



FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
DELTATECH GAMING LIMITED
Goa

I/We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Deltatech Gaming Limited** (formerly known as Gaussian Networks Private Limited) ("**Company**"). Secretarial Audit was conducted in a manner that provided us 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 authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, 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/we 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:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment

Mumbai: F-42, Zoom Plaza Mall, Gorai Road, Borivali West, Mumbai, MH 400092 IN
Mira-Bhayander: Office No. 116, Ostwal Paradise, Mira Road (E), Dist: Thane, MH 401107 IN
Email: cs@pramodpachhapur.in; Mobile: 9819888865; Website: pramodpachhapur.in

Pramod Pachhapur



and External Commercial Borrowings; **Not Applicable to the Company**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') **(Not Applicable to the Company as it is Unlisted Public Company):-**
- (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 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Other laws as may be applicable specifically to the Company: **There are no laws that are specifically applicable to the Company based on their Sector/Industry.**

I/We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

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



I/we 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 07 days in advance or at Shorter Notice, 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.

As per the Minutes of the Meetings held during the year under review, the decisions of the Board were unanimous and no dissenting views have been recorded. As confirmed by the Management, mechanism to capture and record the dissenting Members' view as part of Minutes, exist.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit, there were no instances of specific event/ actions having a major bearing on the Company's affairs in pursuance of laws, regulations, guidelines, standards, etc referred to above except:

1. The Board of Directors in their meeting held on July 27, 2023 and by Shareholders at their meeting held on July 28, 2023, approved the shift of Registered office from the State of West Bengal to State of Goa. The office of Regional Director, Eastern Region vide their Order dated December 15, 2023, passed the Order for alteration of Clause II of the Memorandum of Association of the Company for shifting of Registered office from the State of West Bengal to State of Goa. Further, the Company at their Board meeting held on January 8, 2024, approved the registered office to be located at 801/802, 8th Floor, Kamat Grand, Behind Caculo Mall, St. Inez, Goa-403001.

2. The Board of Directors at their meeting held on October 9, 2023, have decided that as and when market scenario is favorable, the Company will once again think of the possibility of IPO.
3. The Company received show cause notices from the Directorate General of GST Intelligence, Kolkata, for alleged short payment of Goods and Service Tax (GST) aggregating Rs. 63,843.21 millions under Section 74(1) of the CGST Act, 2017 and West Bengal SGST Act, 2017 for the period from 1 July 2017 to 30 November 2022.

For **Pramod Pachhapur & Associates**
Company Secretaries



Pramod Pachhapur
Proprietor
Membership No: A27704
COP: 24231
UDIN: A027704F000694194



Place: Mumbai
Date: July 8, 2024