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May 25, 2023

To,
Listing Department,
BSE Limited,
Floor-25, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001

Scrip Code: 505729

Sub: Annual Secretarial Compliance Report

Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We enclose herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2023.

The disclosure will also be available on the website of the Company at www.singerindia.com.

You are requested to take the above information on record.

Thanking you,

Yours Sincerely

For Singer India Limited



Rickee Bisla
Compliance Officer & Company Secretary

SINGER INDIA LIMITED

Registered & Head Office : A-26/4, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044.

Tel.: +91-11-40617777 | Fax : +91-11-40617799 | Toll Free No. 1800-103-3474

E-mail : mail@singerindia.com | Website : www.singerindia.com

CIN : L52109DL1977PLC025405



**ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE
FINANCIAL YEAR ENDED ON 31ST MARCH 2023**

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019 for the purpose of Compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

To,

The Board of Directors,
Singer India Limited
A-26/4, 2nd Floor, Mohan Co-operative
Industrial Estate,
New Delhi-110044

We have examined:

- All the documents and records made available to us and explanations provided by the Company;
- the filings/submissions made by the company to the Stock Exchanges;
- Website of the Company;
- Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate.

For the financial year ended on March 31, 2023 in respect of Compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued there under and;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued there under by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued there under have been examined, includes -

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **Not Applicable for the period.**

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period.**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period.**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period.**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period.**

and circulars/ guidelines issued there under 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 there under, 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 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 there under 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 not
- 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.	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	Not Any
2.	Adoption and timely updation of the Policies: <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 	Yes	Not Any



	<ul style="list-style-type: none"> 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 Any
3.	Maintenance and disclosures on Website: <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 Yes Yes	Not Any Not Any Not Any
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Any
5.	To examine details related to Subsidiaries of listed entities: <ol style="list-style-type: none"> Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries 	N.A.	The Company does not have any Subsidiary company.
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	Not Any
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	Yes	Not Any
8.	Related Party Transactions: <ol 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 No such Case found in Audit Committee minutes	Not Any Not Any



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 Regulations, 2015 within the time limits prescribed there under.	Yes	Not Any
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	Not Any
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	BSE imposed fine for non compliance of Regulation 19 (1) of SEBI (LODR) Regulation, 2015 in the matter of constitution of NRC.	The company has rectified the default by reconstituting the NRC and passed the required Board resolution in Board Meeting held on 4 th February, 2023. The company has also paid the fine of Rs.2,17,120/-
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	N.A.	Not Any

For H.O. Gulati & Co.

Peer Reviewed Practicing Company Secretaries Firm





Hari Om Gulati

M.No. F5462, C.P. No. 9337

6/28, Jang Pura Extension

New Delhi-110014

Place: New Delhi

Date: 19th May, 2023

UDIN:F005462E000340060

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 Company	Type of Action (Advisory/Clarification/Fine/SCN/Warning etc.)	Details of Violation	Fine Amount (Rs.)	Observations / Remarks of the Practicing Company)	Management Response
Under the SEBI (LODR) Regulations 2015, every listed entity shall constitute a Nomination and Remuneration Committee in compliance with the provisions under Regulation 19. As per Regulation 19(1), the NRC shall comprise of at least three directors; with all the directors on the committee being non-executive directors; and at least two-thirds of the directors on the committee shall be independent directors.	Regulation 19(1)	The constitution of NRC was not as per Regulation 19 (1) of SEBI (LODR) 2015	The company has rectified and reconstituted the NRC and passed the required Board resolution in Board Meeting held on 4 th February, 2023	FINE	The constitution of NRC was not as per Regulation 19 of SEBI (LODR) 2015	2,17,120/-	The company has reconstituted the Nomination and Remuneration Committee and passed the necessary resolution in the Board Meeting held on 4 th Febraur,2023	The company has reconstituted the Nomination and Remuneration Committee and passed the necessary resolution in the Board Meeting held on 4 th Febraur,2023. Company ensured due compliance of the provisions of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will continue to be compliant in the future as well.

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 (Advisory/Clarification /Fine/SCN/Warning etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company)
NIL							

For H.O. Gulati & Co.
Peer Reviewed Practicing Company Secretaries Firm

Hari Om Gulati
M.No. F5462, C.P. No. 09337
6/28, Jang Pura Extension
New Delhi-110014



Place: New Delhi
Date: 19th May, 2023
UDIN: F005462E000340060