

SEVEN HILL INDUSTRIES LIMITED

CIN: L67190MH1990PLC055497

Date: 12.08.2023

To,
Department of Corporate Services
BSE limited,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2023 issued by Ms. Parisa Sharma, Practicing Company Secretaries.

You are requested to take the same on your record.

Thanking You.

Yours Faithfully,

For, SEVEN HILL INDUSTRIES LIMITED



DIRECTOR/AUTHORISED SIGNATORY

CS

PARISA SHARMA AND ASSOCIATES

COMPANY SECRETARIES

G-1/130, UTTAM NAGAR, NEW DELH-110059

EMAIL: parisaoffice44@gmail.com

PH: 9319488032

To
The Board of Directors
SEVEN HILL INDUSTRIES LIMITED
Mumbai – 400063

Sub.: Annual Secretarial Compliance Report for the Financial Year 2022-23

Dear Sir,

We have been engaged by Ms. SEVEN HILL INDUSTRIES LIMITED (hereinafter referred to as the "Company") bearing CIN: L67190MH1990PLC055497 whose Equity Shares are listed on BSE Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CI /CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

For PARISA SHARMA AND ASSOCIATES
Practicing Company Secretaries

Date: 12/08/2023

Place: Delhi



Parisa Sharma

ACS: 37193, COP No. 14068

UDIN: A037193E000794400



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ANNUAL SECRETARIAL COMPLIANCE REPORT OF SEVEN HILL INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2023

**The Board of Directors
SEVEN HILL INDUSTRIES LIMITED
Mumbai – 400063**

We have examined:

- a) all the documents and records made available to us and explanation provided by **SEVEN HILL INDUSTRIES LIMITED**,
- 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 March 31, 2023 (“Review Period”) in respect of compliance with the provisions of :

- 1) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- 2) 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, including:-

- 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 for 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 for review period**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;- **Not Applicable for review period**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;-

Not Applicable for review period

- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable for review 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) (Amendment) Regulations, 2016; - **Not Applicable for review period**
- j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; - **Not Applicable for review period**
- k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- 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:
✓ **Refer Annexure "A" annexed to the Report.**
- b) The listed entity has taken the following actions to comply with the observations made in previous reports:
✓ **Refer Annexure "B" annexed to the Report.**

I further report that -

- The Company has not complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.
- There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report-

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	No	- The minutes of the meetings are yet to be updated. - Company has not provided the proof of sending notices for the

			Board Meetings.
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 Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	<p>Yes</p> <p>Yes</p>	<p>Not Any</p> <p>Not Any</p>
3.	<u>Maintenance and disclosures on Website:</u> <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 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>Not Any</p> <p>Not Any</p> <p>Not Any</p>
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	<p>Yes</p>	<p>Not Any</p>
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	<p>Yes</p> <p>Yes</p>	<p>Not Any</p> <p>Not Any</p>
6.	<u>Preservation of Documents:</u> 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</p>	<p>Not Any</p>
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	<p>No</p>	<p>The company has not conducted any process for performance evaluation of Board or committee at the start of financial year</p>
8.	<u>Related Party Transactions:</u> (a) 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	Not Any
9.	<u>Disclosure of events or information:</u> 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	Not Any
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	Not Any
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	N.A.	Not Any

For PARISA SHARMA AND ASSOCIATES
Practicing Company Secretaries

Date: 12/08/2023

Place: Delhi



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UDIN: A037193E000794400



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Annexure "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:

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
Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any

Annexure "B"

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

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
Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any

For PARISA SHARMA AND ASSOCIATES
Practicing Company Secretaries

Date: 12/08/2023

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