



HARDWYN INDIA LIMITED

B-101, Mayapuri Indl. Area, Phase-I
New Delhi-110064
Tel.: 011-28115352, 28114972, 28114643

Date: 18th May, 2023

To,
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
28th Floor, Dalal Street, Fort,
Mumbai - 400001

The Manager,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai-400051

Scrip Code: 541276
Symbol: HARDWYN
ISIN: INE626Z01011

Subject: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31.03.2023.

Dear Sir/Ma'am,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith Secretarial Compliance Report of the company for the financial year ended March 31, 2023 issued by Practicing Company Secretary.

This is for your information and records.

Thanking You,

Yours Faithfully,

For and on behalf of
Hardwyn India Limited

**RUBALJEET
SINGH
SAYAL**

Digitally signed by RUBALJEET SINGH SAYAL
DN: c=IN, o=PERSONAL,
pseudonym=cc2429c385c9495fb7388ac6583d
ea10,
2.5.4.20=a8feb3936cde0d0a95f5baea87192412
6e23c825f641e44fccaa91a6a87a36ce,
postalCode=110062, st=DELHI,
serialNumber=c4d1194a052b7a18781439c762
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cn=RUBALJEET SINGH SAYAL
Date: 2023.05.18 17:40:34 +05'30'

Rubaljeet Singh Sayal
Managing Director & CFO
DIN: 00280624

Encl: As above

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF HARDWYN INDIA LIMITED FOR
THE YEAR ENDED 31ST MARCH, 2023**

We Vikas Verma & Associates, Whole Time Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **HARDWYN INDIA 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 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;
- (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 for the period under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

Office Address:- B-502, 5th Floor, Statesman House, 148, Barakhamba Road, New Delhi – 110001

Firm Registration No:- **P2012DE081400**, Udyog Aadhaar Number:- **DL03D0019626**

GST No.:- **07AAOFV2342L1ZR**, Peer Review Certificate No.**899/2020**

Off. No.:- 011 43029809, +91 9953573236

Website:- www.vvanda.com

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the period under review)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable for the period under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/guidelines issued thereunder;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

And based on the above examination, we hereby report that, during the Period under Review:

- (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	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.	<u>Adoption and timely updation of the Policies:</u> <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 	YES	

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	<p>Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.</p> <ul style="list-style-type: none"> • 		
3.	<p><u>Maintenance and disclosures on Website:</u></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	
4.	<p><u>Disqualification of Director:</u></p> <ul style="list-style-type: none"> • None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013. 	YES	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <ul style="list-style-type: none"> • Identification of material subsidiary companies. • Requirements with respect to disclosure of material as well as other subsidiaries. 	(Not Applicable For the period Under review)	
6.	<p><u>Preservation of Documents:</u></p> <ul style="list-style-type: none"> • The listed entity is preserving and maintaining records as 	YES	

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	prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation:</u> 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	
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none"> • The listed entity has obtained prior approval of Audit Committee for all Related party transactions. • 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	
9.	<u>Disclosure of events or information:</u> <ul style="list-style-type: none"> • 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.	<u>Prohibition of Insider Trading:</u> <ul style="list-style-type: none"> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 	YES	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> <ul style="list-style-type: none"> 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 thereunder. 	YES	
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	

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)	Observation/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 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	NA	

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	<p>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 details of information / explanation sought and not provided by the management, as applicable.</p>	NA	

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	<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 auditor.</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	

TABLE-I

- 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: -**

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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	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	NIL	-	-	-	-	-	-	-	-	-

b) The listed entity has taken the following actions to comply with the observations made in previous reports: N.A.

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	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	N.A.	-	-	-	-	-	-	-	-	-

For & on behalf of
Vikas Verma & Associates
Company secretaries
FRN: P2012DE081400

VIKAS
KUMAR
VERMA

Digitally signed by VIKAS KUMAR VERMA
DN: cn=VIKAS KUMAR VERMA, o=VIKAS KUMAR VERMA, ou=VIKAS KUMAR VERMA, email=VIKAS KUMAR VERMA@VIKAS KUMAR VERMA.COM, c=IN

Vikas Kumar Verma
Managing Partner
M. No. F9192
C.O.P. No.: 10786

Date: 18.05.2023
Place: New Delhi
UDIN: F009192E000330326