



**SINGER®**

Over 170 Years of Trust Worldwide

**May 02, 2024**

**To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal street, Fort,  
Mumbai- 400001**

**Scrip Code: 505729**

**Sub: Secretarial Compliance Report**

**Ref: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Ma'am,

We enclose herewith the Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March 2024.

The same will also be available on the website of the Company at [www.singerindia.com](http://www.singerindia.com).

You are requested to take the above information on record.

Thanking you,

Yours Sincerely  
For Singer India Limited



**Rupinder Kaur  
Company Secretary and Compliance Officer**

Encl: As above

**SINGER INDIA LIMITED**

Registered & Head Office : A-26/4, 2<sup>nd</sup> Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044.

Tel.: +91-11-40617777 | Toll Free No. 1800-103-3474

E-mail : [mail@singerindia.com](mailto:mail@singerindia.com) | Website : [www.singerindia.com](http://www.singerindia.com)

CIN : L52109DL1977PLC025405

**SECRETARIAL COMPLIANCE REPORT OF SINGER INDIA LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup>MARCH 2024**

**We have examined:**

- all the documents and records made available to us and explanations provided by Singer India Limited ("the listed entity"),
- the filings/submissions made by the listed entity to the Stock Exchanges;
- website of the listed entity,
- any other documents/filings, as may be relevant, which has been relied upon to make this Certification,

**for the year ended 31<sup>st</sup> March, 2024 in respect of compliance with the provisions of:**

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circular, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circular, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, includes -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period.**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period.**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the period.**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2012; **Not Applicable for the period.**
- Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period.**





- j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period.**
- l) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there under 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 there under, except in respect of matters specified below:-
- **Refer Annexure "A" annexed to the Report.**
- b) The listed entity has taken the following actions to comply with the observations made in previous reports:
- **Refer Annexure "B" annexed to the Report.**
- 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.	<b><u>Secretarial Standards:</u></b>  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	Not Any
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	Not Any
3.	<b><u>Maintenance and disclosures on Website:</u></b>  <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	Yes Yes Yes	Not Any Not Any Not Any



4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	Not Any
5.	<b><u>Details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	The Company does not have any material subsidiary company.
6.	<b><u>Preservation of Documents:</u></b>  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 LODR Regulations.	Yes	Not Any
7.	<b><u>Performance Evaluation:</u></b>  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	Not Any
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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.	Yes  NA	Not Any  No such Case found during the review period
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed there under.	Yes	Not Any
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Not Any





11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No actions 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 there under (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	No	BSE imposed additional fine for non compliance of Regulation 19 (1) of SEBI (LODR) Regulation 2015 for the quarter ended March, 2023 in the tune of Rs.56,640.00 Vide its email dated 22/05/2023.
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b></p> <p>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.</p>	N.A.	The statutory auditors of the company have not resigned during the review period.
13.	<p><b><u>No additional non-compliances observed:</u></b></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	Not Any

For H.O. Gulati & Co.  
Peer Reviewed-Practicing Company Secretaries Firm

  
  
 Hari Om Gulati  
 M.No. F5462, C.P. No. 9337  
 6/28, Jang Pura Extension  
 New Delhi-110014

Place: New Delhi  
 Date: 02/05/2024  
 UDIN: F005462F000288492

**Annexure "A"**

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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 Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
01	Under the SEBI (LODR) Regulations 2015, every listed entity shall constitute a Nomination and Remuneration Committee (NRC) in compliance with the provisions under Regulation 19. As per Regulation 19(1), the NRC shall comprise of at least three directors; with all the directors on the committee being non-executive directors; and at least two-thirds of the directors on the committee shall be independent directors.	Regulation 19(1)	The constitution of NRC was not as per Regulation 19(1) of SEBI (LODR) 2015	The company has rectified and reconstituted the NRC and passed the required Board resolution in Board Meeting held on 4th February, 2023	BSE imposed additional fine for the quarter ended 31 <sup>st</sup> March, 2023 vide its email dated 22 <sup>nd</sup> May, 2023	The constitution of NRC was not as per Regulation 19 of SEBI (LODR) Regulations, 2015	56,640/-	The company has taken up the matter in its Board meeting held on 24 <sup>th</sup> May, 2023 and decided to take several measures to comply all the SEBI Regulations including SEBI (LODR) Regulations, 2015	The Company will ensure due compliance of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will continue to be compliant in the future as well.	Being a Practicing Company Secretary we express our satisfaction on the action taken by the Company in this matter,



**Annexure "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 31 <sup>st</sup> March 2023	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	There was no observations in the previous years prior to the year 2022-2023	The company has Reconstituted the Nomination and Remuneration Committee and passed the necessary resolution in the Board Meeting held on 4th February, 2023	Constitution of NRC as per Regulation 19 as per SEBI (LODR) Regulation, 2015	The constitution of NRC was not as per Regulation 19 of SEBI (LODR) Regulation, 2015.	The company has reconstituted the Nomination and Remuneration Committee and passed the necessary resolution in the Board Meeting held on 4th February, 2023	The company had rectified and reconstituted the Nomination and Remuneration Committee to comply the Regulation 19(1) of SEBI (LODR) Regulations, 2015 in the previous financial year itself in the Board Meeting held on 4 <sup>th</sup> February, 2023.

For H.O. Gulati & Co.  
Peer Reviewed Practicing Company Secretaries Firm

  


Hari Om Gulati  
M.No. F5462, C.P. No. 9337  
6/28, Jang Pura Extension  
New Delhi-110014

Place: New Delhi  
Date: 02/05/2024  
UDIN: F005462F000288492