



Date: May 29, 2024

Listing Department National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor, Plot No.C/1 G Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: AVROIND	Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001 BSE Scrip Code: 543512
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report of Avro India Limited for the year ended March 31, 2024 under Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by M/s Chaturvedi & Company, Practicing Company Secretary.

This is for your information and dissemination purpose.

Thanking You,

Yours Faithfully

For AVRO INDIA LIMITED

Sumit Bansal
(Company Secretary)
Membership No: A42433

Encl: As above

AVRO INDIA LIMITED

Registered Office: A-7/36-39, South of G.T Road Industrial Area, Electrosteel Casting Compound, Ghaziabad-201009, Uttar Pradesh

Email: support@avrofurniture.com | Website: www.avrofurniture.com | Helpline No: 9910039125

CIN: L25200UP1996PLC101013

मज़बूत कुर्सी मतलब ऐवरो कुर्सी



M/s Chaturvedi & Company
Company Secretaries
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Sector 121, Noida UP 201301 Mobile 9999990597
Email : chaturvediandcompanycs@gmail.com

Secretarial Compliance Report of

M/s AVRO INDIA LIMITED for the financial year ended 31st March, 2024

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
AVRO India Limited
A-7/36-39, South of G.T. Road Industrial Area,
Electrosteel Casting Compound,
Ghaziabad-201009, Uttar Pradesh

Sir

We have examined:

- (a) all the documents and records to the extent made available to us and explanations and representations provided by *AVRO India Limited* ("the listed entity"),
- (b) all 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 certification,

for the year ended 31st March, 2024 ("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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under 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 there under, 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;

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NOT APPLICABLE DRING THE PERIOD UNDER REVIEW

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **NOT APPLICABLE DRING THE PERIOD UNDER REVIEW**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **NOT APPLICABLE DURING THE PERIOD UNDER REVIEW**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depository & Participants') Regulations, 2018;
- and circulars/guidelines issued thereunder;

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

- (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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	Nil	-	-	-	-	-

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ Guidelines including Specific clause)	Details of Violation/ Deviations and actions taken/penalty imposed, if any, on the listed entity	of Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
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1.	During the course of audit it comes to the notice about delay in filing the Related Party disclosure for the six months ended 31st March, 2023. No Notice received by the Company from NSE & BSE in this regard till the date of signing of this report.	Observation made in Secretarial Compliance report for the year ended March 31, 2023.	Reg. 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in filing of disclosure of Related Party Transactions for the half year ended March 2023. The NSE Ltd vide its notice dated June 30, 2023 imposed the fine of Rs. 41,300 and BSE Ltd vide its email dated June 30, 2023 imposed the fine of Rs. 41,300 for such delay.	The Company has filed the disclosure of Related Party Transactions for the half year ended March 31, 2023 on May 30, 2023 to ensure the compliance of the same. The Company has paid the fines imposed by BSE Ltd and NSE Ltd.	The Company has complied terms of the Notice of NSE Limited dated 30.06.2023 and BSE Limited dated 30.06.2023. Fine amount of BSE Ltd has been paid by the company on 03.07.2023 vide UTR No. NEFT/IDFB H2318420596 9/BSE LIMITED/ICI C0000104 & fine amount of NSE Ltd has been paid vide UTR No. NEFT/IDFB H2318420596 6/NATIONAL STOCK EXCHANGE /IBKL000100
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(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None

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2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes Yes	None None
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	None None None
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p>Details related to Subsidiaries of listed entities</p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A.	The Company does not have any subsidiary.
6.	<p>Preservation of Documents:</p> <p>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 the LODR Regulations, 2015.</p>	Yes	None
7.	<p>Performance Evaluation:</p> <p>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.</p>	Yes	None
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p>	Yes	None

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	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	N.A	The Prior approval of the Audit Committee has been obtained for all related party transactions.
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) has been 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 circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	The Fine of Rs. 41,300 was imposed by BSE Ltd vide email dated 30th June, 2023 and fine of Rs. 41,300 was imposed by NSE Ltd vide notice dated 30th June, 2023 due to delay in disclosure of related party transactions for half year ended March, 2023 under Regulation 23(9) of SEBI (LODR) Regulations, 2015.
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	No such event has occurred during the reporting period. Hence, the same is not applicable.
13.	No Additional Non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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Assumptions and Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of the documents and information furnished are the responsibility of the management of listed entity.
2. Our responsibility is to certify 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 solely for the intended purpose of compliance in terms of Regulation 24(A)(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and neither an assurance to future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 23.05.2024 Place: Noida	For Chaturvedi & Company Company Secretaries LALIT CHATURVE DI  Digitally signed by LALIT CHATURVEDI Date: 2024.05.23 17:08:15 +05'30' Lalit Chaturvedi Mem. No. F5961 C.O.P. No. 13708 UDIN: F005961F000428339
	Peer Reviewed Unit: UIN S2018UP599000