



# Rawal & Co.

(Company Secretaries)

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Registration No. S2020UP717200, Peer Review No. 5722/2024

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Annexure-III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

**Secretarial Audit Report  
For the Financial Year ended March 31, 2024**

To,

The Members

**ADDICTIVE LEARNING TECHNOLOGY LIMITED**

**(Formerly Known as Addictive Learning Technology Private Limited)**

Space Creators Heights, 3<sup>rd</sup> Floor, Landmark Cyber Park, Golf Course Extension,  
Sector 67, Gurgaon, Haryana India, 122002

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Addictive Learning Technology Limited (herein after referred as "Company").

Secretarial Audit conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ Statutory Compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorised Representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2024 has complied with the Statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company for the Financial Year ended on March 31, 2024 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable as the Company has not issued securities under Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review)**
  - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable as the neither Company has existing Debt Securities nor have issued any fresh securities during the year under review);**

g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable as the neither Company has existing Debt Securities nor have issued any fresh securities during the year under review**);

h) The Securities and Exchange board of India (Listing obligation and Disclosure requirement) Regulation, 2015.

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable as the Company has not bought back any of its securities during the financial year under review**)

I, have examined all the other applicable laws to the Company on the basis of the representations made by the Management.

I, have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India;

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

### **I, FURTHER REPORT THAT**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the Members of the Board and Committees and the same were duly recorded in the Minutes of the Meeting of the Board of Directors and Committees of the Company.

**I, FURTHER REPORT** that there are adequate systems and processes in the company to commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I FURTHER REPORT** that there were no instances of:

- i. Rights issue of shares/ debentures.
- ii. Buy-Back of securities.
- iii. Merger/amalgamation/reconstruction etc.
- iv. Foreign technical collaborations

**For and on behalf of.**  
**Rawal & Co.**  
**(Company Secretaries)**

Sd/-

**Vivek Rawal**

**FRN: S2020UP717200**

**Membership No: A43231**

**C.P No: 22687**

**UDIN: A043231F001117205**

**Date: 03/09/2024**

**Place: Gurgaon**

To,

The Members

**ADDICTIVE LEARNING TECHNOLOGY LIMITED**

**(Formerly Known as Addictive Learning Technology Private Limited)**

Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension,  
Sector 67, Gurgaon, Haryana India, 122002

Our report of even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company

**For and on behalf of.**

**Rawal & Co.**

**(Company Secretaries)**

Sd/-

**Vivek Rawal**

**FRN: S2020UP717200**

**Membership No: A43231**

**C.P No: 22687**

**UDIN: A043231F001117205**

**Date: 03/09/2024**

**Place: Gurugram**