



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

Date: 18th May, 2024

To,

The Manager, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	The Manager, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai-400051
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Scrip Code: 541276
Symbol: HARDWYN
ISIN: INE626Z01029

Subject: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31.03.2024.

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, 2024 issued by Practicing Company Secretary.

You are requested kindly to take the same on your record.

Thanking You,

Yours Faithfully,

**For and on behalf of
Hardwyn India Limited**

**RUBALJEET
SINGH SAYAL** Digitally signed by
RUBALJEET SINGH SAYAL
Date: 2024.05.18 18:07:28
+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, 2024**

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, 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 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;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable for the period under review**);

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

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(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: -

Compliance Requirement (Regulations/ guidelines including specific clause)	Filing of Financial Results for the Quarter Ended December 2023.
Regulation/ Circular No.	As per the provisions of SEBI Circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018 read with provisions of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
Deviations	The listed entity shall submit quarterly standalone/consolidated financial results to the stock exchange within forty - five days of end of each quarter. There was delay of 1(One) day in the submission of Financial Results as per Regulation 33 of the SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2023 to the Stock Exchange i.e. NSE and BSE due to unavoidable circumstances.
Action Taken by Listed Company	BSE & NSE.
Type of Action	Imposition of Fine.
Details of Violation	There was a delay of one day in filing of Un-Audited Financial Results for the quarter Ended 31 st December 2023. The due date was 14 th February 2024 but the Company has submitted Un-Audited Financial Results on 15 th February 2024.
Fine Amount	Rs. 5,900/- imposed by BSE. Rs. 5,900/- imposed by NSE.

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Observations/ Remarks of the Practicing Company Secretary	The Company has taken appropriate action in timely manner in the matter of violation of provision of SEBI (LODR) Regulations, 2015.
Management Response	Due to unavoidable circumstances, the meeting was postponed and rescheduled to 15 th February 2024, intimation of this postponed meeting was uploaded to BSE on 14 th February 2024. Subsequently, on 15 th February 2024, within the revised timeline, Company uploaded the financial results along with XBRL to BSE and NSE as per the regulatory requirements.
Remarks	N.A.

- b) The listed entity has taken the following actions to comply with the observations made in previous reports: **No observations have been made in the previous report.**

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

I/ 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.	<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).	YES	-

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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	-
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 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	-
7.	<p><u>Performance Evaluation:</u></p> <p>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>	YES	-
8.	<p><u>Related Party Transactions:</u></p> <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.	<p><u>Disclosure of events or information:</u></p> <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	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <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	-

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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	-
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	(Not Applicable for the period under review)	-
12.	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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	NA	There is no event of resignation and appointment/re appointment of Auditor

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	<p>limited 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>		during the period under review.
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	There is no event of resignation of Auditor during the period under review therefore there is no requirement of such reporting.

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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	There is no event of resignation of Auditor during the period under review.

Date: 18.05.2024
Place: New Delhi
UDIN: A043231F000398850

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

VIVEK Digitally signed
by VIVEK RAWAL
Date: 2024.05.18
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RAWAL

**Vivek Rawal
Partner
M. No. A43231
C. P. No.: 22687**