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Ref No. MIL/2024-25/CS/20

Date:- 30th May, 2024

30th May-2024

To,
THE MANAGER- LISTING
BSE LIMITED,
SERVICES PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET,
MUMBAI-400001

To,
THE GENERAL MANAGER-
DEPARTMENT OF CORPORATE
BSE LIMITED, PHIROZE JEE JEE BHOY
TOWERS, DALAL STREET, MUMBAI
pin-400001

BSECODE:- 543439

SUB:- Annual Secretarial Compliance Report for the year ended as on 31st March, 2024.

Ref:- Regulation 24A of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam,

With reference to the above subject please find the attached herewith the Annual Secretarial Compliance Report for the Financial year ended as on 31st March, 2024.

Kindly take on record the same and acknowledge.

Thanking You,
Yours faithfully,

For MACHHAR INDUSTRIES LIMITED

CS MAHESH DUBE
COMPANY SECRETARY
M. No. F-12866
Encl: as above



GANESH PALVE & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF MACHHAR INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024

1. We Ganesh Palve and Associates have examined:-

- a) All the documents and records made available to us and explanation provided by Machhar Industries Limited ("the Listed Entity" with effect from 11th July, 2023) arising from the compliances of specific Regulations listed under Para 2.
- b) The filings/submissions made by the Listed Entity to the stock exchange in connection with the above.
- c) Website of the Listed Entity
- d) Any other documents/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 (Regulations) Act, 1956 ("SCRA") rules made there under and the Regulations, Circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

2. The specific regulations, whose provisions and the circular/guidelines issued there under, have been examined include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
- b. securities and Exchange Board of India { Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time)
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
- d. Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 {as amended from time to time): Not Applicable during the review period.
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021(as amended from time to time)): Not Applicable during the review period.
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(as amended from time to time):-Not Applicable during the review period
- g. Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 (as amended from time to time)
- h. Other regulations as applicable) and circulars/guidelines issued there under:
 - a) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 (as amended from time to time)
 - Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 (as amended from time to time)

And based on the above examination, I/We hereby report that, during the Review Period (Listing effective date 11th July,2023) the compliance status of the listed entity is appended as below:

Sr No	Particulars	Compliance Status (Yes/No)	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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and Mandatorily applicable	Yes	-
2.	Adoption and timely updation of the Policies: - 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: -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	-
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section164 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	Company does not have any Subsidiary company.
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		

	Well as the next quarter; or 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> <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: 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 auditee</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>During the year under review there is no case or resignation of Statutory Auditor & tenure has not completed yet.</p>

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 18th October, 2019.	NA
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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 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 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.
5. The effective date of Listing of the securities on BSE (Stock Exchange) is 11th July, 2023.

(a)(**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under:-:

Sr No .	Compliance Requirement (Regulation s/circulars/ guidelines including specific clause)	Regulation /Circular No.	Devi atio ns	Actio n Taken by	Type of Action	Detail s of Violati on	Fine Amo unt	Observations/Remarks of the Practicing Company Secretary	Management Response	Rema rks
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(b) The Company has been listed since 11th July, 2023 hence the previous reports is not applicable to company.

Sr No .	Compliance Requirement (Regulatio ns/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Devi ations	Action Taken by	Type of Action	Details of Violati on	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Rema rks
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**For GANESH PALVE AND ASSOCIATES
COMPANY SECRETARY**

**CS. Ganesh Palve
(Proprietor)
ACS.No:42980
CP No: 23264
UDIN:- A042980F000492572**

**Date: 30th May,2024
Place: Aurangabad
(Chh. Sambhajinagar)**

Add:- A.bad.- flat no -007,plot no 06, sai-jagnnath apt, ranjit nagar,kalda corner, aurangabad-431001.

Pune:- Flat No. 01, Shakuntal apt, near karve statute, Kothrud, Pune

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