



SEL MANUFACTURING COMPANY LIMITED

Regd. Office: 274, Dhandari Khurd G.T. Road Ludhiana- 141014

CIN: L51909PB2000PLC023679

Tel: +91-161-7111117, Fax: +91-161-7111118, Email: rahul@selindia.in

Website: www.selindia.in

30th May, 2023

To

BSE Limited

Department of Corporate Services
25th Floor, PJ Towers, Dalal Street, Mumbai-
400001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex, Bandra
(East), Mumbai-400051

Scrip Code: 532886

Symbol: SELMC

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

Scrip Code: 532886, Scrip Id: SELMC, ISIN No.: INE105101020

Dear Sir,

In accordance with the Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclosed herewith the Annual Secretarial Compliance Report dated May 30, 2023 for the year ended 31st March 2023 issued by M/s Lal Ghai & Associates, Ludhiana (Regn No. P2014PB0333000). The above is for information and record please.

Thanking you,

Yours faithfully,

For SEL MANUFACTURING COMPANY LIMITED

Navee Digitally signed
by Naveen Arora
Date: 2023.05.30
n Arora 14:46:04 +05'30'

Naveen Arora
Whole-time Director
DIN: 09114375



SECRETARIAL COMPLIANCE REPORT OF SEL MANUFACTURING COMPANY LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by SEL Manufacturing Company Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 274, Dhandari Khurd G.T. Road Ludhiana PB 141014 IN. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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 in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Lal Ghai & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by SEL Manufacturing Company 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 31st March, 2023 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; (*Not applicable during review period*)
- (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 during review period*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)



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- Regulations,2021; *(Not applicable during review period)*;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable during review period)*;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; *(Not applicable during review period)*;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; *(Not applicable during review period)*
- (j) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (k) Circulars/ Guidelines issued thereunder;

Based on the above examinations, 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 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	-----
2.	Adoption and timely updation of the Policies: <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	-----
3.	Maintenance and disclosures on Website: <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 	No	The Company has not uploaded requisite documents as prescribed under regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015



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4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-----
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not have any material subsidiary. However the Company has one other subsidiary named SEL Aviation Private Limited.
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	-----
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/during the financial year as prescribed in SEBI Regulations.	Yes	-----
8.	Related Party Transactions: (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.	Yes NA	During the FY 2022-23, the listed company has obtained prior approval of Audit Committee for all related party transaction.
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	-----



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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	-----
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 except as provided under separate paragraph herein (**).	NA	No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	<p>1. The Company has not complied with the provisions of regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding achieving minimum public shareholding as prescribed in SEBI circulars.</p> <p>2. The Company has not complied with the provisions related to Structured Digital Database disclosures due to non-maintenance of requisite software however the as on date, the Company has purchased the required software and initiated for entering data into that software.</p>

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CLD/CMDI/114/2019 dated 18th October, 2019:



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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 an 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	No event has been occurred for resignation of Auditor during the reporting period.
	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		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	
	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	
	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	NA	



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	<p>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>	<p>NA</p> <p>NA</p>	
3.	<p>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 18th October, 2019.</p>	<p>NA</p>	



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The Additional disclosures of Annual Secretarial Compliance Report as below:-

(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/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.	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Regulation 38	Regarding achieving of Minimum Public Shareholding	NSE Limited	Solicitation clarification	The Company has not complied with the provisions of regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding	NIL	The Company has not complied with SEBI circular No. SEBI/HO/CFD/P and NSE the erstwhile promoter of the Company has been shifted to Public category. In this way, the Company has achieved MPS as prescribed under regulation 38 of SEBI (LODR), 2015	The Management confirmed that after the approval of reclassification of shares from both the exchanges i.e. BSE and NSE the erstwhile promoter of the Company has been shifted to Public category. In this way, the Company has achieved MPS as prescribed under regulation 38 of SEBI (LODR), 2015	-



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	2. Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015	Regulation 3(5) and 3(6) of SEBI	Regarding Structured Digital Database disclosure	NSE Limited	Soliciting clarification	The Company has not complied with the provisions related to Structured Digital Database disclosures due to non-maintenance of requisite software however the as on date, the Company has purchased the required software and initiated for entering data into that software.	Nil.	As per verification of company records, the Company was maintaining SDD records in MS Excel which was not reliable and secured.	The management confirmed that since, the company was under CIRP under regulation 31 of IBC, 2016 and the affairs of the Company was managed by the Resolution professional and the Company was maintaining the said disclosures in physical form. Further, as on date the Company have purchased requisite software for recording of transactions in compliance to SDD disclosures as prescribed under PIT regulations.	
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3.	Regulation 46 of SEBI (Listing Obligations and Disclosures) Regulation, 2015	Regulation 46 of SEBI (Listing Obligations and Disclosures) Regulation, 2015	Regulation 46 of SEBI (Listing Obligations and Disclosures) Regulation, 2015	NIL	The Company has not published requisite disclosures on its website as per regulation 46 of SEBI (LODR), 2015	NIL	As verified from the website of the Company, we have observed that the Company has not uploaded all the disclosure as required under regulation 46 of SEBI (LODR), 2015.	As per the confirmation from the management, the website of the Company was crashed due to which some of the files has been deleted however, the Company is in process of uploading the missed out disclosures.	-
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(b) 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.	Regulation 34 of the Securities and Exchange Board of India (Listing) Obligations and Disclosures Requirements	Regulation 34	Non-submission of Annual Report for the Financial year ended	BSE Limited and NSE Limited	Soliciting clarification	Non-submission of Annual Report for the Financial year ended March, 2021.	---	The Company has submitted requisite reply to the Exchange and No further action has	The Exchanges were informed by the Company, inter alia, that the Company went through Corporate Insolvency Resolution Process ("CIRP") of SEL Manufacturing Company Ltd. under Insolvency and Bankruptcy code (IBC) 2016, and that the Hon'ble National Company Law Tribunal,	-



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	Regulations, 2015.		March, 2021.			taken against the Company.	Chandigarh Bench on February 10, 2021 approved the Resolution: plan submitted by Consortium of Arr Ess Industries Private Limited and Leading Edge Commercial FZE ("Consortium" or "Resolution Applicant") in respect of SEL Manufacturing Company Limited ("Company") and the Monitoring Committee ("MC") of the Company (constituted in terms of the Resolution Plan) in its meeting held on March 13, 2021 duly appointed the nominees of the Resolution Applicant as Directors of the Company and approved the reconstitution of the Board of Directors of the Company ("Reconstituted Board"). The approved Resolution Plan consisted of the composite Scheme of Reduction and Consolidation of Share capital of the Company which contemplates, inter alia reduction of equity share capital of the Company from INR. 3,31,34,70,000 divided into 33,13,47,000 equity shares of INR 10 each to INR 33.13.470 divided into 3,31,347 equity shares of INR 10 each thereby reducing the value of issued, subscribed and paid-up equity share capital of the Corporate Debtor by INR 3,31,01,56,530 divided into 33,10,15,653 equity
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Assumptions & Limitation of scope and Review:

- a. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- b. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- c. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- d. 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.

**For Lal Ghai & Associates
Company Secretaries**



Sumit Ghai
FCS No. 10253
CP No. 12814

UDIN: F010253E000422931

Place: Ludhiana

Date: 30th May, 2023