



PUSHPSONS INDUSTRIES LTD.

CIN #: L74899DL1994PLC059950

B-40, Okhla Ind. Area, Phase-I,
New Delhi-110020 (INDIA)

Tel. : +91-11-41058461-62

+91-11-41610121

Fax : +91-11-41610121, 41708891

E-mail : pankaj@pushpsons.com

info@pushpsons.com

Date: 28th May, 2024

To

The General Manager- Marketing Operation/Listing

BSE Limited

25, Phiroz Jeejeebhoy Tower

Dalal Street

Mumbai -400001

Sub: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Submission of Annual Secretarial Compliance Report for the year ended on 31st March, 2024.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report dated 24th May, 2024 issued by M/s Anand Nimesh and Associates, Practicing Company Secretaries, for the year ended 31st March, 2024.

Thanking You

For and on behalf of Pushpsons Industries Limited

Dinesh
Jain

Digitally signed
by Dinesh Jain
Date: 2024.05.28
14:19:11 +05'30'

Dinesh Jain

Managing Director

DIN: 00001912

Address: E-16, Lane W-4, Sainik Farms

New Delhi- 110062

Date: 28/05/2024

Place: New Delhi

Encl.: As stated above.

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

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

To,
The Board of Directors
Pushpsons Industries Limited
(CIN- L74899DL1994PLC059950)
B-40, Okhla Industrial Area, Phase 1, New Delhi - 110020

We, M/s Anand Nimesh & Associates, Practicing Company Secretaries have examined:

- (a) the documents and records made available to us and explanation provided by Pushpsons Industries Limited ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchange,
- (c) website of the Company, and
- (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 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, as were relevant and applicable to the Company during the year under review, 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; **(Not Applicable)** to the Company during the Audit Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity share) Regulations, 2021; **(Not Applicable)** to the Company during the Audit Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)** to the Company during the Audit Period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 **(Not Applicable)** to the Company during the Audit Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable)** to the Company during the Review Period);
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and

Circulars/ guidelines issued thereunder;


Based on our verification of the books, papers, forms and returns filed and other records maintained by the Company and as produced before us, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit,

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.	<p>Secretarial Standards:</p> <p>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	
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	
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	
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	



5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The company have no material subsidiary during the period under review
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	
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	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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 hereunder.</p>		As per Schedule III of SEBI (LODR), change in Director/KMP is not disclosed to the Exchange within 24 hours, according to the SEBI

			Circular dated September 09, 2015, for Corporate announcement filed under Regulation 30 of SEBI (LODR) Regulations, 2015 for quarter ended 31 st March, 2023 However The Exchange has asked additional information in this regard and company had replied on the same.
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.		
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		Annexure 1

Annexure 1

- a. Declaration or Statement of Impact of Audit Qualifications not submitted for Year Ended March 2023 with the exchange with reference to the Financial Results filed under Regulation 33/52 of SEBI (LODR) Regulations 2015. The Exchange has send mail and asked the company to rectify the same and company has replied the same.
- b. The Corporate announcement related to Outcome of Board Meeting to consider Financial Results as required under Para A.4 of Part A of Schedule III



of SEBI (LODR) Regulations, 2015, was not disclosed within 30 minutes of the closure of the meeting as required under the SEBI (LODR) for financial year ended 31st March, 2023. The Exchange has sent mail and asked the company to rectify the same and company has replied the same.


- c. The promoters have not filed the declaration under Regulation 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with the Exchange for the year ended March 31, 2023. The Exchange has sent mail and asked the company to rectify the same and company has replied the same.
- d. As per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, shareholding of promoter(s) and promoter group is not in dematerialized form.
- e. The entire shares of the company are in physical mode only.
- f. The Stock exchange with reference to the Corporate Governance Report (Regulation 27(2) of SEBI (LODR) Regulations 2015) submitted by the company for the Quarter ended March, 2023, has observed that;
 1. Chairperson of Board of Pushpsons Industries Ltd is not a non-executive director but the number of independent directors is 2 which is less than half of the BOD strength. Total number of directors are 5 on board.
 2. Pushpsons Industries Ltd does not have Woman Director on the board.
 3. Nomination and remuneration committee of company should have 3 directors. Pushpsons Industries Ltd has 2 directors.

and asked company to submit/upload rectified XBRL for above rectification. The company has send reply for the same.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18thOctober, 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	NA	The Auditors has not resigned during the period under review.



	<p>review/ audit report for such quarter; or</p> <p>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</p> <p>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.</p>		
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</p>	<p>NA</p> <p>NA</p> 	<p>The Auditors has not resigned during the period under review.</p>

	<p>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 18th October, 2019.	NA	

(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
										
per annexure 1										

(b) The Listed entity has taken the following actions with the observation make in the previous reports:

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										

For Anand Nimesh & Associates
(Company Secretaries)



Anand K. Singh
ANAND KUMAR SINGH
(Partner)

M. No-F10812

COP No- 9404

UDIN-F010812F000442518

Date: 24/05/2024

Place: Delhi

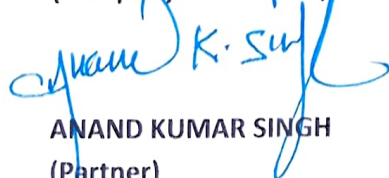
This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.

To,
The Board of Directors
Pushpsons Industries Limited
(CIN- L74899DL1994PLC059950)

The Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and Regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our audit.
- 2) We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.
- 3) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 4) The compliance of the provisions of SEBI ACT and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
- 5) The Secretarial Compliance Report 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.
- 6) 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 Anand Nimesh & Associates
(Company Secretaries)


ANAND KUMAR SINGH
(Partner)



M. No- F10812

COP No- 9404

UDIN- F010812F000442518

Date: 24/05/2024

Place: Delhi