



SINGER

Over 170 Years of Trust Worldwide

May 14, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal street, Fort,
Mumbai- 400001

Scrip Code: 505729

Sub: Secretarial Compliance Report

Ref: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Ma'am,

We enclose herewith the Secretarial Compliance Report for the financial year ended 31st March 2025.

The same 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



Rupinder Kaur
Company Secretary and Compliance Officer

Encl: As above

SINGER INDIA LIMITED

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

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

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

CIN : L52109DL1977PLC025405



**SECRETARIAL COMPLIANCE REPORT OF SINGER INDIA LIMITED
FOR THE YEAR ENDED 31ST MARCH 2025**

We have examined:

- a) all the documents and records made available to us and explanations provided by Singer 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 documents/filings, as may be relevant, which has been relied upon to make this Certification,

for the year ended 31st March, 2025 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circular, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circular, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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

- 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; **Not Applicable for the period.**
- 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.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the period.**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable for the period.**
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



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:

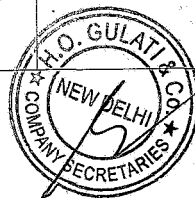
- **Refer Annexure "B" annexed to the Report.**

- c) we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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	Not Any
2.	<u>Adoption and timely updation of the Policies:</u> <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 Any
3.	<u>Maintenance and disclosures on Website:</u> <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.	<u>Disqualification of Directors:</u> None of the Directors of the company are disqualified under Section 164 of Companies Act, 2013.	Yes	Not Any

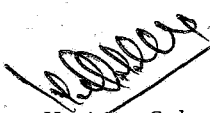


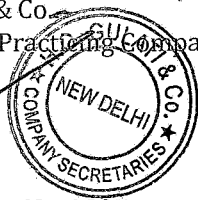
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	The Company does not have any material subsidiary company.
6.	<u>Preservation of Documents:</u> 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 LODR Regulations.	Yes	Not Any
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 Any
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 NA	Not Any No such Case found during the review period
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 the LODR Regulations within the time limits prescribed there under.	Yes	Not Any
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 Any
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 there under (or)	No	(1.) BSE imposed fine for non-compliance of Regulation 23(9) of SEBI (LODR) Regulation 2015 for the half year ended March 2024 in the tune of Rs. 5,900/- Vide its email dated 28/06/2024.



	The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		(2.) BSE imposed fine for non-compliance of Regulation 17(1) of SEBI (LODR) Regulation 2015 for the quarter ended December, 2024 in the tune of Rs.2,83,200/- vide its email dated 17/03/2025
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>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.</p>	N.A.	The statutory auditors of the company have not resigned during the review period.
13.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	Not Any

For H.O. Gulati & Co.
Peer Reviewed Practising 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: 14/05/2025
UDIN: F005462G000335099

Annexure "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:-

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
01	As per regulation 23(9) of SEBI (LODR) Regulations 2015, listed entity shall submit the disclosures of related party transaction of every six month basis to the stock exchange.	Regulation 23(9)	The listed entity has submitted the disclosure with delay of 1 day for which the BSE has levied a fine of Rs 5900/-	The company has filed the details with delay of 1 day.	BSE imposed fine for the half year ended 31 st March, 2024 vide its email dated 28 th June, 2024	The listed entity has submitted the disclosure with delay of 1 day for which the BSE has levied a fine of Rs 5900/-	5900/-	The company has paid the fine amount	The Company shall ensure compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	The company has made assured for SEBI (LODR) Regulations Compliances on time
02	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Regulation 17(1)	The composition of the Board of Directors is not as per Regulation 17(1) as per Corporate Governance Report filed for the quarter ended 31 st December, 2024 with BSE as on 21 st January, 2025.	The company has filed its revised Corporate Governance Report for the quarter ended 31 st December, 2024 as on 29 th April, 2025.	BSE imposed a fine for the quarter ended December, 2024 vide its email dated 17 th March, 2025	Non compliance of Regulation 17 (1) of the SEBI (LODR) Regulations, 2015.	2,83,200/-	The company has paid the fine amount	Regulations, 2015 and will continue to adhere to these regulations in the future.	Non-complied under Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

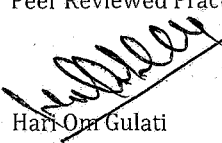


Annexure "B"

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2023	Compliance Requirement (Regulations/circular s/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	BSE Imposed additional fine for non compliance of Regulation 19 (1) of SEBI (LODR) Regulation, 2015 for the quarter ended March,2023 in the tune of Rs. 56,640/- vide its email dated 22/05/2023	BSE Imposed additional fine for non-compliance of Regulation 19 (1) of SEBI (LODR) Regulation, 2015 for the quarter ended March,2023 in the tune of Rs. 56,640/- vide its email dated 22/05/2023	As per Regulation 19(1) of SEBI (LODR) Regulation, 2015 the NRC shall comprise of at least three directors with all the directors on the committee being non-executive directors; and at least two-third directors on the committee shall be independent directors.	The constitution of NRC was not as per Regulation 19 of SEBI (LODR) Regulation, 2015.	The company has reconstituted the Nomination and Remuneration Committee and passed the necessary resolution in the Board Meeting held on 4th February,2023	The company had rectified and reconstituted the Nomination and Remuneration Committee to comply the Regulation 19(1) of SEBI (LODR) Regulations, 2015 in the Board Meeting held on 4 th February, 2023.

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: 14/05/2025
UDIN: F005462G000335099