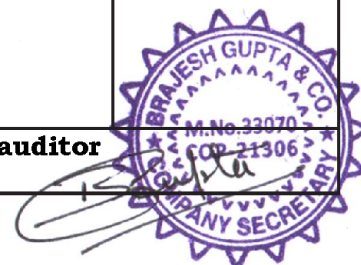
5	Submission of Notice of Annual General Meeting [Regulation 34 of LODR]	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delayed submission (Period of delay: 14 days)	-	-	-	-	Notice of Annual General Meeting held on 30 th December, 2021 has been submitted to Stock Exchange on 23 rd December, 2021	The Management clarifies that the mistake was inadvertent in nature and Company will be more cautious in future while complying applicable SEBI (LODR) Regulation 2015.	-
6	Website disclosures [Regulation 46 of LODR]	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-maintenance of website.	-	-	-	-	Website and its disclosure are not accessible.	The management clarified that they have initiated the process of updating the website of the Company.	-



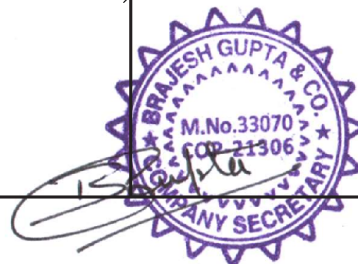
7	Appointment of Company Secretary as Compliance Officer [Regulation 6 of LODR]	Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Delayed Appointment of Company Secretary as Compliance Officer (Period of delay: 303 days)	-	-	-	-	The Company has appointed M. Anmol Shanwlesh a, Company Secretary as Compliance officer of the Company On 10 th January, 2022 with a delay.	-	-
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per 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	N.A.	
	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	N.A.	
	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 audit report for such financial year.	N.A.	
2.	Other conditions relating to resignation of statutory auditor		



	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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.</p>	<p>N.A.</p> <p>N.A.</p>	<p>-</p>
	<p>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.</p> <p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the 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.</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	<p>-</p>
<p>3.</p>	<p>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.</p>	<p>N.A.</p>	<p>The Company has Three subsidiaries i.e. Kavita Edible Oil Limited, Kavita Trading Private Limited, Evexia Lifecare Africa Limited and one stepdown</p>



		subsidiary i.e. Evexia Pan Africa Limited, however there is no material subsidiary.
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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).	Yes	-
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 Yes	-
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 No Yes	The Website of the Company is not updated as stipulated in Regulation 46(2) 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, 2013 as confirmed by the listed entity.	Yes	-



5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	-
6.	<p>Preservation of Documents:</p> <p>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.</p>	Yes	-
7.	<p>Performance Evaluation:</p> <p>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.</p>	Yes	-
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	Yes	-
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>	No	<p><i>The Company has failed to make disclosure under Regulation 30 read with sub clause (2.1) (f) under Para 2 SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 15, 2015 for issuance of Foreign Currency Convertible Bonds (FCCBs)/GDR/QIP/other securities linked to equity/ any instruments or securities representing convertible securities within 24 hours from the board meeting held on 07/11/2022 i.e. date of occurrence of event or information. Further the</i></p>



			<i>Company has uploaded the disclosure on 14/11/2022 i.e. delay of 6 days.</i>
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>	No	<i>The Company had maintained the data in Excel format and therefore was tamperable in nature and hence in violation of compliance of Structured Digital Database (SDD) in terms of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations).</i>
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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>	No	<p>Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 BSE has taken following actions:</p> <ol style="list-style-type: none"> 1. Imposed a fine of Rs. 82,600/- to the Company for late submission of disclosure of related party transactions for period ended March, 2022 under Reg.23(9) of SEBI (LODR) Regulations, 2015. The Company has filed disclosure of related party transactions on May 11, 2022 which is delay of 14 days. 2. Imposed a fine of Rs. 68,440/- for late submission of shareholding Pattern under regulation 31(b) of SEBI (LODR), Regulations, 2015 for the quarter ended December 31, 2022. The Company has filed shareholding pattern of quarter ended December 31, 2022 on February 21, 2023 which is delay of 31 days.
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	<ol style="list-style-type: none"> 1. <i>Mr. Anmol Shanwlesha has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. December 29, 2022 thereafter as per Reg.6(1) of SEBI LODR, the Company is required to appoint a qualified</i>



			<p>Company secretary as a Compliance Officer, however the Company failed to appoint a Company Secretary as Compliance Officer.</p> <p>2. 100% (hundred percent) shareholding of promoter(s) and promoter group are not in dematerialized form as per Regulation 31(2) of SEBI (LODR) Regulations, 2015</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 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, Brajesh Gupta & Co.
Practicing Company Secretary**



Brajesh Gupta, Proprietor
Mem. No. ACS- 33070 C P No.: 21306
UDIN: A033070E000480396
Place: Indore
Date: 12.06.2023