

WISEC GLOBAL LTD.

NH-II, 2nd Floor, C-Block, Community
Centre, Naraina Vihar, New Delhi-110028
Tel.: 25777192-93,
Email: wgl@wisecglobal.com,
wisecglobal@yahoo.com
CIN: L74140DL1991PLC046609

Date: 08.09.2023

To,

Bombay Stock Exchange Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers, Dalal Street,
Mumbai – 400001

**Sub: Annual Report for the F.Y. 2022-23 along with Notice of 30th Annual General Meeting
(BSE SCRIP CODE 511642)**

Dear Sir / Madam,

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report for the F.Y. 2022-23 along with the Notice of 30th Annual General Meeting of the Company scheduled to be held on Saturday, 30th September, 2023 at 03.00 PM to transact the business as set out in the Notice.

This is for your kind information and record purpose. Please update the same at your website.
Thanking You.

For Wisec Global Limited



Rakesh Rampla
(Wholt Time Director)
DIN: 01537696

30TH ANNUAL REPORT
OF
WISEC GLOBAL LIMITED
FOR THE F.Y. 2022-23

WISEC GLOBAL LIMITED
Regd. Office: 2nd Floor, NH-II, C- Block, Naraiana Vihar, New Delhi 110028
CIN- L74140DL1991PLC046609
Tel: 011-25777193
E-mail: wisecglobal@yahoo.com, Web: www.wisecglobal.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **30th (Thirty) Annual General Meeting** of the members of **Wisec Global Limited** will be held Saturday, the **30th day of September, 2023 at 03:00 PM (IST)** at the registered office of the Company situate at **2nd Floor, NH-II, C- Block, Naraiana Vihar, New Delhi 110028** to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31st, 2022 on that date together with the reports of the Directors and Auditors thereon for the year ended March 31st, 2022.

ITEM NO. 2 – APPOINTMENT OF DIRECTOR

To consider reappointment of Mr. Rakesh Rampal (holding DIN No. 01537696) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rakesh Rampal (holding DIN No. 01537696), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation”.

ITEM NO. 3 – APPOINTMENT OF STATUTORY AUDITOR AND TO FIX REMUNERATION

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s MKRJ & Co., Chartered Accountants, (FRN: 0030311N), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of ensuing 30th Annual Meeting to hold such office for a period of five years till the conclusion of the 35th Annual General Meeting, at a remuneration fix by the Board of Directors consul with them.

“RESOLVED FURTHER THAT any of the Directors of the Company be and each of them is hereby authorized to digitally sign the form and declaration and submit the necessary forms with the Registrar of Companies.”

SPECIAL BUSINESS

ITEM NO. 4 – APPOINTMENT OF MR. SATISH KUMAR GOLA (DIN: 00118342) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mr. Satish Kumar Gola (DIN: 00118342) as an Independent Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended, Mr. Satish Kumar Gola (DIN: 00118342), who, based on the recommendations of the Nomination and Remuneration Committee of the Board, was appointed as an Additional Director (Non-Executive-Independent Director) of the Company with effect from September 4, 2023 under Section 161 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from September 4, 2023 and the provisions of Section 152 (6) and (7) in respect of retirement of directors by rotation shall not be applicable to him during his tenure.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 5 – TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA)/ AOA OF THE COMPANY AS PER THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following with or without modification(s) as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 13 and Section 14 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with rules made thereunder consent of the members be and is hereby accorded to adopt new set of Memorandum of Association/Articles of Association in accordance with the provisions of Companies Act, 2013 in place of existing Memorandum of Association/Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

ITEM NO. 6 – AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.10,00,00,000 (Rupees Ten Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Directors and KMP, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 7 – AUTHORISATION UNDER SECTION 180 OF THE COMPANIES, ACT, 2013

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/ or foreign lender and/ or any body corporate/ entity/ entities and/ or authority/ authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 10,00,00,000 (Rupees Ten Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/ or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/ or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/ or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.10,00,00,000 (Rupees Ten Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Regd. Office: 2nd Floor, NH-II, C- Block,
Naraiana Vihar, New Delhi 110028

By order of the Board of Directors
Wisec Global Limited

Place: New Delhi
Date: 04th September, 2023

Sd/-
Rakesh Rampal
(Director)
DIN: 01537696

NOTES:

1. **NO SNACK BOXES/GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
2. As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution/authority, as applicable, issued by the member.

4. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
5. Brief Resume of the Director(s) seeking re-appointment, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} is annexed hereto and forms part of Notice.
6. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd day of September, 2023 to Saturday, 30th day of September, 2023 (both days will be inclusive).
9. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. They are also requested to bring their copy of the Annual report to the Annual General Meeting.

10. The route map and prominent landmark of the venue of the Annual General Meeting as required under Secretarial Standards on the General Meeting is annexed herewith as with this Report.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited ("the RTA") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Alankit Assignment Limited (RT
13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
16. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. In compliance with MCA General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 17/2020 dated 13th April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and owing to the difficulties involved in dispatch of physical copies, the Annual Report for F.Y. 2022-23 comprising of Financial Statements (including Board's Report, Auditors' report or other documents required to be attached therewith)

and Notice of 30th Annual General Meeting (AGM) are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that this Notice and the Annual Report 2023-22 will also be available on the Company's website viz. www.kuwer.com.

21. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs. The registered e-mail address will be used for sending future communications.

22. Members are requested to: -

- a) note that copies of annual Report will not be distributed at the AGM and they will have to bring their copies of annual Report;
- b) bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM Place will be strictly on the basis of the Entry Slip available at the counters at the meeting venue in exchange of the attendance Slip;
- c) quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
- d) note that no gifts / coupons will be distributed at the AGM.

VOTING THROUGH ELECTRONIC MEANS

23. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. The e-voting services provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

24. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

26. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Wednesday, 27th September, 2023 from 9.00 A.M and ends on Friday, 29th September, 2023 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, 22nd September, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where

	the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.eservice.nsdl.com.
2. Click on “Shareholders” module.
3. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to <https://www.evoting.nsdl.com/> and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach

'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
10. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
15. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to wisecglobal@yahoo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to wisecglobal@yahoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

.Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

1. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st April 2023.
2. The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:
 - PAN; (using ISR-1)
 - Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
 - Contact details including Postal address with PIN code, Mobile Number, E-mail address;
 - Bank Account details including Bank name and branch, Bank account number, IFS code;
 - Specimen signature. (using ISR-2)
3. Any cancellation or change in nomination shall be provided in Form No.SH-14
4. All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e. www.alankit.com.

A separate communication has already been sent to the respective shareholders.

1. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022- 23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2021-22 are available on the website of the Company www.wisecglobal.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
2. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or M/s Alankit Assignments Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011-42541234) for assistance in this regard.

3. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (“DP”) in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
5. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2021-2022 and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at info@alankit.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Wisec Global Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company’s communications through e-mail going forward.

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.wisecglobal.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

7. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cur-off date for e-voting i.e. **Friday, 22nd September, 2023**, such person may obtain the User ID and Password from RTA by e-mail request on info@alankit.com
8. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by

him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

10. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
11. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, Alankit Assingments Ltd./Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. Alankit Assingments Ltd., having address at 4E/2-110 Jhandewalan Extn. New Delhi-110005, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
13. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 29th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Friday, September 23, 2022** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, September 27, 2023 at 9:00 A.M. and ends on Friday, September 29, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to attittamsingh@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@alankit.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@alankit.com you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. M/s Amit H. V. & Associates, Practising Company Secretaries (COP No-21725), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kalpacommercial.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statements set out all material facts relating to the Special Businesses mentioned in the accompanying notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on September 4, 2023, have appointed Mr. Satish Kumar Gola (DIN: 00118342) as an Additional Director (Non-Executive Independent) of the Company. The term of his appointment as an Additional Director shall be up to the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, while the term as an Independent Director was proposed for five (5) consecutive years commencing from September 4, 2023, subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

The Company has received a declaration from Mr. Satish Kumar Gola confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Satish Kumar Gola is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. Further, the Company has received notice from a member u/s 160(1) of the Companies Act, 2013, proposing candidature of Mr. Satish Kumar Gola for the office of the Director in the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.wisecglobal.com.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Board and Committees in respect of the appointment of Mr. Satish Kumar as the Independent Director, a required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Mr. Satish Kumar Gola is not related to any other Director and Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Satish Kumar Gola as an Independent Director of the Company would benefit the Company in terms of his rich experience and broad range of skill sets and recommends the Ordinary resolution as set out in Item No. 5 of the Notice for approval of the shareholders.

Except, Mr. Satish Kumar Gola, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Ordinary Resolution for your approval.

Item No. 5

The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company, is based on the erstwhile Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. With the coming into force of Companies Act 2013, several clauses of MOA & AOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Memorandum of Association and Articles of Association (primarily based on Table A & Table F set out under Schedule I to the Companies Act, 2013) in place of existing MOA & AOA.

As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended and restated MOA & AOA of the Company.

The Board recommends the above resolution to the shareholders for their approval as Special Resolution.

A copy of amended and restated MOA/AOA of the Company would be available for inspection of the members at www.wisecglobal.com and at the Registered Office of the Company during the business hours on any working day.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No. 6

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 10 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice.

The Board recommends the resolution at Item no.6 to be passed as Special Resolution.

Item No. 7

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.7 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice.

The Board recommends the resolution at Item no. 7 to be passed as Special Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Rakesh Rampal	Mr. Satish Kumar Gola
Date of Birth	14/05/1963	27/11/1968
DIN	01537696	00118342
Age (Years)	70 years approx	55 Years Approx
Date of Appointment	01/01/1999	04.09.2023
Qualification & Expertisensness	He is Graduate by qualification and having rich experience of Administration and Finance	He is Company Secretary by qualification and having rich experience of the field of Finance
Relations with Other Director (Inter-Se)	Nil	Nil
Directorship held in Other Companies as on date	Meher Infosolutions Private Limited Meher Infosolutions Private Limited	
No. of Shares held	Nil	Nil
Committee Positions* in other Public Companies	NIL	NIL

Important Communication to Members

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

REPORT OF BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present herewith their Report on the business and Operation of the Company together with the Audited financials and Report of Secretarial Auditor for the financial year ended on 31st March, 2023.

FINANCIAL RESULTS

Details	Year Ended 31.03.2023	Year Ended 31.03.2022
Revenue from Operations	0	0
Other Income	0	0
Depreciation and amortization expenses	0	0
Employee Benefit Exp.	109	116
Payment to Auditor	50	50
Other expenditure	782	967
Profit/(Loss) before tax	(941)	(893)
Tax Expenses		
Current Tax	0	0
Deferred Tax (Assets)/Liabilities	0	0
Net Profit/(Loss) after tax	0	0
Total other comprehensive income, net of tax	(941)	(893)
Total Comprehensive income for the year, net of tax	(941)	(893)
Earnings per Share (Basic)/ (Diluted)	(0.00)	(0.00)

DIVIDEND

In view of the carry forward losses, no dividend has been declared for the year.

OPERATIONS

The companies had lost its major client and business operations of the company have been affected adversely, hence revenue from current year is on the lower side as compared to the last year.

CHANGE IN SHARE CAPITAL

The authorised share capital of the Company is ₹ 5,00,00,000 (Rupees Fifty Crore only) divided into 50,00,000 (Fifty Lakh only) Equity shares having face value of ₹ 10/- each. The issued, subscribed and paid up capital of the Company is ₹ 11,65,01,000 (Rupees Eleven Crore Sixty Five Lakh Thousands Only) divided into 1,16,50,100 (One Crore Sixteen Lakh Fifty Thousand Hundred Only) equity shares having face value of ₹ 10/- each.

There has been no change in the share capital of the Company during the period under review.

FINANCIAL STATEMENT

The Financial Statements of your Company have been prepared in accordance with Indian Accounting Standards (IND-AS) issued by the Institute of Chartered Accountants of India and Regulation 48 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations, 2015) for the financial year 2022-23 as applicable to the Company. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profit and cash flow for the year ended 31st March, 2023.

RESERVES

The Company is suffering losses hence did not transfer any amount to the General Reserves.

PUBLIC DEPOSITES

During the year under review, the Company has neither accepted nor renewed any deposits in terms of Chapter V of the Companies Act, 2013 and Rules framed thereunder.

EXPORTS

There is no foreign earning and outgo during the year

R & D

Company is a non-manufacturing Company, Hence no R& D works being carried out in the company.

DETAILS OF SUBSIDIARY COMPANIES (FINANCIAL SUMMARY)

During the Period under review your company is not having any subsidiary.

CORPORATE GOVERNANCE

A Management Discussion and Analysis is annexed and form part of this report.

A separate report on Corporate Governance along with the Practicing Company Secretary certificate on compliance of conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges forms part of this report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure A**.

DIRECTORS AND KEYMANAGERIAL PERSONEL

(a) Reappointment

Mr. Rakesh Rampal Director of the Company retires by rotation and being eligible offer herself for reappointment at the ensuing Annual General Meeting.

(b) Resignation and Cessation

There is no resignation or cessation of Directors during the financial year under scrutiny. Mr. Kolluru Venkata Surya Prakash (DIN: 01013474) has resigned and Mr. Satish Kumar Gola (DIN: 00118342) has appointed as Non-Executive Independent Director, w.e.f. 04th September, 2023 i.e. after closing of reporting financial year.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the listing Agreement with the Stock Exchanges.

(c) DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMPs)

Pursuant to provisions of Section 2(51) and 203 of the Companies Act, 2013, the Key Managerial Personnel (KMP) of the Company during the year are as follows:-

Rakesh Rampal	Whole Time Director
Kolluru Venkata Surya Prakash*	Non-Executive Independent Director
Bhawna Sharma	Non-Executive Director
Anuj Dixit	CFO (KMP)
Devendra Kumar Singh**	Manager (KMP)
Satish Kumar Gola***	Non-Executive Independent Director

* Mr. Kolluru Venkata Surya Prakash (DIN: 01013474) has resigned from the Directorship of the Company w.e.f. 04th September, 2023 i.e. after closing of reporting financial year.

** Mr. Devendra Kumar Singh (PAN: AODPS1669A) has appointed as the Manager of the Company w.e.f. 19th June, 2023 i.e. after closing of reporting financial year.

*** Mr. Satish Kumar Gola (DIN: 00118342) has appointed as Additional Non-Executive Independent Director w.e.f. 04th September, 2023 i.e. after closing of reporting financial year.

Note: ***There is no Company Secretary in the Company for the year ended 31st March, 2023.***

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Board as a Whole and the Non-Independent Directors was carried out by the Independent Director While evaluating the performance and effectiveness of the Board, various aspects of the Board's functioning such as adequacy of the composition and quality of the Board, time devoted by the Board to Company's long-term strategic issues, quality and transparency of Board discussions, execution and performance of specific duties, obligations and governance were taken into consideration. Committee performance was evaluated on the basis of their effectiveness in carrying out respective mandates. A separate exercise was carried out to evaluate the performance of Directors, who were evaluated on parameters such as level of engagement and contribution to Board deliberations, independence of judgments, safeguarding the interest of the Company and focus on creation of shareholders value, ability to guide the Company in key matters, attendance at meetings, etc. The Executive Directors were evaluated on parameters such as strategy implementation, leadership skills, quality, quantity and timeliness of the information flow to the Board

The Directors expressed their satisfaction with the evaluation process.

MEETINGS OF THE BOARD

The Board duly met at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice along with agenda and notes on agenda of each Board Meeting was given in writing to each Director.

During the financial year ended March 31, 2023, 5 meetings of the Board of Directors were held as against the statutory minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days between them. The dates of meetings are mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	31.05.2022	4.	14.11.2022
2.	13.08.2022	5.	14.02.2023
3.	05.09.2022		

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

COMPOSITION OF AUDIT COMMITTEE

The Board has constituted the Audit Committee under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Recommendation by Audit Committee: There were no such instances where the recommendation of Audit Committee has not been accepted by the Board during the financial year under review.

The Audit Committee presently comprises of three members, including one Executive Director viz. Rakesh Rampal, and two Non-executive Independent director viz. Mr. Kolluru Venkata Surya Prakash, and Ms. Bhawna Sharma who is Chairperson of the Committee. All the members are well versed in corporate finance and related areas.

The representative(s) of Statutory Auditors are permanent invitees of Audit committee meetings. During the financial year under review, 4 (Four) Audit Committee Meetings were held.

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the Nomination & Remuneration Committee under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee as on date comprises of three members.

COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Board has constituted the Stakeholders & Relationship Committee under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Stakeholder Relationship Committee as on date comprises of three members

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

DEPOSITS

During the year under review, the Company did not accept any deposits. However the company paid of the entire pending deposit amount to the deposit holders.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a whistle bower policy that forms part of the HR Policy of the Company to deal with instances of fraud and mismanagement, if any.

REMUNERATION POLICY

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors formulated the Remuneration Policy of your Company on the recommendations of the HR, Nomination and Remuneration Committee. The salient aspects of the Remuneration Policy, including appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

RELATED PARTY TRANSACTIONS

Company has not entered into any related party transaction during the financial year under scrutiny.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Being a Company with losses or minimal profit, your company is not required to follow provisions of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

RISK MANAGEMENT

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a "Risk and Operations Management Committee."

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This policy seeks to create transparency, minimize adverse impact on the Business objectives and enhance the Company's competitive advantage.

MANAGEMENT DISCUSSION AND ANALYSIS

To avoid duplication between the Directors' Report and the Management Discussion and Analysis, we present below a composite summary of performance of the various businesses and functions of the Company.

OPERATIONAL UPDATE

Company is not operating as on date however company is focusing to get some new contracts for IT enabled services.

OUTLOOK ON THREATS, RISK AND CONCERNS

The Company has an integrated approach to managing the risks inherent in various aspects of its business. As part of this approach, the Board of Directors is responsible for monitoring risk levels on various parameters, and the management council is responsible for ensuring implementation of mitigation measures, if required. The Audit Committee provides the overall direction on the risk management policies.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal control environment of the Company is well established, maintained and its effectiveness is assessed regularly. These measures are in the form of procedures/processes set by the management covering all critical and important areas.

The Company has a well-defined organization structure, authority levels, internal rules and guidelines for conducting business transactions. The management review the actual performance of the business of the Company on regular basis.

The Audit Committee met four times during the year. It reviews the status of implementation of recommendations given by internal auditors and the results of self – assessment of internal controls. It also reviewed the quarterly results, secretarial and tax compliances.

AUDITORS AND AUDITORS' REPORT

a. Statutory Auditor:

In accordance with Section 139 of the Companies Act, 2013, the Board of Directors at their meeting held on September 04, 2023, based on the recommendation of the Audit Committee, has recommended the appointment of M/s MKRJ & Co., Chartered Accountants (FRN: 0030311N), New Delhi, as a Statutory Auditor of the Company for a period of 5 consecutive years, commencing from conclusion of ensuing 30th AGM till the conclusion of 36th AGM, to be held in the Year 2028, subject to approval of the Members in the ensuing Annual General Meeting of the Company to be held on 30th September, 2023, due to casual vacancy arises by resignation of M/s KBDS & CO., Chartered Accountants, (FRN: 323288E) statutory auditor of the Company.

M/s MKRJ & Co. have confirmed their willingness and eligibility for appointment in accordance with Section 139 read with Section 141 of the Act.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). The Auditors' Report for the financial year ended 31st March, 2023, does not contain any qualification, reservation or adverse remark.

Auditor's Report

Statutory Auditor of the Company has submitted Auditor's Report on the Accounts of the Company for the accounting year ended on 31st March, 2023. The Auditor's report is self - explanatory and requires no comments.

b. Secretarial Auditor

The Board has appointed M/s Amit H.V. & Associates (Prop. Mr. Amit Kumar), a Practicing Company Secretary, to conduct Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2022-23.

The Secretarial Auditor of the Company have submitted their Report in form No. MR-3 as required under Section 204 of the Companies Act, 2013 for the financial year ended 31st March, 2023. The Secretarial Auditor Report is annexed herewith and marked as **Annexure I** to this Report. Explanation to the observation of Secretarial Auditor as mentioned in his report, is as follows:

c. Management Reply

Management of the Company assure you that Effective and Efficient steps will be taken by the Company in the Coming Financial Year to resolve and Comply all the above mentioned Remarks given by the Secretarial Auditor of the Company.

DIRECTORS' COMMENTS ON AUDITOR'S REMARKS

The Auditors' remarks on the annual accounts are self-explanatory and do not require further comments from the Company

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

CHANGE IN NATURE OF BUSINESS, IF ANY

No change in the nature of the business of the Company done during the year.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments which have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report that may affect the financial position of the Company.

EFFICIENT INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations. All the transactions are properly authorized, recorded and reported to the management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. Te detailed process of review not only ensures reliability of control systems and legal compliances with applicable legislation, defined policies and processes but also reviews efficiency of systems and ensures safeguarding of tangible and intangible assets.

NOMINATION & REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration as required under Section 178 of the Companies Act, 2013. The Nomination & Remuneration Policy of the Company is annexed herewith and marked as **Annexure II** to this Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2023 and state that:

- a. In the preparation of the Annual Accounts for the year ended 31st March, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- b. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. That the directors had prepared the annual accounts on a going concern basis;

- e. The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PREVENTION OF SEXUAL HARRASMENT

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

LISTING ON THE STOCK EXCHANGE

The Equity shares of the Company are listed at BSE Limited. The trading in to the equity shares of the Company is currently suspended by the BSE due to non-deposited of Annual Listing Fee.

STATUTORY INFORMATION

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1), 5(2) & 5(3) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2023 is given in a separate Annexure to this Report.

The above Annexure is not being sent along with this Report to the members of the Company in line with the provisions of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by members at the Registered Office of the Company 21 days before the Annual General Meeting and upto the date of the ensuing Annual General Meeting during the business hours on working days.

None of the employees covered under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is neither a relative of any Director of the Company and holds (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has already adopted the Code of Conduct to regulate. Monitor and report trading by designated persons towards prevention of Insider Trading. Further, in accordance with the provisions of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has duly approved and adopted the code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information and formulated the code of conduct of the Company.

The code is applicable to Directors, Employees, Designated Person and other connected persons of the Company. The aforesaid code of conduct for prevention of Insider Trading is duly placed on the website of the Company at www.grovyindia.com. Pursuant to the Internal Code of Conduct for Prevention of Insider Trading as framed by the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended), the trading window closure(s) are intimated in advance to all the designated person and during the said period, the Board of Directors and concerned persons are not permitted to trade in the securities of the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

RISK MANAGEMENT

The Company has adopted the Risk Management policy that defines and lays out the strategies and methodology to decide on the risk taking ability of the organization. The Company constantly reviews its exposure to various types of risk, whether it be regulatory, operational, environmental, financial or political. The Company has in place adequate systems to ensure compliance with all regulatory and statutory matters reviews the same on a periodic basis and takes appropriate corrective action when necessary.

CORPORATE GOVERNANCE REPORT

Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall be applicable those companies having paid up equity share capital exceeding ₹10 crore or Net Worth exceeding ₹ 25 crore, as on the last day of the previous financial year. The paid up share capital and net worth of your Company do not come under the purview of applicability of Regulation 27 of Listing Regulations i.e. Corporate Governance. Therefore, separate report of corporate governance is not attached herewith.

Inspite of above exemption, Your Company adopts best practices for corporate governance, disclosure standard and enhanced shareholder value while protecting the interest of all other stakeholders including clients, its employee. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.

The certification by CFO as per regulation 15(2)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is attached and marked as Annexure –‘C’.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Managing Directors of the Company did not receive any remuneration or commission from subsidiary.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO

Information required to be given pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's report for the year ended 31st March, 2023 are given below :

a) CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

The provisions related conservation of energy does not apply to the Company, therefore, the information as provided in Performa given in Form A under the Companies (Accounts) Rules, 2014 is not given. However, the Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

The Company has been taking energy saving measures viz., Use of energy saver electrical equipments, CFL fittings are provided inside the building for common area lighting in the projects of the Company, Efficient ventilation system in offices and the projects of the Company.

Moreover, your company emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

b) RESEARCH & DEVELOPMENT

Your company has not undertaken any research and development work during the year 2022-23. However, in order to minimize its cost and increase the quality of its projects, your Company is trying to maintain highest standard of quality.

c) FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of Foreign Exchange, earnings and Outgo are given as below: -

	Year 2023 (Amt.)	Year 2022 (Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

APPRECIATION

Directors wish to place on record their deep thanks and gratitude to;

- a) The Central and State Government as well as their respective Departments and Development Authorities connected with the business of the Company, Banker of the Company, as well as other Institutions for their co-operation and continued support.
- b) The Shareholders for the trust and confidence reposed and to the Customers for their valued patronage.
- c) The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated Endeavour towards attainment of better working results during the current year.
- d) The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.
- e) The customers, business associates and banker for their continued support during the financial year.

**By order of the Board
For Wisec Global Limited**

Date: 04.09.2023
Place: New Delhi

Sd/-
Kolluru Venkata Surya
Prakash
(Director)
DIN: 01013474

Sd/-
Rakesh Rampal
(Whole Time Director)
DIN: 01537696

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023
[Pursuant to section 204(1) of the Companies Act, 2013, and rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Wisec Global Limited
2nd Floor, NH-II, C- Block,
Naraiana Vihar, New Delhi - 110028

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wisec Global Limited (hereinafter called "**the 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 my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 generally not complied with the statutory provisions listed hereunder and also that the Company has not 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 made available to me and maintained by the Company as per Annexure A for the Financial Year ended on 31st March, 2023 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 and External Commercial Borrowings;
- (v) 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, 1992 and 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, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the period)**];
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not applicable to the Company during the period)**

- 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; **(Not applicable to the Company during the period)** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the period).**
- (vi) I further report that having regard to the compliance system prevailing in the company and on examination of relevant documents and records in pursuance thereof, on test check basis, the company has not generally complied with other laws identified by the management as applicable specifically to the company broadly covering Laws relating to engineering Industries.

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

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the BSE Ltd. read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has not generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines mentioned above subject to the following observations.

1. *In terms of Regulation 46 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, listed entity is required to maintain a functional website containing the basic information about the Company. During the year under review it has been observed that the Company's website is not working, management of the Company trying to resolve the same at earliest.*
2. *During the year under review, it has been observed that as required under Section 203 of the Companies Act, 2013 and rules made thereunder and Reg. 6 of SBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall have whole Company Secretary (Compliance Officer), for the reporting period, Company fails to appoint a whole time Company Secretary.*
3. *Currently, on the date of issue of this report, the status of Company on BSE website is suspended due to penal reason.*
4. *Pursuant to Reg. 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), during the period under review, it has been observed that Company have not paid its Annual Listing Fee to BSE Ltd.*
5. *Annual Disclosure required under regulation 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, during the period under review it has been observed that promoters of the Company didn't file the same to BSE Ltd.*
6. *Pursuant to Reg. 13 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The listed entity shall file with the recognised stock exchange(s) on a quarterly basis a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter, during the period under review it has been observed that Company failed to file such statement with Exchange.*

7. Pursuant to Reg. 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall publish such information in the newspaper, as listed below:
 - a) financial results, as specified in regulation 33;
 - b) notices given to shareholders;during the year under review, it has been observed that, Company published the Notice of AGM held in the year 2022 in the newspaper but failed to publish the Quarterly financial result of the whole year of w.r.t. F.Y. 2022-23.
8. As required under Section 134 (1) of the Companies Act, 2013 and the ruled made there under, the Financials statement must be sign by the Company Secretary of the Company, during the year under review it has been observed that Financial statement has not been signed by the Company Secretary.
9. As required under Reg. 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, due to non-complied Company, Company has not closed its register of members.
10. During the period under review, it has been observed that, the Company fails to file e-form MGT-14 for adoption of accounts, appointment of Secretarial Auditor and Internal Auditor for the year ending on 31st March, 2023.
11. During the period under review, it has been observed that, the Company fails to file e-form PAS-06 for the half year ended on 31st March, 2022, 30th September, 2022 and 31st March, 2023.
12. During the period under review, it has been observed that, pursuant to section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014], the Company fails to file e-form MGT-15 for the proceeding of Annual General Meeting held in the year 2022.
13. Pursuant to Reg. 55A of SEBI (Depository and participants) Regulations, 1996, Company failed to file Reconciliation of Share Capital and Audit Report, during the period under review.
14. Pursuant to Reg. 40(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Company failed to file Certificate required from Practicing Company Secretary under Reg. 40(10), during the period under review.
15. Pursuant to Reg. 27 of SEBI (LODR), Company failed to file non-applicability certificate of Corporate Governance Report during the period under review.
16. Pursuant to Reg. 7(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, Company failed to file Compliance Certificate required from compliance officer of the Company and Registrar of Transfer Agent (RTA), during the period under review.
17. During the period under review, it has been observed that Company is not complied with the provisions of SEBI (LODR, the Companies Act, 2013 and other applicable laws.
18. Pursuant to Reg. 30 and Reg. 33 of SEBI (LODR), Company didn't file outcome of board meeting for consideration of financial result during the period under review.
19. During the period under review, it has been observed that, Company failed to comply the provisions as stipulated in Regulations 17 to 27 of SEBI (LODR).
20. Pursuant to Reg. 17 of SEBI (LODR) the composition of the Board is not duly constituted, w.r.t. to optimum composition of Executive and non-Executive Director of the Company.
21. No secretarial record maintained by the Company including minutes book as required to be maintain under Sec. 118 of the Companies Act, 2013, including statutory registers.

I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under the laws and regulations applicable to the Company as referred hereinabove and verification of documents and records on test check basis.

I further report that the compliance by the company of the direct and indirect tax laws has not been reviewed during this audit as the same had been subject to review by the statutory financial audit and other designated professionals.

I further report that

The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director.

Adequate notice is not 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. Decisions at the Board Meetings were taken unanimously.

I further report that there are no 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.

**For Amit H.V. & Associates
(Company Secretary)**

UDIN: A048528D000587489

**Sd/-
Amit Kumar
(Proprietor)
ACS No. 48528, CP. No. 21725**

Date: 06th September, 2023
Place: New Delhi

This report is to be read with our letter of odd date which is annexed as Annexure B and forms an integral part of this report.

ANNEXURE - A

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under viz.
 - Register of Directors & KMP
 - Register of Directors' Shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members
 - Periodical BENPOS, Registers of Demat/Remat and records made available from RTA
5. Agenda papers relating to the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations/ documents/ reports/ returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the period under report.
9. Communications/ Letters issued to and acknowledgements received from the Independent directors for their appointment
10. Various policies framed by the company from time to time as required under the Companies Act as well as listing agreement/SEBI

To,

The Members
Wisec Global Limited
2nd Floor, NH-II C- Block,
Naraiana Vihar, New Delhi - 110028

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2022

My report of odd date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my 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 records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my 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 the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures 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.

Annexure-II
NOMINATION AND REMUNERATION POLICY

I. GUIDING PRINCIPLES

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

II. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.

III. FREQUENCY OF THE MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

IV. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

Managing Director/Whole-time Director/Manager (Managerial Person):

- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1 October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation:

- The Committee shall carry out evaluation of performance of every Director.
- KMP and Senior Management on yearly basis or as when required.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

V. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

1. General:

- The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

2. Remuneration to Managerial Person, KMP and Senior Management:

- **Fixed pay:**
Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force and also depend on the financial position of Company.
- **Minimum Remuneration:**
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule

V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

➤ Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non-Executive / Independent Director:

➤ Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

➤ Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

➤ Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

➤ Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

VI. REVIEW AND AMENDMENT

➤ The Committee or the Board may review the Policy as and when it deems necessary.

➤ The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.

➤ This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

REPORT ON CORPORATE GOVERNANCE

We at Wisec Global Limited are committed to the concept and philosophy of Corporate Governance as a means of effective internal control, fair and transparent decision-making process and fullest support of the Board and Management for enhancing customer satisfaction and shareholders' value. Corporate Governance is a combination of voluntary practices and compliances of laws and regulations leading to effective control and management of the Organization and its valuable resources through effective and transparent business conduct, integrating communication, integrity and accountability towards its stakeholders. The Company is committed to pursue growth by adhering to the highest national and international standards of Corporate Governance. The Company respects the inalienable rights of its members to information on the performance of the Company and considers itself a trustee of its members.

Given below is a brief report on the practices followed by Wisec Global Limited towards achievement of good Corporate Governance.

A. Composition of Board

The present Board of Director comprises of 3 Directors inclusive of 1 Alternate Director. It includes Chairman Non-Executive, One Whole Time Director and one non-executive independent Directors. The non-executive independent Directors are eminent professionals with experience in business and industry, finance and public enterprises. The senior management makes periodic presentations to the board on their responsibilities, performance and targets.

Composition of the Board of Directors as on 31st March, 2023

Name of the Directors	Designation	Executive / Non - Executive / Independent	No. of other directorship in Public Limited Companies	No. of other Board Committee of which Member / Chairman
Mr. Rakesh Rampal	Whole Time Director	Executive	NIL	Audit
Mr. KVS Prakash	Director	Independent cum Non Executive	NIL	Audit
Ms. Bhawna Sharma	Director	Independent cum Non-Executive Director	Nil	NA

As stipulated under clause 49 of the Listing Agreement, none of the Directors is a member of more than 10 Board Level Committees of Public Companies in which they are Directors or is Chairman of more than five such committees.

Executive and Independent Directors

The Company maintains an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management. All Non-Executive Independent Directors bring a wide range of expertise and experience to the Board. The Board believes that the current size of the Board is appropriate based on the Company's present requirements. The current Board has five independent directors and one executive director.

B. Board Meetings

Scheduling and Selection of Agenda Items for Board Meetings

Normally, Board Meetings are scheduled at least 15 days in advance. Most of them are held at the Registered Office of the Company. The Whole Time Director draft the Agenda for each meeting, along with explanatory notes, and distribute it in advance to the Board members. Every Board member is free to suggest the inclusion of items on the agenda. Normally, the Board meets once a quarter to review the quarterly unaudited results and other items on the agenda. The Board also meets on the occasion of the Annual General Meeting of the members of the Company. If necessary, additional meetings are held. Independent Directors are normally expected to attend at least four Board Meetings in a year.

Meetings held during the year:

During the financial year 2022-23, Five Board Meetings were held and the gap between two meetings did not exceed four months. The date on which the meetings were held is 31/05/2022, 13/08/2022, 05/09/2022, 14/11/2022 and 14/02/2023

Availability of Information to the members of the Board

The Board has unfettered and complete access to any information within the Company, and to any employee of the Company. At the Meetings of the Board, it welcomes the presence of managers who can provide additional insights into the items being discussed.

The Directors do not have any pecuniary relationship with the Company except to the extent of the following:

- (a) In case of Whole Time Director-Remuneration as per the terms of appointment and reimbursement of expenses actually incurred.
- (b) In case on Non-Executive-Payment of Sitting Fees Independent Directors Nil each Board Meeting attended by the Director.

C. DETAILS OF DIRECTORS BEING APPOINTED

No new Director was appointed during the financial year.

D. REMUNERATION OF DIRECTORS

The remuneration to Executive / Whole Time Directors is determined by the Board of Directors (as there is no remuneration committee) and approved by the Shareholders. No remuneration is paid to the Non – Executive Directors - Nil for each meeting they attended. The remuneration paid to each Director during the period from 1st April 2022 to 31st March 2023 is as under:

Name of Director	Salary	Sitting Fee	Total Remuneration
Mr. Rakesh Rampal	Nil	0	Nil

Mr. KVS Prakash	Nil	0	Nil
Bhawna Sharma	Nil	0	Nil

E. COMMITTEE OF THE BOARD

Audit Committee

The Audit Committee has been constituted as per the provisions of Companies Act, 2013 and the guidelines set out in the Listing Agreements with the Stock Exchanges. The terms of reference include -

- a. Overseeing financial reporting processes.
- b. Reviewing periodic financial results, financial statements and adequacy of internal control systems.
- c. Approving internal audit plans and reviewing efficacy of the function.
- d. Discussion and review of periodic audit reports.
- e. Discussions with external auditors about the scope of audit including the observations of the auditors.
- f. Recommend to the Board appointment of the statutory auditors and fixation of audit fees.
- g. Reviewing with the management, the statement of uses / application of funds raised through an issue (public, rights, preferential issue of securities etc.)
- h. Reviewing with the management the performance of statutory and internal auditors.

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board.

Audit Committee comprises two independent Directors:

- i) Mr. Rakesh Rampal
- ii) Mr. K. V. S. Prakash

Audit Committee meetings were held 31/05/2022, 13/08/2022, 05/09/2022 14/11/2022 and 14/02/2023

Members of the Audit Committee have requisite financial and management expertise and have held or hold senior positions in reputed organizations.

The Statutory Auditors, Internal Auditor and the Chief Financial Officer of the Company are invited to attend and participate at meetings of the Committee.

There is no Company Secretary in the Company.

Stake holder Grievance Committee

The Stake holder Grievance Committee comprises of three Directors, viz. Shri. KVS Prakash and Shri Rakesh Rampal as members. The Board has also appointed the Company Secretary of the Company as the compliance officer of the Committee.

During the year 2022-23, complaints were received from the shareholders / investors and those were resolved to the satisfaction of the complainants.

The shareholders' complaints are being disposed off within one month. Further no securities were pending for transfer or for dematerialize.

Remuneration Committee

WISEC does not have a formal remuneration committee. However, all decisions regarding the remuneration of Whole Time Director is taken by the Board of Directors subject to approval from Shareholders at General Meeting and Central Government, wherever required as per the provisions of Companies Act, 2013. Non-Executive Directors are being paid sitting fee each meeting the have attended.

Management Information Systems

As a matter of transparency and good governance, key operational and financial data, and also other relevant information is furnished to the Directors in every meeting of the Board.

Disclosures

There was no material/significant transaction with the directors or the management and their relatives etc. that have any potential conflict with interest of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties were imposed by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other Statutory Authority during the last year.

Means of Communication

The Company communicates with the shareholders at large through its Annual Reports, Publication of financial results in newspapers and by filing of various reports and returns with the Statutory Bodies like Stock Exchange and Registrar of Companies. The quarterly financial results are published in Hindi and English daily newspapers.

Auditor's certification on Corporate Governance Report.

The Company has obtained a Certificate from its Auditors regarding compliance of conditions of Corporate Governance as stipulated in the Listing Agreements with Stock Exchanges. The said Corporate Governance Certificate is annexed to this report.

The above report has been placed before the Board at its meeting held on 04/09/2023 the same has been duly approved.

Investor Information

1. Annual General Meeting		
Date	:	30 th September, 2023
Time	:	03:00 PM
Venue		WISEC GLOBAL LTD NH-II, 2ND Floor, C-Block, Community Centre, Naraina Vihar, New Delhi- 110028
Book Closure Dated	:	23.09.2023 to 30.09.2023 (both days inclusive)

2. Registrar & Share Transfer Agent	:	M/s Alankit Assignment Limited 2E/21, Jhandewalan Extension, New Delhi-110055
3. Listing on Stock Exchanges	:	Bombay Stock Exchange Ltd
4. Compliance Officer	:	Mr. Rakesh Rampal
5. ISIN Number	:	ISIN-INE638C01015
BSE Scrip Code	:	511642

Simultaneous dematerialization of shares sent for transfer:

The Company provides facility of simultaneous transfer and dematerialization of equity shares. Upon receipt of the share certificate(s) for transfer or splitting and upon completion of the process thereof, the investor(s) is/are intimated about the option of dematerialization of shares. The Investor may send his/her DEMAT request within a period of 15 days from the date of option letter received, failing which the share certificate(s) is/are dispatched to the investor(s). The investor(s) who wish to exercise the option to DEMAT are required to submit Dematerialization Request Form (DRF) duly filled up along with the original option letter to the Depository Participant (DP).

Nomination facility:

The Company offers facility of nomination. The facility is made available, folio-wise and for the entire shares registered under the folio. The members holding shares in dematerialised form may contact and consult their respective Depository Participant (DP), for availing the nomination facility.

Date, Venue and Time for the last three Annual General Meetings:

Date	Time	Venue
30.09.2022	2.30 P.M.	NH-2 C Block Community Centre Naraina Vihar Delhi- 110025
30.09.2021	09.00 A.M.	Apna Park, NarainaVihar, Development Society, C-Block Community Centre, NarainaVihar, New Delhi -110028.
29.12.2020	09.00 A.M.	In the lawns of Chattar Singh Ji Ka Yamna Mata Mandir, Khasra No. 32A, Near Pusta (DJB) Shank No.4, Moja Qullak Pur. Near Palla Village New Delhi-110036.

Investor Correspondence:

The shareholders may address their communication either to the Registrar and Transfer Agent at their address mentioned above or to the Compliance Officer of the Company at Registered Office of the Company situated at 2E/21, Jhandewalan Extension, New Delhi-110055,

Auditors' Certificate on Corporate Governance

As required under clause 49 of the Listing Agreement, the Auditors' Certificate on compliance of the Corporate Governance norms is attached.

Whole Time Director Certification

To the Board of Directors of Wisec Global Ltd.

I, Rakesh Rampal, Whole Time Director, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2023 and that to the best of my knowledge and belief:
- (b) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (c) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (d) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.
- (e) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and i have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I was aware and the steps I have taken or propose to take to rectify these deficiencies.
 - i. I have indicated to the Auditors and the Audit Committee that -
 - ii. there has not been any significant changes in internal control over financial reporting during the year under reference;
 - iii. there has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iv. there has not been any instances during the year of significant fraud of which i had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 04.09.2023
Place: New Delhi

Sd/-
Rakesh Rampal
Whole Time Director

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Wisec Global Limited
2nd Floor, NH-II, C- Block,
Naraiana Vihar, New Delhi - 110028

I have examined the compliance of conditions of Corporate Governance by Wisec Global Limited (“the Company”), for the year ended on March 31, 2023, as stipulated in Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

Based on my examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, I certify that the Company has not complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2022 subject to the following observations.

1. Pursuant to Reg. 17 of SEBI (LODR) the composition of the Board is not duly constituted, w.r.t. to optimum composition of Executive and non-Executive Director of the Company.
2. During the period under review, it has been observed that, Company filed to comply the provisions as stipulated in Regulations 17 to 27 of SEBI (LODR).

I state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Amit H.V. & Associates
(Company Secretary)**

Sd/

Date: 4th September, 2023
Place: New Delhi

**Amit Kumar
(Prop.)
ACS No. 48528, CP. No. 21725**

CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Member of
Wisec Global Limited
2nd Floor, NH-II C- Block,
Naraiana Vihar, New Delhi - 110028

I, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Wisec Global Limited having CIN L74140DL1991PLC046609 and having registered office at 2nd Floor, NH-II C- Block, Naraiana Vihar, New Delhi – 110028(hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment
1.	Kolluru Venkata Surya Prakash	01013474	07/07/2005
2.	Rakesh Rampal	01537696	01/01/1999
3.	Bhawna Sharma	06902724	26/05/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Amit H.V. & Associates
(Company Secretary)

Sd/-

Amit Kumar
(Prop.)

ACS No. 48528, CP. No. 21725

Date: 4th September, 2023
Place: New Delhi

|

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KBDS & CO.

CHARTERED ACCOUNTANTS

G-4/4, First Floor, Sector-16, Rohini
(Opposite Jain Bharti Model School)
Mobile: +91-9312271440, +91-
9555071440 Phone: +91-11-2788257
Email: kbdsandco@gmail.com

INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS OF WISEC GLOBAL LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **WISEC GLOBAL LIMITED**, which comprise the Balance Sheet as at **31/03/2023**, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2023**, and its **Profit** for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read such other information as and when made available to us and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

Responsibility of Management and Those Charged with Governance (TCWG)

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.



- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31/03/2023 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.



FOR K B D S & Co.
(Chartered Accountants)
Reg No. :0323288E



Date : 30/05/2023
Place : Delhi

Krishna Kumar Chaudhary
Partner
M.No. : 057885
UDIN : 23057885BGTLHP4811

ANNEXURE - A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2023

To,

The Members of WISEC GLOBAL LIMITED

We report that:-

Sl. No.	Comment Required on	Auditor's Opinion on Following Matter	Auditor's Remark
i (a) (A)	Property, Plant and Equipment and Intangible Assets	Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments.?	The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
i (a) (B)		Whether the company is maintaining proper records showing full particulars of intangible assets;	The Company has maintained proper records showing full particulars of Intangible assets.
i (b)		Whether these Plant and Equipment and Intangible Assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of accounts?	Property, Plant and Equipment have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
i (c)		Whether the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, if not, provide the details thereof	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
i (d)		Whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets;	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
i (e)		Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so, whether the company has appropriately disclosed the details in its financial statements;	According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami



			Property Transactions Act, 1988 and rules made thereunder.
ii (a)	Inventory and other current assets	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account?	N/A
ii (b)		Whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company, if not, give details;	N/A
(iii)	Investment, Loans or Advances by Company	Whether during the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, if so,	The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.
iii (a)		whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans], if so, indicate-	N/A
iii (f)		Whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;	
(iv)	Loan to Directors and Investment by the Company	In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
(v)	Deposits Accepted by the Company	In respect of deposits accepted by the company or amounts which are deemed to be deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, where applicable, have been complied with, if not, the nature of such contraventions be stated; if an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not	The company has not accepted any Deposits.
(vi)	Maintenance of Cost records	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained?	The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
vii (a)	Statutory Dues	Whether the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated?	The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
vii (b)		Where statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned	Nil
(viii)	Disclosure of Undisclosed Transactions	Whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments	According to the information and explanations given to us



		under the Income Tax Act, 1961, if so, whether the previously unrecorded income has been properly recorded in the books of account during the year	and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
ix (a)	Loans or Other Borrowings	Whether the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, if yes, the period and the amount of default to be reported in the format given	The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.
ix (f)		Whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the company has defaulted in repayment of such loans raised;	N/A
x (a)	Money raised by IPO, FPOs	Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification? if any, as may be applicable, be reported.	The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Hence this clause is not applicable.
x (b)		Whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised, if not, provide details in respect of amount involved and nature of non-compliance;	N/A
xi (a)	Reporting of Fraud During the Year	Whether any fraud by the company or any fraud on the company has been noticed or reported during the year, if yes, the nature and the amount involved is to be indicated	Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.
xi (c)		Whether the auditor has considered whistle-blower complaints, if any, received during the year by the company;	N/A
xii (a)	Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio	Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability?	As per information and records available with us The company is not Nidhi Company.
xii (c)		Whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof;	Nil
(xiii)	Related party transactions	Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards?	Yes, All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
xiv (a)	Internal audit system	Whether the company has an internal audit system commensurate with the size and nature of its business;	Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
xiv (b)		Whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor;	N/A
(xv)	Non cash transactions	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act have been complied with?	The company has not entered into any non-cash transactions with directors or persons connected with him.



(a)	Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained?	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.
xvi (d)		Whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group;	N/A
(xvii)	Cash Losses	Whether the company has incurred cash losses in the financial year and in the immediately preceding financial year, if so, state the amount of cash losses;	The Company has incurred cash losses in the current of Rs 8,93000/- and in the immediately preceding financial year of Rs 56000/-.
(xviii)	Consideration of outgoing auditors	Whether there has been any resignation of the statutory auditors during the year, if so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors;	There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
(xix)	Material uncertainty in relation to realisation of financial assets and payment of financial liabilities	On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;	According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
xx (a)	Compliance of CSR	Whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;	N/A
xx (b)		Whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;	N/A
(xoi)	Qualifications or adverse remarks in the consolidated financial statements	Whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks.	N/A



Place : New Delhi
Date : 30/05/2023

FOR K B D S & Co.
(Chartered Accountants)
Reg No. 10323488E



Krishna Kumar Chaudhary
(Partner)

Membership No : 057885
UDIN : 23057885BGTLHP4811

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of WISEC GLOBAL LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of WISEC GLOBAL LIMITED as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3)



provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

FOR K B D S & Co.
(Chartered Accountants)
Reg No. :0323288E



Date : 30/05/2023
Place : Delhi

Krishna Kumar Chaudhary
Partner
M.No. : 057885
UDIN : 23057885BGLHP4811

WISEC GLOBAL LTD

CIN NO : L74140DL1991PLC046609

Registered Office : NH-II , 2nd Floor, C- Block, Community Centre, Naraina Vihar New Delhi - 110028

Email : wiseeglobal@yahoo.com

Phone No : 011-25777192-93

BALANCE SHEET AS AT MARCH 31, 2023

Particulars	Note Ref.	As at 31.03.2023 (Rupees '000)	As at 31.03.2022 (Rupees '000)	As at 01.04.2021 (Rupees '000)
ASSETS				
Non-current assets				
Property, plant and equipment	2	-	-	-
Intangible assets	2	32,339	32,339	32,339
Financial assets				
-Investments	3	-	-	-
Other non current assets	4	1,345	1,999	1,842
Deferred tax assets (net)		-	-	-
Total non current assets		33,684	34,338	34,181
Current assets				
Financial assets				
-Trade Receivable	5	-	-	-
-Cash and cash equivalents	6	20	39	1,316
Short term Loan & Advances	6A	-	-	-
Total current assets		20	39	1,316
Total assets		33,704	34,377	35,497
EQUITY AND LIABILITIES				
Equity				
Equity Share capital	7	116,501	116,501	116,501
Other Equity	8	(87,547)	(86,606)	(85,713)
Total equity		28,954	29,895	30,788
Liabilities				
Non Current liabilities				
Deferred tax liabilities	9	-	-	-
Other Non Current liabilities	10	1,020	1,020	1,440
Total non current liabilities		1,020	1,020	1,440
Current Liabilities				
Financial liabilities				
-Trade Payables	11	924	711	299
-Other current liabilities	12	2,806	2,750	2,969
Total Current liabilities		3,730	3,461	3,268
Total liabilities		4,750	4,482	4,709
Total equity and liabilities		33,704	34,377	35,497

Significant Accounting Policies and Notes to Accounts 1

Notes forming part of the financial statements 2-18

In terms of our report attached

For KBDS & Company

Chartered Accountants

Firm Regn No. - 323288E



Krishna Kumar Chaudhary

Partner

Membership No. : 057885

Place: New Delhi

Date: 30/05/2023

For and on behalf of the Board of Directors

Rakesh Rampal

Director

DIN-01537696

Kolluru Surya
Prakash Venkata

Director

DIN-01013474

WISEC GLOBAL LTD

CIN NO : L74140DL1991PLC046609

Registered Office : NH-II , 2nd Floor, C- Block, Community Centre, Naraina Vihar New Delhi - 110028

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 March, 2023

Particulars	Note No.	Year ended	Year ended
		31 March, 2023	31 March, 2022
		(Rupees '000)	(Rupees '000)
I. Revenue from Operations	13	-	-
II. Other Income	14	-	240
III. Total Income (I+II)		-	240
IV. EXPENSES			
Employee benefit expenses	15	109	116
Depreciation and amortization expenses	2	-	-
Other expenses	16	782	967
Payment to Auditors	17	50	50
Total expenses		941	1,133
V. Profit before tax (III-IV)		(941)	(893)
VI. Tax expense:			
Current tax		-	-
Deferred tax charge		-	-
For Earlier Years		-	-
VII. Profit for the year (V-VI)		(941)	(893)
VIII. Other comprehensive income		-	-
IX Total comprehensive income, net of tax (VII+VIII)		(941)	(893)
Basic and diluted earnings per equity share		(0)	(0)
(Face value of share- Rs. 10 each)			

Significant Accounting Policies and Notes to Accounts 1
Notes forming part of the financial statements

2-18

In terms of our report attached

For KBDS & Company

Chartered Accountants

Firm Regn. No. - 323288E



Krishna Kumar Chaudhary

Partner

Membership No. : 057885

Place: New Delhi

Date: 30/05/2023

For and on behalf of the Board of Directors

Rakesh Rampal

Director

DIN-01537696

Kolluru Surya Prakash
Venkata

Director

DIN-01013474

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	Figures for the current reporting period March 31, 2023	Figures for the previous reporting period March 31, 2022
A. Cash flow from operating activities		
Loss before extraordinary items and tax	(941)	(893)
<u>Adjustments for:</u>		
Depreciation and amortization	-	-
Finance costs	-	-
Interest income	-	-
Gain on sale of investment	-	-
Provision for Investments	-	-
Long Term Borrowings (FDRs/Bonds) written back	-	-
Operating profit / (loss) before working capital changes	(941)	(893)
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Trade receivables	-	-
Short-term loans and advances	-	-
Long-term loans and advances	654	(157)
Other Current Assets	-	-
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade Payables	213	412
Other Current Liabilities	56	(220)
Other Non Current Liabilities	0	(420)
Short-term Provisions	0	-
Cash generated from operations	(19)	(1,277)
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) operating activities (A)	(19)	(1,277)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	-	-
Interest Income	-	-
Non current Investments	-	-
Net cash flow from / (used in) investing activities (B)	-	-
C. Cash flow from financing activities		
Repayment of long-term borrowings	-	-
Interest Income	-	-
Net cash flow from / (used in) financing activities (C)	-	-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(19)	(1,277)
Cash and cash equivalents at the beginning of the year	39	1,316
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year*	20	39
*Represented by :		
(a) Cash in hand	10	11
(b) Cheques, drafts in hand	-	-
(c) Balances with banks	10	28
(d) Others-Fixed Deposits against margin	-	-
	20	39



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Notes:

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
- (ii) These earmarked account balances with banks can be utilized only for the specific identified purposes.

Significant Accounting Policies and Notes to Accounts

1

The Schedules referred to above form an integral part of the financial statements

As per our report of even date attached

For KBDS & Company

Chartered Accountants

Firm Regd. No. 323288E



Krishna Kumar Chaudhary

Partner

Membership No. : 057885

Place: New Delhi

Date: 30/05/2023

For and on behalf of the Board of Directors

A large, stylized handwritten signature in blue ink, which appears to be 'Rakesh Rampal'.

Rakesh Rampal

Director

DIN-01537696

A handwritten signature in blue ink, which appears to be 'Kolluru Surya Prakash Venkata'.

Kolluru Surya Prakash
Venkata

Director

DIN-01013474

WISEC GLOBAL LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 2. Property, plant & equipment and intangible assets

(Rs. '000)

PARTICULARS	Useful Life (Years)	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 01.04.2022	Deductions/ Adjustments	As on 31.03.2023	As at 01.04.2022	Deductions/ Adjustments	For the Year	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Computers and IT equipments	3	-	-	-	-	-	-	-	-	-
Motor vehicles	8	-	-	-	-	-	-	-	-	-
Office equipments and other	5	-	-	-	-	-	-	-	-	-
Total		-	-	-	-	-	-	-	-	-
Intangible Assets :	6	32,339	-	32,339	-	-	-	-	32,339	32,339
Total		32,339	-	32,339	-	-	-	-	32,339	32,339
Grand Total		32,339	-	32,339	-	-	-	-	32,339	32,339
Previous year		50,687	-	50,687	18,348	-	-	18,348	32,339	32,339



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WISEC GLOBAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 March, 2023 (Rs. '000)	As at 31 March, 2022 (Rs. '000)	As at 01 April, 2021 (Rs. '000)
Note 3. Investments			
Non Current			
Investments in equity instruments	-	-	-
Other than in Holding and Associate	-	-	-
Less: Provison for Dimunition in value	-	-	-
Total	-	-	-
Note 4. Other non current assets			
Earnest Money Depsoit	-	-	-
Security Deposit	45	15	15
TDS recoverable	-	-	-
Other Advances	1,300	1,984	1,827
Interest Receivable	-	-	-
Bills Receivable	-	-	-
Less : Provisions for Bills Receivable	-	-	-
	1,345	1,999	1,842
Note 5. Trade Receivables			
Unsecured, Considered good	-	-	-
Other Trade Receivable	-	-	-
Total trade receivables	-	-	-
Note 6. Cash and bank balances			
Cash and cash equivalent (as per cash flow statements)			
Cash on hand	10	11	3
Balance with Banks			
-in current accounts	10	28	1,313
Fixed Deposits	-	-	-
Total Cash and cash equivalent	20	39	1,316
Note 6A. Short Term Loan & Advances			
Staff Advances	-	-	-

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WISEC GLOBAL LTD
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 7. Equity share capital

	As at 31 March 2023 (In Rupees '000)	As at 31 March 2022 (In Rupees '000)
Authorised		
2,50,00,000 Equity Shares of Rs.10/- each	250,000	250,000
	250,000	250,000
Issued, subscribed & paid up capital		
1,16,50,100 Equity shares of Rs. 10/- each fully paid up	116,501	116,501
	116,501	116,501

(i) There has been no movement in equity shares in the current and previous year.

(ii) The company has only one class of equity shares having a par value of Rs. 10 each per share. Each holder of equity shares is entitled to one vote per share.

(iii) Share held by each shareholder holding more than 5%

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Equity Shares Held	Percentage of Holding(%)	No. of Equity Shares Held	
Manoj Kumar Jain (Promoter)	3,200,000	27.47%	3,200,000	
Western Paques (India) Limited	1,150,000	9.87%	1,150,000	
India Clearing Corporation Ltd.	676,046	5.80%	676,046	
Rishabh Kapoor	568,921	4.88%	568,921	

(iv) Statement of Changes in Equity for the Year Ended 31st March 2023

Amount (Rs. '0000)			
Balance at April 01, 2021	Changes in equity share capital during the year	Balance at March 31, 2023	Balance as at 01 April 2022
116,501	0	116,501	116,501

A



/s/

Note 8 : Other Equity

(Amount in Rupees '000)

Particulars	Balance at April 01, 2022	Profit for the year	OCI for the year net of income-tax	Balance at March 31, 2023	Balance as at 01 April 2021
Reserve & Surplus					
Profit for the year	(893)	(941)	-	(1,834)	-
General reserves	(258,957)	-	-	(258,957)	(258,957)
Capital Reserve	9,150	-	-	9,150	9,150
Capital redemption reserve	-	-	-	-	-
Security Premium Reserve	164,094	-	-	164,094	164,094
Total	(86,606)	(941)	-	(87,547)	(85,713)

	As at 31 March, 2023 (Rupees '000)	As at 31 March, 2022 (Rupees '000)
Note 8. Other Equity	(87,547)	(86,606)
Note 9. Deferred tax liabilities	-	-
Note 10. Other Non Current liabilities		
Secured	-	-
Public Deposits (Fixed Deposits)	1,020	1,020
Privately Placed Bonds	1,020	1,020
Note 11. Trades Payable		
Other than Micro and small enterprises	924	711
	924	711
Note 12. Other Current liabilities		
Statutory Dues payable	2,407	2,351
Other Liabilities	398	398
Provisions	2,806	2,750



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WISEC GLOBAL LTD
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Year Ended 31 March, 2023 (Rupees '000)	Year Ended 31 March, 2022 (Rupees '000)
Note 13. Revenue from Operation	-	-
Note 14. Other Income		
Interest Income	-	-
Sundry Balance Written off	-	240
Misc. Income	-	-
	-	240
Note 15. Employee benefits expenses		
Salary & Wages including other employee cost	109	116
	109	116
Note 16. Other Expenses		
Advertisement & Business Promotion	35	39
AGM & Director Sitting fees	56	60
Demat Expenses	47	47
Fees & Subscription Expenses	459	357
General Expenses	-	-
Interest & Bank Charges	0	-
Legal & Consultancy Charges	84	416
Operating Expenses	-	-
Provision for Bills Receivables	-	-
Provision for Diminution in value of Investment	-	-
Rent, Rate & Taxes	-	0
Sundry Balance Written off	45	9
Office Repair & Maint.	32	7
Telecom Expenses	24	29
Travelling & Conveyance Expenditure	-	4
Website related Expenditures	-	-
	782	967
Note 17. Payment to Auditors		
Stutory Audit fees	50	50
Tax Audit fees	-	-
	50	50

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Note 18: First-time adoption of Ind AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended March 31, 2023, the comparative information presented in these financial statements for the year ended March 31, 2023 and in the preparation of an opening Ind AS balance sheet at April 1, 2018 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets at their previous GAAP carrying value.

A.2 Ind AS mandatory exceptions

A.2.1 Estimates

A Company's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

IndAS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

A.2.2 De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS. But there are no material amounts to be classified.

A.2.3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) based on the facts and circumstances that exist at the date of transition to Ind AS.

For KBDS & Company


Chartered Accountants

Firm Regn No. 323288E


Krishna Kumar Chaudhary
Partner
Membership No. : 057885

For and on behalf of the Board of Directors


Rakesh Rampal
Director
DIN-01537696


Kolluru Surya Prakash Venkata
Director
DIN-01013474

Place: New Delhi

Date: 30/05/2023

WISEC GLOBAL LTD
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 19. Related Party Transactions (Accounting Standard - 18)

a List of Parties

Name	Relationship
Kolluru Surya Prakash Venkata	Director
Rakesh Rampal	Director
Bhawna Sharma	Director
Envy International Pvt Ltd (Human Biosciences India Ltd.)	Associate Company
Jalpradeep Logistics Ltd.	Associate Company

b Transactions with Related parties :

(Rs. 000's)

Name of party	Particulars	30/03/2023	31/03/2022
Kolluru Surya Prakash Venkata	Reimbursement of Expenses	-	-
Envy International Pvt Ltd (Human Biosciences India Ltd.)	Payment on behalf of Company	-	-

c. Year end balances of related parties :

(Rs. 000's)

Name of party	31/03/2023	31/03/2022
Kolluru Surya Prakash Venkata	0	0
Envy International Pvt Ltd (Human Biosciences India Ltd.)	7.00	13.84

Note 20. As per the information available with the Company, it has no outstanding dues in respect to the Micro, Small and Medium Enterprises at the year end therefore, no disclosure is required under the Micro, Small and Medium Enterprises Development Act, 2006.

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FORM NO. MGT-11
PROXY FORM
WISEC GLOBAL LIMITED
Regd. Off: 2nd Floor, NH-II, C- Block, Naraiana Vihar, New Delhi 110028
CIN- L74140DL1991PLC046609
Tel: 011-25777193
E-mail: wisecglobal@yahoo.com, Web: www.wisecglobal.com

I/We _____ R/o _____
 _____ Being a Member/ Members of Wisec Global
 Limited, hereby appoint Mr. / Mrs.

 R/O _____ Failing him /her
 Mr./Mrs. _____ R/o _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the members of the Company, to be held on Saturday, 30.09.2023 at 03:00 P.M at the registered office of the Company at 2nd Floor, NH-II, C- Block, Naraiana Vihar, New Delhi 110028 and at any adjournment thereof in respect of such resolutions as attached / appended below.

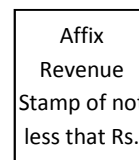
Signed on this ____ Day of _____, 2023

Signature

Address

Folio No.

No. of Equity Shares held



Affix Revenue Stamp
of 1/- Rupee

Notes:

- Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
- Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.

S. No.	RESOLUTIONS	Optional*	
		FOR	AGAINST
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31 st , 2023 on that date together with the reports of the Directors and Auditors thereon for the year ended March 31 st , 2023.		
2.	To consider reappointment of Mr. Rakesh Rampal (holding DIN No. 01537696) who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Appointment of M/s MKRJ & Co., Chartered Accountants, (FRN: 0030311N), as the Statutory Auditors of the Company.		
Special Business:			
4.	Appointment of Mr. Satish Kumar Gola (DIN: 00118342) as an Independent Director of the Company.		
5.	To adopt a new set of Memorandum of Association (Moa)/ AOA of the Company as per the Companies Act, 2013		
6.	Authorization under Section 186 of the Companies Act, 2013		
7.	Authorization under Section 180 of the Companies, Act, 2013		

Signed this..... day of 2023

Signature of Shareholder.....

Address :

Folio No. :

No. of Equity Shares held:

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 29th Annual General Meeting.

***It is optional to put 'V' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.**

Please complete all details including details of member(s) in the above box before submission.

ATTENDANCE SLIP

WISEC GLOBAL LIMITED

Regd. Off: 2nd Floor, NH-II, C- Block, Naraina Vihar, New Delhi 110028

CIN- L74140DL1991PLC046609

Tel: 011-25777193

E-mail: wisecglobal@yahoo.com, Web: www.wisecglobal.com

30th ANNUAL GENERAL MEETING

Saturday, 30th September, 2023 at 03.00 P.M.

Members are requested to bring copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance of Hall. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No. :

Address :

No. of Shares held :

Name of the Proxy :

I/We hereby record my/ our presence at the Annual general Meeting of the Company held on Friday, 29th September, 2023.

Dated:

Place:

Member's / Proxy's Signature

ROUTE MAP FOR PLACE OF AGM

