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29thMay2023

To,
BSE Limited
25th Floor, P J Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith the Annual Secretarial Compliance Report for the year ended March 31, 2023 issued by Kala Agarwal, Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours faithfully,

For Nitin Castings Limited

Nitin Kedia
Director
DIN: 00050749



Company Secretary & Insolvency Professional (IBBI/IPA-002/IP-N00841/2019-2020/12734)
801, Embassy Centre, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021
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**Secretarial Compliance Report of Nitin Castings Limited for the financial year ended
31st March, 2023**

We have examined:

- a) all the documents and records made available to us and explanation provided by Nitin Castings 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 certification, for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. 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;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

A. I 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.	<p>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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	NA
2.	<p>Adoption and timely updating of the Policies:</p> <p>a. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>b. 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</p>	Yes	NA
3.	<p>Maintenance and disclosures on Website:</p> <p>a. The Listed entity is maintaining a functional website</p> <p>b. Timely dissemination of the documents/ information under a separate section on the website</p> <p>c. 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</p>	Yes	NA

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	NA
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries</p>	Yes	NA
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 SEBI LODR Regulations, 2015.</p>	Yes	NA
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/during the financial year as prescribed in SEBI Regulations.</p>	Yes	NA
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.</p>	Yes	NA

9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	NA
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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 except as provided under separate paragraph herein (**).</p>	Yes	NA

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
12.	Additional Non-compliances, if any:	NA	

B. 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)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-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	-
	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	
	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	

2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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.</p>	NA	-
	<p>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 the details of information / explanation sought and not provided by the management, as applicable.</p> <p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>	NA	-

3.	The listed entity / its material subsidiary has obtained 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.	NA	-
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*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA' **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/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
NA										

C. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guide-lines 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
1.	SEBI (LODR) Regulation, 2015	Regulation 29(2)/29(3)	Delay in furnishing prior intimation about the meeting of the board of directors	Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the intimation required under clause (a) of sub-regulation (1) of Regulation 29 shall be given at least five days in advance wherein the Financial Results of the Company is to be considered and approved.	Waiver of Fine	The intimation for Board Meeting held on 30.06.2021 was given to Stock Exchange on 25.06.2021. The Company received fine pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (erstwhile	--	Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the intimation required under clause (a) of sub-regulation (1) of Regulation 29 shall be given at least five days in advance wherein the Financial Results of the Company is to be considered and	The Company's representation for waiver of fine was placed before the Internal Committee for Fine Waiver and the Company's request for waiver of the fine	-

				<p>The intimation for Board Meeting held on 30.06.2021 was given to Stock Exchange on 25.06.2021. The Company received fine pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018) on 14.07.2021. The Company requested for waiver of fine imposed for late/non compliances under Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on</p>	<p>SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018) on 14.07.2021.</p>	<p>approved.</p> <p>The intimation for Board Meeting held on 30.06.2021 was given to Stock Exchange on 25.06.2021. The Company received fine pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018) on 14.07.2021. The Company requested for waiver of fine imposed for late/non compliances under Regulation 29 of SEBI (Listing Obligations and</p>	<p>was approved pursuant to mail received from BSE Limited dated 06.05.2022.</p>	
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				16.07.2021. The Company's representation for waiver of fine was placed before the "Internal Committee for Fine Waiver and the Company's request for waiver of the fine was approved pursuant to mail received from BSE Limited dated 06.05.2022.				Disclosure Requirements) Regulations, 2015 on 16.07.2021. The Company's representation for waiver of fine was placed before the "Internal Committee for Fine Waiver and the Company's request for waiver of the fine was approved pursuant to mail received from BSE Limited dated 06.05.2022.		
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**KALA
AGARWAL**

Digitally signed by KALA AGARWAL
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Kala Agarwal
Practising Company Secretary
COP No.: 5356

UDIN: F005976E000409566
Place: Mumbai
Date: 29th May, 2023

PR No: I2003MH362100