



# PUSHPSONS INDUSTRIES LTD.

CIN # : L74899DL1994PLC059950

B-40, Okhla Ind. Area, Phase-I,  
New Delhi-110020 (INDIA)

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info@pushpsons.com

Date: 20<sup>th</sup> May, 2023

To  
**The General Manager- Marketing Operation/Listing**  
**BSE Limited**  
25, Phiroz Jeejeebhoy Tower  
Dalal Street  
Mumbai -400001

**Sub: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Submission of Annual Secretarial Compliance Report for the year ended on 31<sup>st</sup> March, 2023.**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report dated 20<sup>th</sup> May, 2023 issued by M/s Anand Nimesh and Associates, Practicing Company Secretaries, for the year ended 31<sup>st</sup> March, 2023.

Thanking You

For and on behalf of Pushpsons Industries Limited

  
Dinesh Jain  
Managing Director  
DIN: 00001912  
Address: E-16, Lane W-4, Sainik Farms  
New Delhi- 110062



Date: 20/05/2023

Place: New Delhi

Encl.: As stated above.

# Anand Nimesh & Associates

(Company Secretaries)

89/3, Gali No-4, East Guru Angad Nagar

Laxmi Nagar, Delhi-110092

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ancorporate2@gmail.com

## SECRETARIAL COMPLIANCE REPORT OF PUSHPSONS INDUSTRIES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

To,

The Board of Directors

PUSHPSONS INDUSTRIES LIMITED

(CIN- L74899DL1994PLC059950)

B-40, Okhla Industrial Area, Phase 1, New Delhi - 110020

We, M/s Anand Nimesh & Associates, Practicing Company Secretaries have examined:

- (a) the documents and records made available to us and explanation provided by Pushpsons Industries Limited ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchange,
- (c) website of the Company, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 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 there under; 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, as were relevant and applicable to the Company during the year under review, 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 to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity share) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit 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) Regulations, 2021 **(Not Applicable to the Company during the Review Period);**
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and

Circulars/ guidelines issued thereunder;

Based on my examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company;

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.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and	YES 	NIL

	mandatorily applicable		
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	<p>YES</p> <p>YES</p>	<p>NIL</p> <p>NIL</p>
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>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</li> </ul>	<p>YES</p> <p>YES</p>	<p>NIL</p> <p>NIL</p>
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	<p>YES</p>	<p>NIL</p>
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p>	<p>The company have no material subsidiary during the period under review</p>



6	<p><b>Preservation of Documents:</b></p> <p>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	NIL
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations</p>	YES	NIL
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	YES	NIL
		NA	NIL
9.	<p><b>Disclosure of events or information:</b></p> <p>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.</p>	YES	NIL
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NIL



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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 thereunder.	NA	The Stock exchange have following observation/ clarification during the period under review as per <b>annexure 1</b> below
12	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA

#### Annexure 1

- a. The stock exchange waive-off dated Fri, May 6, 2022 of fine levied pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018) w.r.t. Reg.33 - Financial Result for March, 2021 quarter.
- b. The stock exchange has sent mail to the company for submission of Annual Report in XBRL Mode for the year ended March 31, 2022 as per the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015, upon which as explain by the company same was submitted with the stock exchange.
- c. The stock exchange asked to the company to provide the information/details w.r.t. Non-submission/ Late submission/ Deficiency in disclosure with respect to Cessation/Resignation of Independent Director upon which company has submitted the same
- d. The Stock exchange has observed that there was Non submission of Declaration under Regulation 31(4) of SEBI (SAST) Regulations, 2011 from the Promoter and asked the company to submit the same.
- e. The Stock exchange with reference to the Corporate Governance Report (Regulation 27(2) of SEBI (LODR) Regulations, 2015) submitted by the company for the Quarter ended March, 2023, has observed that;



1. Chairperson of Board of Pushpsons Industries Ltd is not a non-executive director but the number of independent directors is 2 which is less than half of the BOD strength. Total number of directors are 5 on board.
2. Pushpsons Industries Ltd does not have Woman Director on the board.
3. Nomination and remuneration committee of company should have 3 directors. Pushpsons Industries Ltd has 2 directors.

and asked company to submit/upload rectified XBRL for above rectification.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>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</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>	NA	NA
2	<b>Other conditions relating to resignation of statutory auditor</b>		



<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> <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</p>	<p>NA</p>	<p>NA</p> <p>NA</p>
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	<p>to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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	NA

(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.	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	Remarks
1.	filing of Declaration under Regulation 31(4) of SEBI (SAST) Regulations, 2011 from the Promoter	Regulation 31(4) of SEBI (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011	Non submission of Declaration under Regulation 31(4) of SEBI (SAST) Regulations, 2011 from the Promoter	No action taken as on date	Ask company to seek clarification from the Promoters of the Company to not file the said declaration with	Delay in filing of Declaration under Regulation 31(4) of SEBI (SAST) Regulations, 2011 from the Promoter	Nil (as on date of this report)	Declaration under Regulation 31(4) of SEBI (SAST) Regulations, 2011 from the Promoter was not submitted within due time.	Same was submitted to stock exchange thereafter	NA



					the Exchange					
2.	Filing of disclosure of cessation of Independent Director	Regulation 30(6) of SEBI (LODR)	Non-submission/ Late submission/ Deficiency in disclosure with respect to Cessation/Resignation of Independent Director.	No action taken as on the date of this report	Quarry asked by the stock exchange	It is observed from the Corporate Governance Report submitted to the Exchange that the Company has not submitted the information related to cessation/resignation of Independent Director, as required under reg. 30(6) read with schedule III of SEBI (LODR) Regulations, 2015 within stipulated time:	Nil (as on date of this report)	Delay in filing of disclosure of cessation of Independent Director	The cessation of independent director was mentioned in the Corporate Governance report in due time and same was submitted as corporate announcement at the BSE Portal.	NA
3.	Composition of Board of Director as per SEBI (LODR) Regulation 2015	Regulation 27(2) of SEBI (LODR) Regulations 2015	Independent Director is not as Minimum Required as at end of the Financial Year March 2023.	Nil	Nil	Independent Director is not as Minimum Required as at end of the Financial Year March 2023.	Nil	Independent Director is not as Minimum Required as at end of the Financial Year March 2023. Further No woman Director as on end of the quarter and Financial year 31 <sup>st</sup> March,	The cessation of independent director was mentioned in the Corporate Governance report in due time and same was submitted as	NA



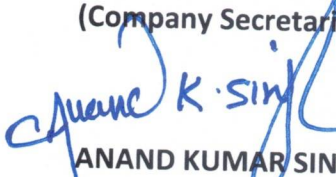
								2023	corporate announcement at the BSE Portal	
4.	Nomination and Remuneration Committee should have prescribed number of Director as Member	Regulation 27(2) of SEBI (LODR) Regulations 2015	Nomination and remuneration committee of company have below 3 directors.	Nil	Nil	Nomination and remuneration committee of company have below 3 directors as minimum required as at 31 <sup>st</sup> March, 2023	Nil	Nomination and remuneration committee of company have below 3 directors.	Reply sent to Stock exchange	NA

(b) The Listed entity has taken the following actions with the observation made in the previous reports:

Sr. No.	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	Remarks
	Regulation 24A of SEBI (LODR) Regulation, 2015 for Non-compliance with submission of secretarial compliance report (For the year ended March 2021) within due time	Regulation 24A of SEBI (LODR) Regulation, 2015	Non-compliance with submission of secretarial compliance report (For the year ended March 2021) within due time	BSE Limited	Penalty	Non-compliance with submission of secretarial compliance report (For the year ended March 2021) within due time	Fine of Rs. 37,760/- were imposed	Penalty was imposed for non-submission of secretarial compliance report (For the year ended March 2021) within due time	Nil	NA
2	Regulation 76 of SEBI (Depositories)	Regulation 76 of SEBI (Depositories and	Discrepancies in Reconciliation	BSE Limited	Clarification asked	It is observed that the Listed	Nil	Discrepancies in Reconciliation of Sha	Reply was sent by the	Nil

and Participants) Regulations, 2018 for Discrepancies in Reconciliation of Share Capital Audit Report of the Company for t he Quarter en ded December , 2021.	Participants) Regulations, 2018	n of Share Capital Audit Report of the Company for the Quarter e nded Decemb er, 2021.			Equity Capital reported in the XBRL Report is (4650100) (No. Of shares) not matching with the Listed Equity Capital as per Exchange records i.e. (5890900 ) (No. Of shares) and Difference is 1240800 (No. Of shares).	re Capital Audit Rep ort of the Company f or the Qua rter ended Decembe r, 2021.	compan y	
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For Anand Nimesh & Associates  
(Company Secretaries)

  
ANAND KUMAR SINGH  
(Partner)



M. No- F10812

COP No- 9404

UDIN- F010812E000341197

Date: 20/05/2023

Place: Delhi

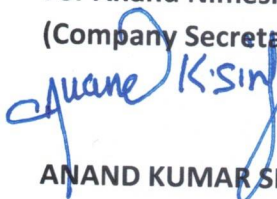

This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.

To,  
The Board of Directors  
MOHINDRA FASTENERS LIMITED  
(CIN- L74899DL1995PLC064215)

The Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and Regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our audit.
- 2) We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.
- 3) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 4) The compliance of the provisions of SEBI ACT and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
- 5) The Secretarial Compliance 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.
- 6) This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 Anand Nimesh & Associates  
(Company Secretaries)

ANAND KUMAR SINGH  
(Partner)

M. No- F10812

COP No- 9404

UDIN- F010812E000341197

Date: 20/05/2023

Place: Delhi