Reg. Office Address:

HEMISPHERE PROPERTIES INDIA LIMITED

(A Government of India Enterprise)

CIN: L70101DL2005GOI132162 Website: www.hpil.co.in

हेमीस्फेयर प्रॉपर्टीज इंडिया लिमिटेड (भारत सरकार का उपक्रम)

Dated: 25.05.2023

HPIL/BS/Stx/2023-24

Room No. 144, C-Wing, Nirman Bhawan,

Maulana Azad Road, New Delhi 110001

Email: info@hpil.co.in, Tel: 011-23061325

To, To, Manager, Manager

Listing Department Listing Department

BSE Limited, National Stock Exchange of India Limited P.J. Towers, Dalal Street "Exchange Plaza", Plot No. C/1,G Block,

Mumbai: 400 001 Bandra Complex, Bandra (E),

Mumbai -400 051

Script Code: 543242 Symbol: HEMIPROP

Sub: Annual Secretarial Compliance Report for the year ended on 31 March, 2023

In pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019, the Annual Secretarial Compliance Report for the financial year ended on 31 March, 2023 is enclosed herewith issued by Mr. N.K.Sinha of Kumar Naresh Sinha & Associates, Practicing Company Secretaries.

This is for your information and further dissemination Thanking you,

For Hemisphere Properties India Limited

Lubna

Company Secretary & Compliance Officer

121, Vinayak Apartment C-58/19, Sector-62 Noida-201307 (U.P) Mobile: 9868282032, 9810184269

Email: kumarnareshsinha@gmail.com

Secretarial Compliance Report of Hemisphere Properties India Limited (HPIL) for the financial year ended March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Hemisphere Properties India Limited (HPIL), CIN: L70101DL2005GOI132162 (hereinafter referred as 'the listed entity'), having its Registered Office at Room No. 144, C-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi-110011. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, Kumar Naresh Sinha and Associates have examined:

- (a) all the documents and records made available to us and explanation provided by National Fertilizers Limited ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended on March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act,1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not Applicable as the listed entity has not bought back any of its securities during the Review Period];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [Not Applicable as the listed entity has not issued any non-convertible securities during the Review Period];
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(h) Securities and Exchange Board of India (Depositories and Participants) Regulations,2018 [to the extent applicable] and circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:



I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regu latio n/Cir cular No.	Deviations	Action taken by	Type of Action (Advisor y/Clarifi cation/F ine/Sho w Cause Notice/ Warning , etc.)	Details of Violation	Fine Amount	Observations/Rem arks of the Practicing Company Secretary	Management Response	Remark s
1.	Regulation 17(1): Board of directors shall have an optimum combination of executive and non-executive directors with at least 1 woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors; Provided that the Board of directors of the top 500 listed entities shall have at least 1 independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities	Regul ation 17(1)	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint women director during the FY 2022-23.	BSE & NSE	Fine	BSE and NSE has levied fine as per SEBI circular no. SEBI/HO/C FD/CMD/C IR/P/2020/1 2 dated January 22, 2020, for non-compliance with the provisions pertaining to Board composition (Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the Quarter ended June 30, 2022,	BSE and NSE each have levied fine of Rs. 5,36,900/- (Rs. 4,55,000/- plus, GST @ 18% Rs. 81,9 00/-) for Quarter ended June, 2022, Rs. 5,42,800/- (Rs. 4,60,000/- plus, GST @ 18% Rs. 82,8 00/-) for quarter ended September 2022, Rs. 5,42, 800/-	HPIL is a government Company and the Directors including the Independent Directors/ Woman Director of the Listed entity are appointed by the Government of India. In absence of non-appointment of Independent directors, the listed entity could not comply with the provisions of Regulation 17(1) of the SEBI (LODR) Regulations, 2015 during the period(s) indicated in the deviation's column.	Hemisphere Properties India Limited (HPIL) is a government company in terms of the provisions of Section 2(45) of the Companies Act, 2013. The power to appoint Directors (including Independent Director) on the Board of the company vests with the President of India. Accordingly, all Directors in HPIL are appointed by the Government of India through its Administrative Ministry, i.e., Ministry of Housing & Urban Affairs (MoHUA) and HPIL has no role to play regarding appointment of Directors including Independent Directors/	None

Γ	1 11 /1 /1		1 (D	1.60	
	shall have at least 1			1,60,	Woman Director.
	independent		2022, 000/- plus		
	woman director by		mber GST @ 18		The Company has,
	April 1, 2020.	31,	2022, Rs. 82,800		number of times,
			March for quarte	er	requested the MoHUA
	Where the	31, 20			for appointment of
	chairperson of the		December	r	requisite number of
	board of directors		2022.		Independent Directors
	is a non-executive				on the Board of HPIL to
	director, at least		Rs.		ensure compliance.
	one-third of the		5,31,000/-		The Company is
	board of directors		(Rs.		regularly following up
	shall comprise of		4,50,000/-		on the matter for an
	independent		plus GST	· @	early appointment of
	directors and		18%	Rs.	the vacant position of
	where the listed		81,000/-		the Directors.
6	entity does not		for quarte	er	The matter regarding
	have a regular non-		ended		levying of fine by the
	executive		March 20	23.	Stock Exchanges for
	chairperson, at				non-compliance of
	least half of the				composition of
	board of directors		DEC.	1	Board has been
	shall comprise of				discussed regularly in
	independent				the Board Meetings and
	directors:				the Board is also of the
	Provided that			,	view that the Company
	where the regular				has no role to play for
	non-executive				appointment of
	chairperson is a				Independent Directors,
	promoter of the				it is done by the
	listed entity or is				Administrative
	related to any				Ministry and levy of
	promoter or person				fine by the Exchanges
	occupying				is not reasonable. As
	management		-24		advised, the notice of
	positions at the				penalty, have been
	level of board of				placed before the Board
	director or at one				at the meeting and the
	level below the				remarks have been
	board of directors,	v.			apprised to the Stock
L	board of directors,				apprised to the Stock

	at least half of the board of directors of the listed entity shall consist of independent directors.								Exchanges.	
2.	Regulation 25(10): With effect from January 1, 2022, the top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors.	Regulation 25(10)	The Company has not taken D&O insurance for the Independen t Directors appointed on the Board of the Company.	None	None	The Company has not taken D&O insurance for the Independen t Directors appointed on the Board of the Company.	-NIL-	The company is non-compliant of Regulation 25(10) of SEBI (LODR) Regulations, 2015.	The company is exploring the possibilities to undertake Directors and Officers insurance ('D and O insurance') for all their independent directors.	None

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

	Compliance	Regulati	Deviations	Action	Type of	Details of	Fine Amount	Observations/Rem	Management	Remarks
Sr.	Requirement	on/Circ		taken	Action	Violation		arks of the	Response	1/1
No	(Regulations/	ular No.		by	(Advisor			Practicing		- 1

	circulars / guidelines including specific clause)				y/Clarifi cation/F ind/Sho w Cause Notice/ Warning , etc.)			Company Secretary		
A.	Pertaining to the								p	
	Regulation 17(1)(a): Board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors. Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1,	Regulati on 17(1), /(2A), 18(1), 19(1)/19 (2) 20(2)/ (2A) of SEBI (LODR) Regulati ons, 2015 for the quarter ended on June 30, 2021. Regulati on 17(1), /(2)/ (2A), 18(1), 19(1)/19 (2) & 20(2)/ (2A) of SEBI (LODR) Regulati	Regulation 17(1)(a): During the period under review, there was no Independen t Woman Director on Board till the appointmen t of Dr. Sunita Chandra w.e.f. November 29, 2021, as required under the said regulation. Regulation 17(1)(b): The Compositio	BSE & NSE	BSE and NSE has imposed monetar y fines for noncomplia nces with SEBI (LODR) Regulati ons, 2015.	Regulation 17(1)(a): During the period under review, there was no Independen t Woman Director on Board till the appointmen t of Dr. Sunita Chandra w.e.f. November 29, 2021, as required under the said regulation. Regulation 17(1)(b): The Compositio	Fine of Rs. 12,16,580 /- (Rs. 10,31,000/- plus, GST @ 18% Rs. 185580/-) for the Quarter ended June, 2021 by BSE & NSE each. Fine of Rs. 12,05,960/- (Rs. 10,22,000/- plus GST @ 18% Rs. 1,83,960/-) for quarter ended September, 2021 by BSE & NSE each. Fine of Rs. 14,23,080/- (Rs. 12,06,	The Company did not have any Independent Director or Independent Woman Director on Board till November 29, 2021. The Company has, from time to time, replied to Stock exchanges that, being a Public Sector Undertaking, the power to appoint Directors on its Board is vested with the Government of India through its Administrative Ministry i.e., Ministry of Housing and Urban Affairs (MoHUA) and the Company has no control in the appointment of Directors on its Board. As informed, the Company has been requesting and sending reminders to	Being a Government Company, the power to appoint Directors on its Board is vested with the Government of India through its Administrative Ministry i.e., Ministry of Housing and Urban Affairs (MoHUA). The Company continuously follows with its administrative ministry for appointment of requisite number of Independent Directors on the Board of the Company. The company is exploring the possibilities to undertake Directors and Officers insurance ('D and O insurance') for all their independent directors.	None

	2019, and the	ons,	n of the	n of the	000/- plus	the administrative		
	Board of	2015 for	Board of	Board of	GST @ 18%	ministry i.e.,		
	directors of the	the	Directors	Directors	Rs.2,17,080/-	Ministry of Housing		
	top 1000 listed	quarter	was not in	was not in) for quarter	and Urban Affairs		
	entities shall	ended	compliance	compliance	ended	(MoHUA) for		
	have at least	on	with the	with the	December,	appointment of		
	one	Septem	said	said	2021 by BSE	requisite number of		
	independent	ber 30,	regulation	regulation	& NSE each.	Independent		
	woman director	2021	during the	during the		Directors on its		
	by April 1,		period	period	Fine of Rs.	Board.		
	2020.	Regulati	under	under	9,18,040/-	The Listed entity has		_
		on	review.	review.	(Rs.	complied with the		
	Regulation	17(1)/	review.	review.	7,78,000/-	requirements of		
	17(1)(b):	(2A)	Danulation	Dogulation	plus	Regulation 18,19,20		
		18(1),	Regulation	Regulation	GST @ 18%	and 21 during FY		
00.0	Where the	19(1)/19	17(1)(c):	17(1)(c):	Rs. 1,40,040/-	2022-23. However,		
	chairperson of	(2),	ml .	TH)	the company is non-		
	the board of	20(2)/	The	The	for quarter	compliant of		
	directors is a	(2A) &	Compositio	Compositio	ended	Regulation 25(10) of	10.0	
	non-executive	21(2) of	n of the	n of the	March, 2022	SEBI (LODR)		
	director, at least	SEBI	Board of	Board of	by BSE &	Regulations, 2015.		
	one-third of the	(LODR)	Directors	Directors	NSE each.			
	board of	Regulati	was short	was short				
	directors shall	ons,	of 6	of 6				
	comprise of	2015 for	directors as	directors as				
	independent	the	prescribed	prescribed				
	directors and	quarter	under the	under the				
	where the listed	ended	said	said				
	entity does not	on	regulation	regulation				
	have a regular	Decemb	till June 28,	till June 28,				
	non-executive	er 31,	2021.	2021.				
	chairperson, at	2021.						
	least half of the board of	Dagulasi	Regulation	Regulation				
		Regulati	17(2A):	17(2A):				
	directors shall comprise of	on 17(1)						
	comprise of independent	17(1),	The	The				1/20
	directors:	18(1), 19(1)/19	quorum of	quorum of				
	Provided that	(2),	the	the				
	where the		meetings of	meetings of				1/4/
	where the	20(2)1						1/3

								F
regular non-	(2A) &	the Board	the	Board				
executive	21(2) of	were not in	wer	e not in				
chairperson is a	SEBI	compliance	Silv.	npliance				
promoter of the	(LODR)	with the		n the				
listed entity or	Regulati	said	saic					
is related to any	ons,	regulation		ulation				
	2015 for	till	till	aration				
person	the	November		vember				
occupying	quarter	29, 2021.		2021.				
management	ended	27, 2021.	29,	2021.	100			
	on	Regulation	Dog	gulation	"			
	March				-			
	31,	18(1)(b):	18(1)(b):				
	2022.	C						
the board of		Compositio		npositio				
	Regulati	n of the	1077-34041	the				
	on	Audit	Auc					
	21(3),	Committee	-250000E	nmittee				
	(3C)	of the	of t					
	and	Company		npany				
	25(10)	was not in		not in				
	of SEBI	compliance		pliance	,			
	(LODR)	with the	with	n the	1			
	Regulati	said	saic					
	ons,	regulation	regi	ulation		*		
17(1)(c):	2015.	owing to	owi	ng to				
		non-	non					
The board of		availability	ava	ilability				
directors of the		requisite		uisite				
top 1000 listed		number of		nber of				
entities (with		Independen		ependen				
effect from		t directors		rectors				
April 1, 2019)		on Board		Board				
and the top		till	till	3044	67			
2000 listed		February		ruary				
entities (with		11, 2022.	0.0000000000000000000000000000000000000	2022.				/
effect from		11, 2022.	11,	LO DE LO				1/201
April 1, 2020)		Regulation	Doc	gulation				/ F
shall comprise		18(d)&		d)&				()是(C
of not less than		10(u)&	18(u)&				1/4

six directors.	2(b):	2(b):		
Regulation	Chairmans	Chairmans		
17(2A):	hip and	hip and		
500 100	quorum of	quorum of		
The quorum for	meetings of	meetings of		
every meeting	the Audit	the Audit		
of the board of	Committee	Committee		
directors of the	of the	of the		
top 1000 listed	Company	Company		
entities with	was not in	was not in		
effect from	compliance	compliance		
April 1, 2019	with the	with the		
and of the top	said	said		
2000 listed entities with	regulation	regulation		
effect from	till	till		
April 1, 2020	February	February		
shall be one-	11, 2022.	11, 2022.		
third of its total	-,			
strength or	Regulation	Regulation		
three directors,	19(1)(b),	19(1)(b),		
whichever is	(c), (2) &	(c), (2) &	4	
higher,	(2A):	(2A):		
including at				
least one	The	The		
independent	compositio	compositio		
director.	n,	n,		
	Chairmans	Chairmans		
Regulation	hip and	hip and		
18(1)(b):	Quorum of	Quorum of		
	meeting of	meeting of		
Two-thirds of	the	the		
the members of	Nomination	Nomination		
audit committee	and	and	*	
shall be	Remunerati	Remunerati		1
independent directors.	on	on		//-
directors.	Committee	Committee		Kumay
Regulation	was not in	was not in		1

18(1)(d):	compliance	compliance		
, , , ,	with the	with the		
The chairperson	said	said		
of the audit	regulations	regulations		
committee shall	till	till		
be an	February	February		
independent	11, 2022.	11, 2022.		
director and he	11, 2022.	11, 2022.		
/she shall be	Degulation	Dogulation		
present at	Regulation	Regulation		
Annual general	20(2A):	20(2A):		
meeting to				
answer	Compositio	Compositio		
shareholder	n of the	n of the		
queries.	Stakeholder	Stakeholder		
	S	S		
Regulation	Relationshi	Relationshi		
18(2)(b):	p	p		
	Committee	Committee		
The quorum for	of the	of the		
audit committee	Company	Company		
meeting shall	was not in	was not in		
either be two	compliance	compliance	2	
members or one	with the	with the		
third of the	said	said	,	
members of the	regulation	regulation		
audit	till	till		
committee,	February	February		
whichever is	11, 2022.	11, 2022.		
greater, with at				
least two	Regulation	Regulation		
independent	21(2):	21(2):		
directors.	-1(-)*	22(2)		
	Compositio	Compositio	1/2	
Regulation	n of the	n of the		
19(1)(b):	Risk	Risk		
A 11 11 0	Manageme	Manageme		
All directors of	nt	nt		9
the committee	Committee	Committee		
shall be non-	Commuce	Committee		

executive	of the	of the		
directors.	Company	Company		
	was not in	was not in		
Regulation	compliance	compliance		
19(1)(c):	with the	with the		
	said	said		
At least two-	regulation	regulation		
thirds of the	till	till		
directors shall	February	February		
be independent	11, 2022.	11, 2022.		
directors.	11, 2022.	11, 2022.		
	Regulation	Regulation		-
D 10	21(3A) &	21(3A) &		
Regulation	(3):	(3):		
19(2):				
The	The	The		
Chairperson of	number of	number of	No. of the second	
the nomination	meetings	meetings		
and	and gap	and gap		
remuneration	between	between		
committee shall	two	two	1 10	
be an	meetings as	meetings as		1
independent	stipulated	stipulated		
director:	under the	under the		
Provided that	said	said		
the chairperson	regulation	regulation		
of the listed	were not	were not		1
entity, whether	complied	complied		
executive or	with	with		
non-executive,	accordingly	accordingly		
may be				
appointed as a				
member of the	Regulation	Regulation	12	
Nomination and	25(10):	25(10):	,	
Remuneration	25(25)	25(20)		
Committee and	The	The		
shall not chair such	Company	Company		
Committee.	has not	has not		

		5	W. Commission of the Commissio			
Regulation 19(2A): The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least a one independent director in attendance. Regulation 20(2A):	taken D&O insurance for the Independen t Directors appointed on the Board of the Company.	taken D&O insurance for the Independen t Directors appointed on the Board of the Company.				
At least three directors, with at least one being an independent director, shall be members of the Committee.				*		
Regulation 21(2): The Risk Management						demny C.
	The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. Regulation 20(2A): At least three directors, with at least one being an independent director, shall be members of the Committee. Regulation 21(2):	Regulation 19(2A): The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. Regulation 20(2A): At least three directors, with at least one being an independent director, shall be members of the Committee. Regulation 21(2): The Risk Management	Regulation 19(2A): The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least a one independent director in attendance. Regulation 20(2A): At least three directors, with at least one being an independent director, shall be members of the Committee. Regulation 21(2): The Risk Management	Regulation 19(2A): The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least a one independent director, shall be members of the committee. Regulation 20(2A): At least three directors, with at least one being an independent director, shall be members of the Committee. Regulation 21(2): The Risk Management	Regulation 19(2A): 19(2A): The quorum for a meeting of the momination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director, swith at least one being an independent director, shall be members of the Committee. Regulation 20(2A): At least three directors, with at least one being an independent director, shall be members of the Committee. Regulation 21(2): The Risk Management	Regulation 19(2A): The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one being an independent director, shall be members of the Committee. Regulation 20(2A): At least three directors, with at least one being an independent director, shall be members of the Committee. Regulation 21(2):

								*
 shall have								
minimum three								
members with								
majority of				1				
them being								
members of the								
board of				1				
directors,		= */-						
including at								
least one					-		*	
independent								
director.								
						29 11	-	
Regulation								
21(3) & (3C):								
						** **		
The risk *								
management			1					
committee								
shall meet at								
least twice in a					4.1			
year.								
				100		1		
Regulation	11							
(3C):								
The meetings of								
the risk								
management								
committee shall								
be conducted in								
such a manner								
that on a								Sinkin
continuous								(2010 M)
basis not more								/ 5/FC3-18
than one								(夏(C.P14
hundred and				1		A Warranton and American Company		//*/NOID

culated as March 31 of preceding ancial year, Il undertake ectors and ficers arance ('D O arance') for their ependent ectors of h quantum for such as as may be ermined by board of ectors.	e year ende Regulati	d March 31, 20	021 BSE	BSE	Non-	Fine of Rs.	The Company did	Being a Government	None	FCS C.P.
culated as March 31 of preceding ancial year, Il undertake ectors and ficers arance ('D O arance') for their ependent ectors of h quantum for such as as may be ermined by board of ectors.		d March 21 2	021							
culated as March 31 of preceding ancial year, Il undertake ectors and ficers arance ('D O arance') for their ependent ectors of h quantum for such as as may be ermined by board of										
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culated as March 31 of preceding ancial year, Il undertake ectors and ficers urance ('D O urance') for their ependent ectors of h quantum										
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	Board of	17(2A),		NSE has		8,01,000/-	Director or	to appoint Directors
	directors shall	18	Compositio	imposed	Regulation	plus GST @	Independent Woman	on its Board is vested
	have an	(1)(b),	n and	monetar	17(1) of	18% Rs.	Director on Board	with the Government
	optimum	(d) &	quorum of	y fines	SEBI	1,44,180/-)	till November 29,	of India through its
	combination of	2(b),	meetings of	for non-	(LODR)	for quarter	2021. The Board	Administrative
	executive and	19(1)(c)/	the Board of	complia	Regulations,	ended	does not have the	Ministry i.e.,
	non-executive	(2),	Directors of	nces	2015	December,	requisite number of	Ministry of Housing
	directors with at	(2A),	the	with	including	2020 by BSE	Independent	and Urban Affairs
	least one-	20(2)/	Company	SEBI	failure to	& NSE each.	Directors on Board	(MoHUA).
	woman director	(2A) and	was not in	(LODR)	appoint		as stipulated under	(MorioA).
	and not less	25(3)	compliance		woman/wo	Fine of Rs.	the provisions of	The Company
	than fifty per	Of SEBI	during the	Regulati	man	12,03,600/-	SEBI (LODR)	1 2
	cent. of the	(Listing	period	ons,	independent	(Rs.	Regulations, 2015	continuously follows
- 6	board of	Obligati	under	2015.	director for	10,20,000/-	till date.	with its
	directors shall	ons and	review as		the Quarters	plus	The Company has,	administrative
	comprise of	Disclosu	prescribed		ended	GST @ 18%	from time to time,	ministry for
	non-executive	re	under the		December	Rs. 1,83,600/-	replied to Stock	appointment of
	directors.*	Require	said		31, 2020) for quarter	exchanges that,	requisite number of
		ments)	regulation		and March	ended	being a Public	Independent
	Provided that	Regulati	owing to		2021.	March, 2021	Sector Undertaking,	Directors on the
	the Board of	ons,	non-			by BSE &	the power to appoint	Board of the
	directors of the	2015	availability		Regulation	NSE each.	Directors on its	Company.
	top 500 listed		of		17(2A) of		Board is vested with	
	entities shall		Independent		SEBI		the Government of	
	have at least		director on		(LODR)		India through its	
	one		Board.		Regulations,		Administrative	
	independent				2015 for		Ministry i.e.,	
	woman director		Regulation		non-		Ministry of	
	by April 1,		18 (1)(b),		compliance		Housing and Urban	
	2019, and the		(d) & 2(b):		pertaining		Affairs (MoHUA)	
	Board of				to Quorum		and the Company	
	directors of the		Compositio		of Board		has no control in the	
	top 1000 listed		n,		Meetings		appointment of	
	entities shall		chairmanshi		for the		Directors on its	
	have at least		p and		Quarters		Board.	
	one		quorum of		ended		As informed, the	
	independent		meetings of		December		Company has been	
	woman director		the Audit		31, 2020		requesting and	
	by April 1,		Committee		and March		sending reminders to	
	2020.		of the		2021.	*	the administrative	
		Lancia de la companya				Samuel Company Company	are administrative	

Regulation	Company was not in		ministry i.e., Ministry of Housing	
		Danielia.		
17(1)(b):	compliance with the	Regulation	and Urban Affairs	
Where the	said	18(1) of SEBI	(MoHUA) for	
chairperson of	regulation	(LODR)	appointment of requisite number of	1
the board of		Regulations,		
directors is a	owing to non-	2015 for the	Independent Directors on its	
non-executive	availability	Quarters	Board.	
	of	ended		
director, at least			Listed entity has	
one-third of the	Independent	December	complied with the	
board of	director on	31, 2020	requirements of	
directors shall	Board.	and March	Regulation 18,19, 20	
comprise of		2021.	and 25(3) during FY	
independent	Regulation		2022-23.	
directors and	19(l)(c), (2)		Further, BSE vide	
where the listed	&	Regulation	mail dated July 5,	
entity does not	(2A)	19(1) / (2)	2021 has	
have a regular	The	of SEBI	communicated	
non-executive	composition	(LODR)	waiver of fine levied	
chairperson, at	,	Regulations,	for quarter ended	
least half of the	chairmanshi	2015 for the	December 2020	
board of	p and	Quarters	relating to non-	l l
directors shall	quorum of	ended	compliance of	
comprise of	meetings of	December	Regulation 17(1) of	
independent	the	31, 2020	SEBI (LODR)	
directors:	Nomination	and March	Regulations, 2015.	
Provided that	and	2021.		
where the	Remunerati			
regular non-	on			
executive	Committee	Regulation		
chairperson is a	is not in	20(2)/(2A)		
promoter of the	compliance	of SEBI		
listed entity or	with the	(Listing		
is related to any	said	Obligations		
promoter or	regulation	and		
person	owing to	Disclosures		
occupying	non-	Requiremen		(3)
management	availability	ts)		
positions at the	of	Regulations,		122

level of board	Independent	2015 for the			
of director or at	director on	Quarters			
one level below	Board	ended June			
the board of		30, 2021,			
directors, at	Regulation	September		1	
least half of the	20 (2A)	30, 2021,			
board of	Compositio	and			
directors of the	n of the	December			
listed entity	Stakeholder	31, 2021			
shall consist of	S				
independent	Relationshi	Regulation			
directors.		21(2) of			
	p Committee	SEBÍ			
Regulation	of the	(Listing			
17(1)(c):	Company	Obligations		100	
- (-)(-)	was not in	and			
The board of	compliance	Disclosures			
directors of the	with the	Requiremen			
top 1000 listed	said	ts)			
entities (with	regulation	Regulations,			
effect from	owing to	2015 for the			
April 1, 2019)	non-	Quarters			
and the top	availability	ended			
2000 listed	of	March		1	
entities (with	Independent	2021.			
effect from	director on	2021.	*		
April 1, 2020)	Board.				
shall comprise	Board.				
of not less than	Regulation				
six directors.	25 (3)				
shi dh'estais.	Owing to				
Regulation	non-				
17(2A):	availability				
1/(211).	of				
The quorum for	Independen				
every meeting	-				A
of the board of	t directors				W.C.
directors of the	on Board,				/\$/FCS-180
top 1000 listed	no meeting				E (C.P149)
entities with	of				NOIDA
Officieles with	Independen				Sany Secret

	effect from	t Directors	7		22 Thursday				
	April 1, 2019	could be							
,	and of the top	held during							
	2000 listed	the period							
	entities with								
	effect from	under						1	
	April 1, 2020	review &							
		subsequentl							
	shall be one-	y the said							
10	third of its total	regulation							
	strength or	could not							
	three directors,	be							
	whichever is	complied							
	higher,	with.							
	including at	With.		10.7					
	least one								
	independent								
	director.								
	*								
	Regulation								
	18(1)(b):						1		
	Two-thirds of					*			Y .
	the members of								
	audit committee							h	
	shall be				4				-
	independent								
	directors.								
	directors.								
	Regulation								
	18(1)(d):								
	16(1)(u).								
	The chairmarean			4					
	The chairperson			0					
	of the audit								
	committee shall								
	be an								0
	independent								280 300
	director and he								and the
	/she shall be								FCS-180
	present at		1		ė				(EC.P149
	Annual general	11							//*/ NOIDA

		Office and the second of the s	00-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70-11-70		
meeting to answer shareholder queries.					
Regulation 18(2)(b):					
The quorum for audit committee					
meeting shall either be two members or one					590 H
third of the members of the audit					
committee, whichever is greater, with at					
least two independent directors.					
Regulation 19(1)(b):				à	
All directors of the committee shall be non-					
executive directors.					
Regulation 19(1)(c):	La Paris			r.	
At least two- thirds of the directors shall					(2.5°
be independent directors.			-		W.W.

Regulation					
19(2):					
The					
Chairperson of					
the nomination					
and			+		
remuneration					
committee shall					
be an					
independent					
director:					
Provided that					E .
the chairperson					
of the listed					
entity, whether					
executive or non-executive,					
may be					
annointed as a				1	
appointed as a member of the					
Nomination and					Į.
Remuneration				à	
Committee and					
shall not chair					
such					
Committee.			1		
Regulation			1	in the second	
20(2A):					
20(2A).					
At least three				-20	
directors, with					
at least one					
being an		0.			
independent					
director, shall					((
be members of			(*)		1

the Committee.									
Regulation									
21(2):									
The Risk									
Management									
Committee									
shall have									
minimum three									
members with									
majority of									
them being									
members of the							~		
board of									
directors,									
including at									
icast one									
independent director.									
director.			1.						
Regulation									
25(3):									
The							à		
independent									
directors of the									
listed entity					1				
shall hold at									
least one									
meeting in a financial year,									
without the									
presence of		- 1				147			
non-		-							
independent									
directors and				4					
members of the									1233
management	Y								/ 2/F
and all the					N 201				I EIC

independent			
directors shall			
strive to be			
present at such			9
meeting.			

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1.	Compliances with the following conditions while appointing / r	e-appointing an auditor	
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	None
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	None
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA ,	None
		9	
•			
2.	Other conditions relating to resignation of statutory auditor		

	i.	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	None
	a.	In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	None
ą	b.	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee of the details of information / explanation sought and not provided by the management, as applicable.	NA	None
	c.	The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA ,	None
	ii.	Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	None FCS-

3.	The listed entity / its material subsidiary has obtained	NA	None
	information from the Auditor upon resignation, in the format as		
	specified in Annexure- A in SEBI Circular		
	CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	-	
And the second second second second			

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	Secretarial Standard:		
	The compliances of the listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	Adoption and timely updation of the Policies:		
	• All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entity.	Yes	None
	• All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated ontime as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	Maintenance and disclosures on Website:		
	The Listed entity is maintaining a functional website	Yes	None
	Timely dissemination of the documents/ information under a separate section on the website	Yes	None
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	None
4.	Disqualification of Director:		(3)
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 2013 as confirmed by the listed entity.	Yes	None

5.	Details related to Subsidiaries of listed entity have been		
	examined w.r.t:		
	(a) Identification of material subsidiary companies	No	The Company doesn't have any subsidiary
	(b) Disclosure requirement of material as well as other subsidiaries	No	and company doesn't may be starting
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	NRC evaluated the performance of Board and also the IDs evaluate the functioning of Board.
8.	«Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or	Yes	None
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.	NA	None
9.	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any:		
	No action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various	No	Mentioned in para I (a) above.

	circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein [para I(a)].		
12.	Additional Non-compliances, if any:		
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None



Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Noida

Date: May 24, 2023

For Kumar Naresh Sinha & Associates

Company Secretaries

CS Naresh Kumar Sinha

(Proprietor) FCS: 1807, CP No.: 14984

PR: 610/2019

FRN: S2015UP440500 UDIN: F001807E0003711