



**Satyajit Mishra & Co.**

Company Secretaries

To,

**The Board of Directors**

Creative Newtech Limited

3rd & 4th Floor, Plot No 137AB, Kandivali Co Op Industrial Estate Limited,  
Charkop, Kandivali West, Mumbai City 400067.

Dear Sir(s),

**Sub.: Annual Secretarial Compliance Report for the Financial Year 2024-25**

I have been engaged by Creative Newtech Limited (hereinafter referred to as the Company) bearing CIN: L52392MH2004PLC148754 whose Equity Shares are listed on National Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

**For Satyajit Mishra & Co.**

**Company Secretaries**

**Peer Reviewed**

**Satyajit Mishra**

**Membership No.:5759**

**CP No.:4997**

**PR No. 1769/2022**

**UDIN: F005759G000437696**

**Place: Mumbai**

**Date: May 28, 2025**



**Secretarial Compliance Report of Creative Newtech Limited  
for the financial year ended 31<sup>st</sup> March, 2025**

I have examined:

- (a) all the documents and records made available to me and explanation provided by **Creative Newtech 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 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of:
  - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - ii. 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 and amendments from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- (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 to the company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period).
- (f) Securities and Exchange Board of India Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)



- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and circulars/issued thereunder;
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period)

and based on the above examination, I 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	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Clause 4 of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Clause 4 of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Intimation of closure of trading window for Quarter ended on 30.06.2024 is given on NSE portal with marginal delay of 1 day.	No Action taken by National Stock Exchange of India Limited / Other Regulatory Body	-	Intimation of closure of trading window for Quarter ended on 30.06.2024 is given on NSE portal with marginal delay of 1 day.	-	The company has given intimation for closure of trading window for the quarter ended 30.06.2024 on NSE portal with marginal delay of 1 day.	The trading window was closed on time as required. However, due to a technical glitch, there was a slight delay of one day in the reporting. We hereby confirmed that during that 1 day no KMP or designated persons have traded in our company's shares.	Advised management to take due care in future.



2.	To give Disclosure of material event under Regulation 30 read with sub-para 13 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.	Regulation 30 read with sub-para 13 of Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.	Filing of Proceedings of annual general meeting dated 30.09.2024 is not found NSE portal.	No Action taken by National Stock Exchange of India Limited / Other Regulatory Body	-	Proceedings of annual general meeting dated 30.09.2024 is not found on NSE portal.	-	Proceedings of annual general meeting dated 30.09.2024 is not found on NSE portal.	We had prepared and finalized the file for the AGM proceedings and have proof of logging in to the NSE portal to submit it. We are confident that the file was uploaded successfully. However, we are not seeing the submitted record on the NSE website. We have also contacted NSE for clarification on this matter.	Advised to the management to take due care in future and comply the regulations within the stipulated time limit.
3.	To give Disclosure of material event under Regulation 30 read with sub-para 15 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.	Regulation 30 read with sub-para 15 of Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.	Disclosure of transcripts of Earnings Conference Call held on 17.05.2024 is given with marginal delay of 3 days on NSE portal.	No Action taken by National Stock Exchange of India Limited / Other Regulatory Body	-	Disclosure of transcripts of Earnings Conference Call held on 17.05.2024 was given on 28.05.2024 with delay of 3 days on NSE portal.	-	The company has given Disclosure of transcripts of Earnings Conference Call held on 17.05.2024 on 28.05.2024 with delay of 3 days on NSE portal.	There was a technical issue with the con call service provider during the conference call, which caused some words in the recording to not sound clear. Because of	Advised to the management to take due care in future and comply the regulations within the stipulated time limit.



	SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024.	/P/0155 November 11, 2024.							this, we couldn't finalize the transcript right away. As soon as the issue was fixed and we got a clear version of the transcript, we uploaded it to NSE immediately. We didn't want to upload an incorrect file with missing or unclear words.	
4.	To submit report received from monitoring agency under Regulation 32 (6) of SEBI (LODR) Regulations, 2015 to Stock Exchange.	Regulation 32 (6) of SEBI (LODR) Regulations, 2015.	Report received from monitoring agency for the quarter ended 31.12.2024 is submitted on NSE portal with marginal delay of 45 minutes.	No Action taken by National Stock Exchange of India Limited / Other Regulatory Body	-	Report received from monitoring agency for the quarter ended 31.12.2024 is submitted on 15.02.2024 with marginal delay of 45 minutes on NSE portal.		The company has submitted Report received from monitoring agency for the quarter ended 31.12.2024 on 15.02.2024 with marginal delay of 45 minutes on NSE portal.	Due to a technical glitch on the website, we were unable to upload the report on the portal despite repeated attempts. The report was finally uploaded 45 minutes after the due date ended.	Advised to the management to take due care in future and comply the regulations within the stipulated time limit.
5.	To submit statement of deviation or variation under	Regulation 32 of SEBI (LODR) Regulations, 2015 read	Statement of deviation or variation	No Action taken by National Stock Exchange	-	Statement of deviation or variation for the quarter ended		The company has not filed Statement of deviation or variation for	During the reporting quarter, the company did not raise	Advised to the management to take due



Regulation 32 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No.: SEBI/HO/CFD/PoD2/CIR/P/2023/120 July 11, 2023 to Stock Exchange.	with SEBI Circular No.: SEBI/HO/CFD/PoD2/CIR/P/2023/120 July 11, 2023.	for the quarter ended 30.06.2024 is not field on NSE portal.	of India Limited / Other Regulatory Body		30.06.2024 is not field on NSE portal.		the quarter ended 30.06.2024 on NSE portal.	any funds or convert any convertible securities. Therefore, there was no deviation or variation in the use of funds during this period. The company has been regularly filing the Monitoring Agency Report each quarter, confirming that all the funds raised have been used for their intended purposes, along with the Statutory Auditor's Certificate. However, in this particular quarter, the company inadvertently missed filing the NIL statement for the statement of deviation/variation.	care in future and comply the regulations within the stipulated time limit.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviation and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	There was marginal delay of 1 day for disclosure of related party transactions for half year ended on September, 2023 to NSE	31.03.2024	Disclosure of related party transactions as on date of publication of financial results on half yearly basis under 23 (9) of SEBI (LODR), Regulations, 2015.	Marginal delay of 1 day in disclosure of related party transactions for half year ended on September, 2023 to NSE  NSE has imposed SOP fine for the said delay and the company has paid the same.	The Company has already disclosed related party transactions for half year ended on September, 2023 to NSE.	Since the disclosure was already filed with NSE, compliance done on 07.11.2023.

I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
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1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	-
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>● The Listed entity is maintaining a functional website</li><li>● Timely dissemination of the documents/information under a separate section on the website</li><li>● 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</li></ul>	Yes	-
4.	<b>Disqualification of Director:</b>  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.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Yes	-





6.	<b>Preservation of Documents:</b> 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.	<b>Performance Evaluation:</b> 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.	<b>Related Party Transactions:</b> (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.	Yes  Yes	-  There were no such transactions during the review period.
9.	<b>Disclosure of events or information:</b> 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.	No	Generally complied except as stated above at serial No. "a" on page No. 3 to 6 of this report.
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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 except as provided under separate paragraph herein (**).	Yes	No actions were taken by SEBI or Stock Exchanges during the review period.



12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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 event of resignation of statutory auditors in the Company or its material subsidiary.
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.</p>	Yes	Generally complied except as stated above at serial No. "a" on page No. 3 to 6 of this report

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



**Satyajit Mishra & Co.**

Company Secretaries

**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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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 Satyajit Mishra & Co.**

**Company Secretaries**

**Peer Reviewed**

**Satyajit Mishra**

**Membership No.:5759**

**CP No.:4997**

**PR No. 1769/2022**

**UDIN: F005759G000437696**

**Place: Mumbai**

**Date: May 28, 2025**