

SAINIK FINANCE & INDUSTRIES LIMITED

Regd. Office- 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi – 110035
Corporate Office: 7th Floor, Corporate Office Tower, Ambience Mall, N.H.48, Gurugram-122002
E-mail: info@sainik.org Website: www.sainikfinance.com CIN: L26912DL1991PLC045449
Telephone No.-011-28315036/0124-2719000 Fax No.-011-28315044/ 0124-2719100

To,
The Manager (Listing)
BSE Limited
Floor 25, Phiroze Jeejeebhoy, Towers,
Dalal Street, Mumbai – 400 001.

Dated: 07th May, 2024

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2024 in accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Scrip Code: 530265)

Dear Sir,

In compliance of Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we are enclosing herewith the Annual Secretarial Compliance Report dated 30th April, 2024 issued by M/s. Rakesh Kumar & Associates, Practicing Company Secretaries, Noida, for the financial year ended 31st March, 2024.

This is for your information and records.

Thanking you,
Yours Faithfully
For Sainik Finance & Industries Limited

Piyush Garg
Company Secretary &
Compliance officer

Encl.: As Above



RAKESH KUMAR & ASSOCIATES

(Company Secretaries)

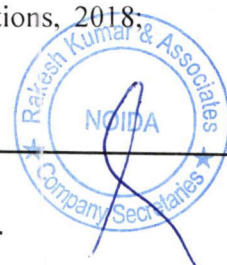
**Secretarial Compliance Report of Sainik Finance & Industries Limited
for the Financial Year ended March 31, 2024
[Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019
dated February 8, 2019]**

I, Rakesh Kumar, Proprietor of M/s Rakesh Kumar & Associates, Practicing Company Secretaries having office at C-108, Third Floor, Sector-2, Noida-201301, Uttar Pradesh, India have examined:

- a) all the documents and records made available to us through the email and explanation provided by Sainik Finance & Industries Limited (CIN: L26912DL1991PLC045449) (the 'Listed Entity').
- b) the filings/ submissions made by the Listed Entity to BSE Limited, a Stock Exchange where the Company is listed.
- c) website of the Listed Entity.
- d) other document/ filing as may be relevant, which has been relied upon to make this Report, for the year ended March 31, 2024 (Review Period) in respect of compliance with the provisions of:
 - i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circular, guidelines issued thereunder, and
 - ii) the Securities Contract Regulation Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations whose provision and the circulars/ guidelines issued thereunder have been examined include:-

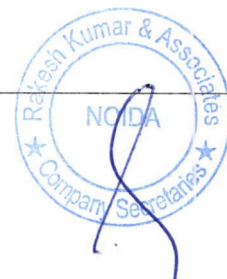
- (a) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity during the year under review)
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Listed Entity during the year under review);



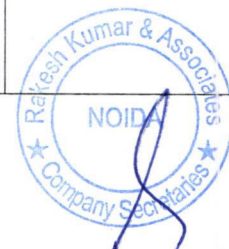
- (e) Securities and Exchange Board of India (Shared Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Listed Entity during the year under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Listed Entity during the year under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities Regulations, 2021 (Not applicable to the Listed Entity during the year under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder.

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference No.20230316-14 dated March 16, 2023, 20230410-41 dated April 10, 2023 and NSE Circular No. NSE/CML/2023/21 dated March 16, 2023 and NSE/CML/2023/30 dated April 10, 2023

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1.	<p><u>Secretarial Standards:</u></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)</p>	Yes	Not Applicable
2.	<p><u>Adoption and timely updation of the Policies:</u></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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Not Applicable
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	Not Applicable



4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Applicable
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	NA	During the period under review there were no subsidiaries or material subsidiaries of the Company
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	Yes	Not Applicable
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	Not Applicable
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) 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 Applicable
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 Applicable
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 Applicable



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	During the period under review there were no actions taken by SEBI or Stock Exchanges
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	Not Applicable

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: Not applicable as there was no resignation of statutory auditors during the year under review.

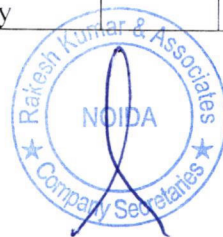
Based on the above examination, we hereby further report that, during the period under review:

(a) The Listed Entity has complied with provisions of the above Regulations, circulars, guidelines issued thereunder, except in respect of matters specified below:

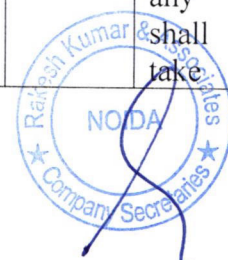
Sr. No.	Compliance Requirements (Regulations/circulars including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

(b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirements (Regulations/circulars 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
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1.	Declaration and submission of financial results within 60 days from the end of the financial year.	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay of submission of Audited Financial Result for the year ended March 31 st , 2022	BSE Limited	Imposed fine for delay in filing	Non-Compliance of Regulation 33 of SEBI(LODR) due to delay in filing the Audited Financial Results for the year ending March 2022	INR 1,77,000/-	The Audited Financial Results for the year ending March 31, 2022 were submitted to Stock Exchange on June 29, 2022 after delay of 30 days beyond the specified period as mentioned under such regulation	The Board discussed and considered the same and affirms that Non-compliance of the provisions were not made intentionally. The Company has made the compliance good and also paid the fine imposed by the BSE on July 8, 2022. In Future Company shall take	Acknowledged
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Further, we have verified the information, documents and record maintained by the Company which are provided by the management of the Company and uploaded at its website & BSE website for issuance of above Annual Secretarial Compliance report.

For M/s Rakesh Kumar & Associates
Company Secretaries
(ICSI Unique Code: S2012DE177900)
(P R No. 4037/2023)

Rakesh Kumar

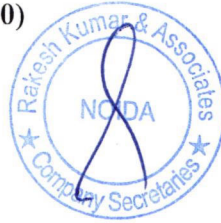
Rakesh Kumar

Proprietor

FCS No. 7886

C.P. No. 8869

UDIN: F007886F000277903



Date of Signing: April 30, 2024

Place: Noida, Uttar Pradesh, India

Note: This Report is to be read with our letter of even date which is annexed as "Annexure A" and form an integral part of this report.



ANNEXURE-A

To,
Sainik Finance & Industries Limited
CIN: L26912DL1991PLC045449
129, Transport Centre, Rohtak Road,
Punjabi Bagh, New Delhi-110035, India

Our report of even date is to be read along with this letter.

- 1) Maintenance of record is the responsibility of the management of the Listed Entity. Our responsibility is to express an opinion on these records based on our verification of the same.
- 2) We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- 4) Wherever required, we have obtained the management representation about the compliance of SEBI laws, rules and regulations thereof.
- 5) The compliance of the provisions of SEBI laws, rules, regulations are the responsibility of management. Our examination was limited to the verification of compliances done by the Listed Entity.
- 6) As regards the books, papers, forms, reports and returns filed by the Listed Entity under the above-mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) This 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.

For M/s Rakesh Kumar & Associates
Company Secretaries
(ICSI Unique Code: S2012DE177900)
(P R No. 4037/2023)

Rakesh Kumar
Proprietor
FCS No. 7886
C.P. No. 8869
UDIN: F007886F000277903



Date of Signing: April 30, 2024
Place: Noida, Uttar Pradesh, India