

SWATI SINGH & ASSOCIATES

CHARTERED ACCOUNTANTS

ADDRESS: GROUND FLOOR, SARAJINI PALACE, PARANGARPUR, FALAKATA,
ALIPURDUAR – 735211 (W.B.)



Compliance Audit Report for the Financial Year Ended 31.03.2023

[Under Regulation 25(3) of The Securities and Exchange Board of India, (Research Analyst)
Regulation, 2014]

To,

Amit Kumar Gupta
E-119, Preet Vihar
Delhi – 110092, India

We have conducted the compliance audit under Regulation 25(3) of The Securities and Exchange Board of India, (Research Analyst) Regulation, 2014; for Research Analyst activities of Amit Kumar Gupta ["RA"], bearing Registration No. INH100009327, for the financial year period ended on 31st March, 2023.

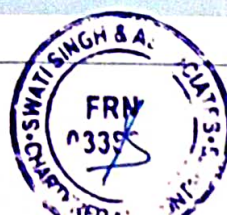
The scope of our audit is restricted to forming an opinion on whether the RA is adhering to the regulations and guidelines laid down by the Securities and Exchange Board of India. Our audit does not vouch for completeness and accuracy of the data provided by the RA. Our audit report is based on random sample test check of data provided by the RA. We have put utmost effort to obtain a heterogeneous sample from the available database. We have not physically visited the place of business of the RA, but conducted the audit by calling information as required.

Based on the information provided by you and inspection of records during the compliance audit. Our findings are reported as under:

Annexure-I

Name of SEBI Registered Research Analyst Entity	Amit Kumar Gupta
SEBI Registration No.	INH100009327
Annual compliance Audit Report for FY ended	1.04.2022-31.03.2023

Annual Compliance Audit Report for F.Y 2022-2023				
Regulations	Particulars	Compliance Status	Reason for Non-compliance/ non-	Action taken on adverse findings



			applicability	(duly approved by the Individual RA/Management of the non-Individual RA)
Regulation 3	<u>Application for grant of certificate</u> (1) No person shall act as Research Analyst or hold itself out as Research Analyst unless he has obtained a certificate of registration from the Board under these regulations.	✓ Complied Not- Complied Not Applicable	NA	NA
Regulation 6	<u>Consideration of application and eligibility criteria</u> Regulation 6 states all matters, which are relevant for the purpose of grant of certificate of registration.	✓ Complied Not- Complied Not Applicable	NA	NA
Regulation 7	<u>Qualification requirement and certification</u> An individual registered as research analyst under these regulations, individuals employed as research analyst and partners of a research analyst, if any, engaged in preparation and/or publication of research report or research analysis shall have the following minimum qualifications mentioned in Regulation 7(1) and 7(2).	✓ Complied Not- Complied Not Applicable	NA	NA
Regulation 8	<u>Net worth</u> (1) A research analyst who is individual or partnership firm shall have net tangible assets of value not less than one lakh rupees. OR (2) A research analyst who is body corporate or limited liability partnership firm shall have a net worth of not less than twenty-five lakh	✓ Complied Not- Complied Not Applicable	NA	NA



Regulation 13	<p>rupees.</p> <p><u>Conditions of certificate</u></p> <p>The certificate granted under regulation 9 shall, <i>inter alia</i>, be subject to the following conditions: -</p> <p>(i) the research analyst shall abide by the provisions of the Act and these regulations;</p> <p>(ii) the research analyst shall forthwith inform the Board in writing, if any information or particulars previously submitted to the Board are found to be false or misleading in any material particular or if there is any material change in the information already submitted;</p> <p>(iii) research analyst registered under these regulations shall use the term 'research analyst' in all correspondences with its clients.</p>	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	NA	NA
Regulation 15	<p><u>Establishing Internal policies and procedures</u></p> <p>Research analyst or research entity shall have written internal policies and control procedures governing the dealing and trading by any research analyst for:</p> <p>(i) addressing actual or potential conflict of interest arising from such dealings or trading of securities of subject company;</p> <p>(ii) promoting objective and reliable research that reflects the unbiased view of research analyst; and</p> <p>(iii) preventing the use of research report or research analysis to manipulate the securities market.</p> <p>(2) Research analyst or research entity shall have in place appropriate</p>	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	NA	NA



Regulation
16

mechanisms to ensure independence of its research activities from its other business activities

Limitations on trading by research analysts

(1) Personal trading activities of the individuals employed as research analyst by research entity shall be monitored, recorded and wherever necessary, shall be subject to a formal approval process.

(2) Independent research analysts, individuals employed as research analyst by research entity or their associates shall not deal or trade in securities that the research analyst recommends or follows within thirty days before and five days after the publication of a research report.

3) Independent research analysts, individuals employed as research analysts by research entity or their associates shall not deal or trade directly or indirectly in securities that he reviews in a manner contrary to his given recommendation.

4) Independent research analysts, individuals employed as research analysts by research entity or their associate shall not purchase or receive securities of the issuer before the issuer's initial public offering, if the issuer is principally engaged in the same types of business as companies that the research analyst follows or recommends.

(5) Provisions of sub-regulations (2) to (4) shall apply *mutatis mutandis* to a research entity unless it has segregated its research activities from all other activities and maintained an

✓ Complied

Not- Complied

Not Applicable

NA

NA

✓ Complied

Not- Complied

Not Applicable

✓ Complied

Not- Complied

Not Applicable

Complied

Not- Complied

✓ Not Applicable

✓ Complied

Not- Complied

Not Applicable



Regulation
17

arms-length relationship between such activities

6) Notwithstanding anything contained in sub-regulations (2) to (4), such restrictions to trade or deal in securities may not apply in case of significant news or event concerning the subject company or based upon an unanticipated significant change in the personal financial circumstances of the research analyst, subject to prior written approval as per the terms specified in the approved internal policies and procedures.

✓ Complied

Not- Complied

Not Applicable

Compensation of research analysts

(1) Research entity shall not pay any bonus, salary or other form of compensation to any individual employed as research analyst that is determined or based on any specific merchant banking or investment banking or brokerage services transaction.

✓ Complied

Not- Complied

Not Applicable

NA

NA

(2) The compensation of all individuals employed as research analyst shall be reviewed, documented and approved annually by board of directors/committee appointed by board of directors of the research entity, which does not consist of representation from its merchant banking or investment banking or brokerage services divisions.

✓ Complied

Not- Complied

Not Applicable

(3) The board of directors/committee appointed by board of directors of the research entity approving or reviewing the compensation of individual employed as research analyst shall not

✓ Complied

Not- Complied

Not Applicable



take into account such individual's contribution to the research entity's investment banking or merchant banking or brokerage services business.

(4) An individual employed as research analyst by research entity shall not be subject to the supervision or control of any employee of the merchant banking or investment banking or brokerage services divisions of that research entity.

✓ Complied

Not- Complied

Not Applicable

Limitations on publication of research report, public appearance and conduct of business, etc.

1. Research analysts or entities are prohibited from publishing, distributing research reports, or making public appearances about a subject company they have managed or co-managed within certain timeframes:

✓ Complied

Not- Complied

Not Applicable

NA

NA

*Forty days after the securities are priced for an initial public offering.

*Ten days after the securities are priced for a further public offering.

Regulation
18

2. If a research entity is participating as an underwriter for an issuer's initial public offering, they cannot publish, distribute a research report, or make public appearances regarding that issuer until twenty-five days have passed from the offering's date.

✓ Complied

Not- Complied

Not Applicable

3. If a Research analyst or research entity who has acted as a manager or

✓ Complied



co-manager of public offering of securities of a company shall not publish or distribute a research report or make a public appearance concerning that company within fifteen days prior to date of entering into and fifteen days after the expiration/waiver/termination of a lock-up agreement or any other agreement that the research analyst or research entity has entered into with a subject company that restricts or prohibits the sale of securities held by the subject company after the completion of public offering of securities.

Not- Complied

Not Applicable

(4) Research analyst or individuals employed as research analyst by research entity shall not participate in business activities designed to solicit investment banking or merchant banking or brokerage services business, such as sales pitches and deal road shows.

✓ Complied

Not- Complied

Not Applicable

(5) Research analyst or individuals employed as research analyst by research entity shall not engage in any communication with a current or prospective client in the presence of personnel from investment banking or merchant banking or brokerage services divisions or company management about an investment banking services transaction.

✓ Complied

Not- Complied

Not Applicable

(6) Investment banking or merchant banking or brokerage services division's personnel of research entity shall not direct the individuals employed as research analyst to engage in sales or marketing related to an investment banking or merchant

Complied

Not Complied

✓ Not Applicable





Regulation 19	banking or brokerage services and shall not direct the research analyst to engage in any communication with a current or prospective client about such division's transaction			
	(7) Research analyst or research entity shall have adequate documentary basis, supported by research, for preparing a research report	✓ Complied Not- Complied Not Applicable		
	(8) Research analyst or research entity shall not provide any promise or assurance of favourable review in its research report to a company or industry or sector or group of companies or business group as consideration to commence or influence a business relationship or for the receipt of compensation or other benefits.	✓ Complied Not- Complied Not Applicable		
	(9) Research analyst or research entity shall not issue a research report that is not consistent with the views of the individuals employed as research analyst regarding a subject company.	✓ Complied Not- Complied Not Applicable		
	(10) Research entity shall ensure that the individuals employed as research analyst are separate from other employees who are performing sales trading, dealing, corporate finance advisory or any other activity that may affect the independence of its research report.	✓ Complied Not- Complied Not Applicable		
	<u>Disclosures in Research Reports</u>			
	A research analyst or research entity shall disclose all material information about itself including its business activity, disciplinary history, the terms and conditions on which it offers research report, details of associates and such other information as is necessary to take an investment	✓ Complied	NA	NA



decision, including the following:

Not- Complied

(i) Research analyst or research entity shall disclose the following in research report and in public appearance with regard to ownership and material conflicts of interest.

(ii) Research analyst or research entity shall disclose the following in research report with regard to receipt of compensation.

(iii) Research analyst or research entity shall disclose the following in public appearance with regard to receipt of compensation.

(iv) whether the research analyst has served as an officer, director or employee of the subject company;

(v) whether the research analyst or research entity has been engaged in market making activity for the subject company;

Not Applicable

(vi) Research analyst or research entity shall provide all other disclosures in research report and public appearance as specified by the Board under any other regulations.

Contents of research report

✓ Complied



Regulation 20	<p>1.Report is based on Reliable Information and terms to be defined clearly.</p> <p>2.If rating system employed, meaning should be defined.</p> <p>3.If either rating or price target system is employed, graph of daily closing price be provided.</p> <p><u>Recommendations in public media.</u></p> <p>(1) Research analyst or research entity including its director or employee shall disclose the registration status and details of financial interest in the subject company, if he makes public appearance.</p> <p>(2) If any person including a director or employee of an investment adviser etc, makes public appearance or makes a recommendation or offers an opinion concerning securities or public offers through public media, reg.16 and reg 17 to apply and he shall disclose his name, registration status and details of financial interest in the subject company at the time of-</p> <p>(i) making such recommendation or offering such opinion in personal capacity;</p> <p>(ii) responding to queries from audiences or journalists in personal capacity;</p> <p>(iii) communicating the research report or substance of the research report through the public media.</p> <p><u>Distribution of research reports.</u></p> <p>(1) A research report shall not be made available selectively to internal trading personnel or a particular client or class of clients in advance of other clients who are entitled to receive the</p>	<p>Not- Complied</p> <p>Not Applicable</p> <p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p> <p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p>
Regulation 21				
Regulation 22				



Regulation 24	research report.			
	(2) If any third-party research report is distributed, it/he shall review the third-party research report for any untrue statement of material fact or any false or misleading information	✓ Complied Not- Complied Not Applicable		
	(3) If any third-party research report is distributed, it/he shall disclose any material conflict of interest of such third-party research provider or it/he shall provide a web address that directs a recipient to the relevant disclosures.	✓ Complied Not- Complied Not Applicable		
	(4) Provisions of sub-regulations (2) and (3) shall not apply to a research analyst or research entity if he has no direct or indirect business or contractual relationship with such third-party research provider.	✓ Complied Not- Complied Not Applicable		
	<u>General responsibility.</u>			
	Research Analyst Shall:	✓ Complied		
	1. Maintain an arms-length relationship between its research activity and other activities.	Not- Complied Not Applicable	NA	NA
	2. Abide by Code of Conduct as specified in Third Schedule.	✓ Complied Not- Complied Not Applicable		
	3. In case of change in control of the research analyst or research entity, prior approval from the Board shall be taken.	✓ Complied Not- Complied Not Applicable		
	4. Shall furnish to the Board information and reports as may be specified by the Board from time to time.	✓ Complied Not- Complied Not Applicable		
	5. To ensure that its employees or partners, as may be applicable, comply with the certification and	✓ Complied Not- Complied Not Applicable		



Regulation 25	<p>qualification requirements under regulation 7 at all times.</p> <p><u>Maintenance of records.</u></p> <p>(1) Research analyst or research entity shall maintain the following records:</p> <p>(i) research report duly signed and dated;</p> <p>(ii) research recommendation provided;</p> <p>(iii) rationale for arriving at research recommendation;</p> <p>(iv) record of public appearance.</p> <p>(2) All records shall be maintained either in physical or electronic form and preserved for a minimum period of five years, (If maintained in electronic form, such records shall be digitally signed.)</p> <p>(3) Research analyst or research entity shall conduct annual audit in respect of compliance with these regulations from a member of Institute of Chartered Accountants of India or Institute of Company Secretaries of India.</p>	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>		
Regulation 26	<p><u>Appointment of compliance officer.</u></p> <p>Research analyst or research entity which is a body corporate or limited liability partnership firm shall appoint a compliance officer who shall be responsible for monitoring the compliance of the provisions of the Act, these regulations and circulars issued by the Board.</p>	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	NA	NA
Regulation 26A	<p><u>Dispute Resolution.</u></p> <p>All claims, differences or disputes between a research analyst or research entity and its client arising out of or in relation to the activities of the research analyst or research entity</p>	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>		



	in the securities market shall be submitted to a dispute resolution mechanism that includes mediation and/or conciliation and/or arbitration, in accordance with the procedure specified by the Board.		NA	NA
CIR/MIRSD/3/2014 dated August 28, 2014 and SEBI/HO/OIA E/IGRD/P/CIR/2022/0150 dated November 07, 2022	<p><u>Display of Information for grievance redressal.</u></p> <p>The research analysts shall prominently display in their offices their compliance officer details along with CEO/Partner details and the information about the grievance redressal mechanism available to investors.</p>	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	NA	NA
SEBI/HO/IMD-II CIS/P/CIR/2021/0685 dated December 13, 2021	<p><u>Publishing of Investor Charter and disclosure of Investor Complaints by Research Analysts on their websites/mobile applications.</u></p> <p>All registered Research Analysts are advised to bring to the notice of their clients the Investor Charter as provided at Annexure A by prominently displaying on their websites and mobile applications. Research Analysts not having websites/mobile applications shall, as a one-time measure, send Investor Charter to the investors on their registered e-mail address.</p> <p>Research Analyst (RA), shall disclose all complaints including SCORES complaints received by them in the format mentioned in Annexure B on a monthly basis. The information shall be made available by 07th of the succeeding month. Research Analysts not having websites/mobile</p>	<p>✓ Complied</p> <p>Not Complied</p> <p>Not Applicable</p>		NA



	<p>applications shall send status of Investor Complaints to the investors on their registered email on a monthly basis.</p> <p>Research Analysts to display link/option to lodge complaint with them directly on their websites and mobile apps.</p>			
SEBI/HO/MIRSD2/DOR/CIR/P/2020/221 dated November 03, 2020	Compliance of the SEBI circular for Advisory for financial Sector Organizations regarding Software as a Service (SaaS) based solutions for half-yearly ended 31 st March 2022 and 30 th September 2022.	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	NA	NA
CIR/MIRSD/5/2013 dated August 27, 2013.	General Guidelines for dealing with Conflicts of Interest of intermediaries and their Associated Persons in Securities Market.	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	NA	NA
CIR/MIRSD/2/2015 dated August 26, 2015 and CIR/MIRSD/3/2015 dated September 10, 2015	<p><u>Reporting Requirements under Foreign Account Tax Compliance Act.</u></p> <p>Intermediaries shall adhere to guidelines given under this circular for avoiding or dealing with or managing conflict of interest. They shall be responsible for educating their associated persons for compliance of the guidelines.</p>	<p>✓ Complied</p> <p>Not- Complied</p> <p>Not Applicable</p>	NA	NA
CIR/MIRSD/2/2015 dated August 26, 2015 and CIR/MIRSD/3/2015 dated September 10, 2015	<p><u>Reporting Requirements under Foreign Account Tax Compliance Act.</u></p> <p>Research Analysts shall take necessary steps to ensure compliance with the requirements specified in the aforesaid Rules after carrying out necessary due diligence.</p>	<p>✓ Complied</p> <p>Not Complied</p> <p>Not Applicable</p>	NA	NA
CIR/MIRSD/5/2013 dated August 27, 2013	<u>General Guidelines for dealing with Conflicts of Interest of Intermediaries and their Associated Persons In Securities Market.</u>			



CIR/MIRSD/2/2015 dated August 26, 2015 and CIR/MIRSD/3/2015 dated September 10, 2015	Intermediaries shall adhere to guidelines given under this circular for avoiding or dealing with or managing conflict of interest. They shall be responsible for educating their associated persons for compliance of the guidelines.	✓ Complied	NA	NA
		Not- Complied		
		Not Applicable		
SEBI/HO/MIRSD/MIRSD-SEC-5/P/CIR/2023/022 issued on February 03, 2023	<u>Reporting Requirements under Foreign Account Tax Compliance Act.</u> Research Analysts shall take necessary steps to ensure compliance with the requirements specified in the aforesaid Rules after carrying out necessary due diligence.	✓ Complied	NA	NA
		Not- Complied		
		Not Applicable		
	Compliance of Anti-Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT) /Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules framed there under.	✓ Complied	NA	NA
		Not- Complied		
		Not Applicable		
Audit Observations				
Our Audit is based on sample test. No Adverse observations during the conduct of our Audit.				

For SWATI SINGH & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN NO. 033880C

(FCA SWATI SINGH)

Swati Singh

PROPRIETOR

M.NO. 138961



UDIN: 23138961BGZMEW2082

DATE: 29-09-2023

PLACE: KOLKATA

PAN : AWDPA5390A