

हिन्दुरतान पेट्रोलियम कॉर्पोरेशन लिमिटेड

(भारत सरकार उपक्रम) रजिस्टर्ड ऑफिस : 17, जमशेदजी टाटा रोड, मुंबई - 400 020.

HINDUSTAN PETROLEUM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE) REGISTERED OFFICE : 17, JAMSHEDJI TATA ROAD, MUMBAI - 400 020.

17, जमशेदजी टाटा रोड, पोस्ट बॉक्स नं. - 11041, मुंबई - 400 020. दूरभाष - 2286 3900 ॰फॅक्स - 2287 2992 ● तार : हिन्दपेटकॉर, ● टेलेक्स - 82414, 85096 17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 ●Fax : 2287 2992 ●Telegram : Hindpetcor ●Telex : 82414, 85096 e-mail : corphqo@hpcl.co.in

Ref: Co.Secy/VM/152/2023

May 19, 2023

Director – Investor Services & Listing, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 500104

National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai – 400 051 **Scrip Name : HINDPETRO** Sub.: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023

Dear Sirs,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular Ref: CIR/CFD/CMD1/27/2019 dated February 08, 2019, we write to forward herewith "Annual Secretarial Compliance Report" of M/s. Hindustan Petroleum Corporation Limited (CIN: L23201MH1952GOI008858) for the Financial Year ended March 31, 2023 issued by M/s. Ragini Chokshi & Co. (CP No. 1436, Membership No. FCS 2390).

This is for your information and records.

Thanking you,

Very truly yours,

V. Murali Company Secretary

Encl: a/a



Ragini Chokshi & Co.

Tel.: 022-2283 1120 022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001. E-mail: ragini.c@rediffmail.com / mail@csraginichokshi.com web: csraginichokshi.com

Date: 19/05/2023

SECRETARIAL COMPLIANCE REPORT OF HINDUSTAN PETROLEUM CORPORATION LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **HINDUSTAN PETROLEUM CORPORATION 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 March 31, 2023 ("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 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 and as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as amended from time to time;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as amended from time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as amended from time to time; (Not Applicable to the Company during the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and as amended from time to time;

- (g) Securities and Exchange Board of India (Issue and Listing of Non—Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time;
- (i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 (To the extent applicable);
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during the period under review)
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and circulars/guidelines issued thereunder;

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	None
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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	None
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 redirects to the relevant document(s)/section of the website	Yes	None
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	NA	HPCL is a Government Company within the meaning of Section 2 (45) of the Companies Act, 2013.



			Government Companies are exempted from the applicability of this Section by virtue of MCA notification dated June 05, 2015.
5	To examine details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies (b)Disclosures requirements of material as well as other subsidiaries	NA	The Company do not have Material Subsidiary as per definition of Material Subsidiary provided in SEBI (LODR), 2015.
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	None
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 as prescribed in SEBI Regulations	NA	Being a Government Company, the appointment of all Directors including Independent Directors and their performance evaluation is being done by the GoI.
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	None
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	Yes	None



	Regulations, 2015 within the time limits prescribed there under.		
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	None
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 there under.	Fine was levied by Stock Exchanges (BSE Limited and National Stock Exchange of India Limited) for noncompliance observed for the period 27-12-2022 to 31-12-2022. Amount: Rs.29,500 each (inclusive of GST). The Company was also non-compliant of provisions of this Regulation for the period 01-01-2023 to 14-03-2023.	Regulation 17 (1) of SEB LODR, 2015 fo not having requisite number of Independent Directors on its Board. The Company was also non compliant of aforesaid provisions of the Regulations for the period 01- 01-2023 to 14- 03-2023. However, being a Government Company, the power to appoint Directors including Independent Directors vests
12	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/ circular/ guidance	NA	with GoI. None



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated $8^{\rm th}$ October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Rem arks by PCS						
1	Compliances with the following conditions while appointing/re-appointing an auditor								
	 i. If the auditor has resigned within 45days 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 45days 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 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 NA	Being a Government Company, Statutory Auditors are appointed by Comptroller and Auditor General of India (C & AG) and their terms and conditions of appointments also fixed by C & AG.						
2	Other conditions relating to resignation of	statutory audit	or						
	 i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: 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. b In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along 	NA	Being a Government Company, Statutory Auditors are appointed by Comptroller and Auditor General of India (C & AG) and their terms and conditions of appointments also fixed by C & AG.						



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	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. 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.		
	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.	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	Being a Government Company, Statutory Auditors are appointed by Comptroller and Auditor General of India (C & AG) and their terms and conditions of appointments also fixed by C & AG.



The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: - $\frac{1}{2}$

Sr N o.	Complianc e Requireme nt (Regulatio ns/ circulars/g uidelines including specific clause)	Regulat ion/Cir cular	Deviatio ns	Action taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of The Practicing Company Secretary	Managem ent response	Re ma rks
1	Where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:	17 (1) (b) of SEBI LODR, 2015	The Listed Entity could not comply with the requirem ents of having at least half of the Board of Directors as Independent Directors w.e.f. 27-12-2022 to 14-03-2023.	National Stock Exchang e of India Limited	NSE vide letter Ref: letter no. NSE/L IST- SOP/C OMB/ FINES /0190 dated Febru ary 21, 2023 BSE Vide email dated	Not having requisite number of Independe nt Directors on its Board.		During the Review Period, the Listed Entity could not comply with the requirem ent of having at least half of the Board of Directors as Independ ent Director w.e.f. 27-12-2022 to 14-03-2023.	Being a Governme nt Company, the power to appoint Directors including Independe nt Directors vests with Gol and such non- complianc e is not due to any negligence /default by the Listed Entity.	



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

Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
1.	1. The composition of board of directors of the listed entity shall be as follows: (a) Board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors; Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of	17 (1) (a) of SEBI LODR	1. The Listed Entity did not have a Woman Independent Director as required under Regulation 17 (1) (a) of SEBI LODR on its Board for the period from February 13, 2020 to March 31, 2020.	Nation al Stock Excha nge of India Limite d BSE Limite d	Levy of Fine NSE vide its e-mail/ letter dated Septe mber 08, 2020 has impos ed a fine of Rs. 2,41,9 00 for quarte r ended March 31, 2020; BSE vide email dated Septe mber 08, 2020 for quarte r	Not having Independe nt Woman Director Not having requisite number of	NSE: Rs. 2,41,900 /- BSE Rs. 2,41,900 /-	1. The Listed Entity has complied the said provisions from November 16, 2021 to March 31, 2022.	Being a Government Company, the power to appoint Directors including Independent Directors vests with Goland such non- compliance is not due to any negligence/def ault by the Listed Entity.	



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
	the top 1000 listed entities shall have at least one independent woman director by April 1, 2020; (b) Where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors: Provided that where the regular non-executive chairperson		2. The Listed Entity did not have requisite number of Independ ent Directors under Regulatio n 17(1) (b) of SEBI LODR, on its Board for the period from Novembe r 20, 2019 to March 31, 2020.		ended March 31, 2020;	Independe nt Director		2. The Listed Entity has complied the said provisions from December 30, 2021 to March 31, 2022.		



is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of	Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
directors of the listed entity shall consist of independent directors.		is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent									



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
2	1. The composition of board of directors of the listed entity shall be as follows: (a) Board of directors shall have an optimum combination of executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors; Provided that the Board of directors; Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at		1. The Listed Entity did not have optimum combinat ion of execute and Non-Executive Directors and at least fifty per cent of the board of Directors as Non-Executive Directors during the period from Septembe r 21, 2020 to March 31, 2021. 2. The Listed Entity did not have a Woman Independent Director required as under proviso	Nation al Stock Excha nge of India Limite d	Levy of Fine NSE vide its e-mail/letter dated: 1. Augus t 20, 2020 has impos ed a fine of Rs. 5,36,9 00 for quarte r ended June 30, 2020; 2. Nove mber 17 , 2020 impos ed fine of Rs. 5,42,8 00 for quarte r ended Septe mber	Not having requisite number of Independe nt Director Not having Independe nt Woman Director	NSE: Rs. 26,30,22 0/-	The Listed Entity has complied the said provisions From November 16, 2021 to March 31, 2022.	Being a Government Company, the power to appoint Directors including Independent Directors vests with Goland such non- compliance is not due to any negligence/def ault by the Listed Entity.	



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
	least one independent woman director by April 1, 2020;		to Regulatio n 17(1) (a) of SEB! LODR on its Board for the period from April 01, 2020 to March 31, 2021.		30, 2020; 3. Febru ary 15, 2021 has impos ed fine of Rs. 5,94,7 20 for quarte r ended Dece mber					
3	Where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of	17 (1) (b) of SEBI LODR	The Listed Entity did not have requisite number of Independ ent Directors as required under Regulatio n 17(1)(b) of SEBI LODR on its Board for the period From Septembe r 21,	BSE Limite d	31, 2020; 4. May 17, 2021 has impos ed fine of Rs. 9,55,8 00 for quarte r ended March 31, 2021.	Not having requisite number of Independe nt Directors	BSE Rs. 26,30,22 0/-	The Listed Entity has complied the said provisions From December 30, 2021 to March 31, 2022.		



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
	directors shall comprise of independent directors: Provided that where the regular non- executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.		2020 to March 31,2021.		its e-mail/letter dated: 1. Augus t 20, 2020 has impos ed a fine of Rs. 5,36,9 00 for quarte r ended June 30, 2020; 2. Nove mber 17 , 2020 impos ed fine of Rs. 5,42,8 00 for quarte r					



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
4	Every listed entity shall constitute a qualified and independent audit committee in accordance with the terms of reference, subject to the following: (b) At least two-thirds of the members of audit committee shall be independent directors and in case of a listed entity having outstanding SR equity shares, the audit committee shall only comprise of independent directors.	Regulat ion 18 (1) (b) of SEBI LODR:	The Listed Entity did not have two- thirds of the members of Audit Committe e as Independ ent Directors during the period from Septembe r 21, 2020 to March 31, 2021.		ended Septe mber 30, 2020; 3. Febru ary 15, 2021 has impos ed fine of Rs. 5,94,7 20 for quarte r ended Dece mber 31, 2020; 4. May 17, 2021 has impos ed fine of Rs.	Not having two-thirds of the members of Audit Committee as Independe nt Directors		The Listed Entity has complied the said provisions from November 30, 2021 to March 31, 2022.		
5	(1) The board of directors shall constitute the nomination and remuneration committee as follows: (c) at least	Regulat ion 19 (1) (c) of SEBI LODR	The Nominati on and Remuner ation Committe e of the Listed Entity did not have		9,55,8 00 for quarte r ended March 31, 2021	Not having at least two-thirds of the Members shall be independe nt directors.		The Listed Entity has complied the said provisions from November 30, 2021 to March		



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
	two-thirds of the directors shall be independent directors.		at least fifty percent of its Directors as Independ ent Directors during the period from Septembe r 21, 2020 to March					31, 2022.		
6.	1. The composition of board of directors of the listed entity shall be as follows: (a) Board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of	17 (1) (a) of SEBI LODR	a. The Listed Entity could not comply with requirem ent of having optimum combinat ion of executive and non- executive Directors and not less than fifty percent of the Board of Directors as non- executive	nge of India Limite	Levy of Fine NSE vide its e-mail/letter dated: 1. Augus t 20, 2021 has impos ed a fine of Rs. 8,67,3 00 for quarte r ended June	Not having Independe nt Woman Director Not having requisite number of Independe nt Director	NSE: Rs. 25,40,54 0/-	During the Review Period, the Listed Entity could not comply with the requirement of having optimum combinati on of executive and non-executive Directors and not less than fifty percent of the Board of Directors		



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
	executive directors; Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020;		wef April 01, 2021 to Novembe r 15, 2021; b. The Listed Entity could not comply with requirem ent of having at least one Independ ent Woman Director on the Board wef April 01, 2021 to Novembe r 15, 2021.		2021; 2. Nove mber 22, 2021 impos ed fine of Rs. 8,59,0 40 for quarte r ended Septe mber 30, 2021; 3. Febru ary 21, 2022 has impos ed fine of			executive Directors and at least one Independe nt Woman Director on the Board wef April 01, 2021 to November 15, 2021.	Being a Governme nt Company, the power to appoint Directors including Independe nt Directors vests with Gol and such non- complianc e is not due to any negligence /default by the Listed Entity.	
7.	Where the chairperson of the board of director, at least one-third of the board of directors shall comprise of independent		The Listed Entity could not comply with the requirem ent of having at least half of the Board of	d	Rs. 8,14,2 00 for quarte r ended Dece mber 31, 2021.	Not having requisite number of Independe nt Directors	BSE: Rs. 25,40,54 0/-	During the Review Period, the Listed Entity could not comply with the requirement of having at least half of the		



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
	directors and		Directors		vide			Board of		
	where the		as		its e-			Directors		
	listed entity		Independ		mail/			as		
	does not have		ent		letter			Independe		
	a regular		Director		dated:			nt Director		
	non-		wef April		1.			w.e.f.		
	executive		01,		Augus			April 01,		
	chairperson,		2021 to		t 20,			2021 to		
	at least half of		Decembe		2021	90		December		
	the board of		r 29,		has			29, 2021.		
	directors		2021.		impos					
	shall				ed a					
	comprise of				fine of					
	independent		= =		Rs.					
	directors:				8,67,3					
	Provided that				00 for					
	where the				quarte					
	regular non-				r					
	executive				ended					
	chairperson				June					
	is a promoter of the listed				30,					
	entity or is				2021;					
	related to any				Nove					
	promoter or				mber					
	person				22,					
	occupying				2021					
- 2	management				impos					
	positions at				ed					
	the level of				fine of					
	board of				Rs.					
	director or at				8,59,0					
	one level				40 for					
	below the				quarte					
	board of				r					
	directors, at				ended					
	least half of				Septe					
	the board of				mber					
	directors of				30,20					
	the listed				21;					
	entity shall				3.					
	consist of				Febru					
	independent directors.				ary 21,					



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
					2022 has					
					impos					
8.	Every listed entity shall constitute a qualified and independent audit committee in accordance with the terms of reference, subject to the following: (b) At least two-thirds of the members of audit committee shall be independent directors and in case of a listed entity having outstanding SR equity shares, the audit committee shall only comprise of	Regulat ion 18 (1) (b) of SEBI LODR:	The Listed Entity could not comply with the requirem ent of having at least two thirds of the members of Audit Committe e as Independ ent Directors wef April 01, 2021 to Novembe r 29, 2021.		ed fine of Rs. 8,14,2 00 for quarte r ended Dece mber 31 ,2021.	Not having requisite number of Independe nt Directors in Audit Committee		During the Review Period, the Listed Entity could not comply with the requireme nt of having at least two-thirds of the members of Audit Committee as Independe nt Directors wef April 01, 2021 to November 29, 2021.		
9.	independent directors. The quorum	Regulat	The			Not having		During the		
	for audit committee meeting shall either be two members or	ion 18 (2) (b) of SEBI LODR:	Listed Entity did not have proper			proper quorum in the meetings of Audit		Review Period, the Listed Entity did not		
	one third		quorum			Committee		have		



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
	of the members of the audit committee, whichever is greater, with at least two independent directors.		in the meetings of Audit Committ ee held on following dates: a. April 09, 2021; b. May 20, 2021; c. August 03,2021; d. Septemb er 21, 2021; e. Novembe r 01, 2021; and f. Novembe r 22, 2021.					proper quorum in the meetings of Audit Committee held on the mentioned dates.		
10.	(1) The board of directors shall constitute the nomination and remuneration committee as follows: (c) at least two-thirds of the directors shall be independent directors.	Regulat ion 19 (1) (c) of SEBI LODR	The Listed entity could not comply with the requirem ent of having 50% (this requirem ent was later on amended to two third			Not having requisite number of Independe nt Directors in Nominatio n and Remunerat ion Committee		During the Review Period, the Listed Entity Could not comply with the requireme nt of having 50% (this requireme nt was later on amended		



Sr No	Compliance Requiremen t (Regulation s/ circulars/gui delines including specific clause)	Regula tion/Cir cular	Deviatio ns	Actio n taken by	Type of actio n	Details of violation	Fine Amount	Observati ons/Rema rks of The Practicin g Company Secretary	Managem ent response	Re mar ks
			effective January 01, 2022) of the Directors as Independ ent Directors in Nominati on and Remuner ation Committe e wef April 01, 2021 to Novembe r 29, 2021.					to two third effective January 01, 2022) of the Directors as Independe nt Directors in Nominatio n and Remuneration Committee wef April 01, 2021 to November 29, 2021.		

Date: 19-05-2023 Place: Mumbai

For Ragini Chokshi & Co. (Company Secretaries)

A. K. dorgeo.

Ragini Chokshi (Company Secretary/Partner) FCS No: 2390

CP No: 1436

Firm Registration Number: 92897

PR NO: 659/2020

UDIN: F002390E000338871