



Secretarial Compliance Report of VR Dakshin Private Limited for the financial year ended March 31, 2026

[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 Dakshin Private Limited

CIN: U74899KA1987PTC070519

VR Bengaluru, No. 11B, SY No. 40/9, Devasandra Industrial Area,
2nd Stage, KR. Puram HO, BLI, Bangalore, Karnataka - 560048

I, **CS 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 Dakshin Private Limited** having CIN: U74899KA1987PTC070519 (*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, 2nd Stage, KR. Puram HO, BLI, Bangalore, Karnataka – 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, 2026** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I **CS 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 Company;
- (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, 2026 ("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	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Delay in Submission of audited Financial Results for the quarter and year ended March 31, 2025 and statement of assets and liabilities and statement of cash flows for half year ended March 31, 2025 to BSE and to Debenture Trustee	52 (1) and (2A)	Delay in submitting audited Financial Results and statement of assets and liabilities and statement of cash flows for the quarter and year ended March 31, 2025	BSE	Fine was levied by BSE Ltd.	Delay in submitting audited Financial Results and statement of assets and liabilities and statement of cash flows for the quarter and year ended March 31, 2025. The same was filed on February 11, 2026.	Rs. 2,65,500 (including GST)	The Company has paid the penalty amount levied by BSE Ltd.	Due to some unforeseen events, the financial results were not approved within specified timelines, however, the Company has approved the same on February 11, 2026.	
2.	Submission of unaudited Financial results for the quarter ended June 30, 2025	52(1)	Delay in submitting unaudited Financial results for the quarter ended June 30, 2025	BSE	Fine was levied by BSE Ltd.	Delay in submitting unaudited results Statements for the quarter ended June 30, 2025. The same was filed on March 19, 2026.	Rs. 2,53,700 (including GST)	The Company has paid the penalty amount levied by BSE Ltd.	Due to some unforeseen events, the financial results were not approved within specified timelines, however, the Company has	

									approved the same on March 18, 2026	
3.	Delay in Submission of unaudited Financial Results and statement of assets and liabilities and statement of cash flows for half year ended September 30, 2025	52(1)	Delay in submitting unaudited Financial Results and statement of assets and liabilities and statement of cash flows for the quarter ended September 30, 2025	BSE	Fine was levied by BSE Ltd.	Delay in submitting unaudited Financial results and statement of assets and liabilities and statement of cash flows for the quarter ended September 30, 2025. The same was filed on March 19, 2026.	Rs. 2,53,700 (including GST)	The Company has paid the penalty amount levied by BSE Ltd.	Due to some unforeseen events, the financial results were not approved within specified timelines, however, the Company has approved the same on March 18, 2026	
4.	Submission of unaudited Financial results for the quarter ended December 31, 2025	52 (1)	Delay in submitting unaudited Financial results for the quarter ended December 31, 2025	BSE	Fine was levied by BSE Ltd.	Delay in submitting unaudited Financial results for the quarter ended December 31, 2025. The same was filed on March 19, 2026.	Rs. 2,69,040 (Including GST)	The penalty amount imposed by BSE is pending for payment.	Due to some unforeseen events, the financial results were not approved within specified timelines, however, the Company has approved and submitted the same to BSE and Debenture	

									Trustee on March 18, 2026. Also, The Company is of the view that the penalty amount has been incorrectly calculated and accordingly sought clarification from BSE regarding the computation of the same. However, no response has been received from BSE till date and therefore, the Company has not paid the penalty amount yet, once the clarification received from BSE on this matter, the Company will pay the fines.	
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5.	Asset Cover details for the quarter and year ended March 31, 2025	54	Delay in submission of Asset Cover details for the quarter and year ended March 31, 2025	NA	NA	Delay in submission of Asset Cover details for the quarter and year ended March 31, 2025	NA	The Company has delayed in submission of Asset Cover details for the quarter and year ended March 31, 2025	The Company has submitted Asset Cover details on February 11, 2026.	
6.	Asset Cover details for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025	54	Delay in submission of Asset Cover details for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025	NA	NA	Delay in submission of Asset Cover details for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025	NA	The Company has delayed in submission of Asset Cover details for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025	The Company has submitted Asset Cover details on March 19, 2026.	

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.	Prior intimation of Board meeting	50(1)	Delay in Submission of prior intimations of Board Meeting in which Financials Results were	BSE	Fine	Delay in Submission of prior intimations of Board Meeting in which Financials Results were	Rs. 5900/- (including GST)	The Company has delayed in filing prior intimation of at least two working days for the Board Meetings held on 30 th May, 2024, 24 th June,	The meetings held on 30 th May 2024 & 24 th June 2024 were held at a shorter	

			approved.			approved.		2024 and 12 th November, 2024.	notice. Further, the intimation for the Board Meeting held on 12 th November, 2024, was delayed inadvertently.	
2.	Submission of Outcome of Board Meeting	51 (2) read with SCH III PART B	Delay in submission of Outcome of Board Meeting held on 29 th May, 2024 and 30 th May, 2024 in which Financials Results were taken for approval	NA	NA	Delay in submission of Outcome of Board Meeting held on 29 th May, 2024 and 30 th May, 2024 in which Financials Results were taken for approval	NA	The Company has delayed in submission of Outcome of Board Meeting held on 29 th May, 2024 and 30 th May, 2024 in which Financials Results were taken for approval	The Company filed the Outcome of Board meeting held on 29 th May and 30 th May 2024 on May 31, 2024.	
3.	Submission of Outcome of Board Meeting	51 (2) read with SCH III PART B	Delay in submission of filing an Intimation for Resignation dated 29 th May, 2024 of Chief Financial Officer (CFO)	NA	NA	Delay in submission of filing an Intimation for Resignation dated 29 th May, 2024 of Chief Financial Officer (CFO)	NA	The Company has delayed in filing an Intimation for Resignation dated 29 th May, 2024 of Chief Financial Officer (CFO).	The Company filed the intimation on May 31, 2024	
4.	Submission of	52	Delay in	BSE	Fine	Delay in	Rs.	The Company	Due to	

	unaudited Financial Statements and statement of material deviation for the quarter and year ending March 31, 2024.		submitting financial results and statement of material deviation for Quarter and year ending March 31, 2024.		was levied by BSE Ltd.	submitting financial results and statement of material deviation for Quarter and year ending March 31, 2024.	147500/- (including GST)	has paid the penalty amount levied by BSE Ltd.	some unforeseen events, the company was unable to file the financial within specified timelines, and informed the same to BSE along with reason for delay on May 31, 2024. Further, the Company filed the same on June 24, 2024.	
5.	Newspaper Publication of Financial Results	52(8)	Delay in Newspaper publication of Financial Results for Quarter and year ending March 31, 2024.	NA	NA	Delay in Newspaper publication of Financial Results for Quarter and year ending March 31, 2024.	NA	The Company has delayed in Newspaper publication of Financial Results for Quarter and year ending March 31, 2024.	The Company has filed newspaper publication on June 27, 2024.	
6.	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	

	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	
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	NA NA	There was no such transaction during the period under review.

	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 51 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes, Except delays in few Submissions as mentioned in Table I (a) above.	Please refer table given in Clause I (a) of this Report.
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.	NA	There was no such transaction during the period under review.
12.	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.	NA	There was no such transaction during the period under review.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	However, the Company has conducted its

			Annual General Meeting for FY 2024-25 on February 13, 2026 with delay.
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**Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'*

For **M/s Sourav & Associates**
Company Secretaries

Sourav
Gupta

Digitally signed
by Sourav Gupta
Date: 2026.05.29
18:18:28 +05'30'

FCS Sourav Gupta
(Proprietor)
Membership No.: F-12999
CP No. 21259
UDIN: F012999H000536060
PR No: 3143/2023

Date: 29-05-2026
Place: New Delhi

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.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

For **M/s Sourav & Associates**
Company Secretaries

Sourav
Gupta

Digitally signed
by Sourav Gupta
Date: 2026.05.29
18:18:58 +05'30'

FCS Sourav Gupta
(Proprietor)

Membership No.: F-12999

CP No. 21259

UDIN: F012999H000536060

PR No: 3143/2023

Date: 29-05-2026

Place: New Delhi