

MONIKA KOHLI

B.Com. (H) F.C.S, L.L.B., I.P.

**SECRETARIAL COMPLIANCE REPORT OF
SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED
FOR THE YEAR ENDED 31 MARCH 2024**

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

We have examined:

- (a) all the documents and records made available to us and explanation provided by **SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED (CIN L11011UP1989PLC011004)** (hereinafter referred to as the "Company") having its registered office at Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Sandila Hardoi, UP 241204
- (b) the filings/submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31 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 as amended till date (hereinafter referred as "**SEBI LODR**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended till date;

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- (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) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended till date; (**Not applicable to the Company during the Audit Period**)
- (g) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the Company during the Audit Period**);
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date; and
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except as provided in **Annexure A**.

(b) The Company has taken the actions to comply with the observations made in previous reports except as provided in **Annexure B**.

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None



2.	<u>Adoption and timely updation of the Policies:</u>		
a.	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	None
b.	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u>		
a.	The Listed entity is maintaining a functional website	Yes	None
b.	Timely dissemination of the documents/information under a separate section on the website	Yes	None
c.	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website	Yes	None
4.	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities</u>		
a.	Identification of material subsidiary companies	NA	The Company has no subsidiary Company
b.	Requirement with respect to disclosure of material as well as other subsidiaries	NA	The Company has no 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,	Yes	None



	prescribed under SEBI LODR Regulations, 2015		
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	None
8.	Related Party Transactions:		
a.	The Listed entity has obtained prior approval of Audit Committee for all Related party transaction.	Yes	None
b.	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee.	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
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 thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
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.	No	The Company has received a notice from BSE Limited ("BSE") vide email dated February 22, 2024 levying a fine of Rs. 11,800/- (inclusive of 18% GST) for non-compliance of regulation 17(2A) of



		<p>SEBI LODR pertaining to quorum of Board meeting for the quarter ended December 2023.</p> <p>However, as per the records available with the Company, the quorum was present in the Board meeting held on 08-11-2023 and due to a typographical error while submitting the Corporate Governance Report for the quarter ended December 31, 2023 with BSE, the quorum was inadvertently filled as 2 instead of 4. The Company immediately filed the revised Corporate Governance Report for the aforesaid Quarter after receiving the notice from the BSE and also paid the aforesaid fine on 06- 03-2024. Since it was a typographical error, the Company has submitted a request vide letter dated 27- 02-2024 to BSE for waiver of the aforesaid fine and also submitted relevant information/document evidencing the presence of requisite quorum.</p>
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12.	Resignation of statutory auditors from the listed entity or its material subsidiaries 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.	NA	No Resignation of statutory auditors during the review period.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. 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 **MONIKA KOHLI & ASSOCIATES**
COMPANY SECRETARIES

Date : 28.05.2024
Place : New Delhi
UDIN : F005480F000463938



(MONIKA KOHLI)
B. Com (H), FCS, LL.B. I.P.
PROP.
FCS 5480, C P 4936
Peer Review No. 1348/2021

Annexure A

<u>S. No.</u>	<u>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</u>	<u>Regulation/ Circular No.</u>	<u>Deviations</u>	<u>Action Taken by</u>	<u>Type of Action i.e Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.</u>	<u>Details of Violation</u>	<u>Fine Amount</u>	<u>Observations/ Remarks of the Practicing Company Secretary</u>	<u>Management Response</u>	<u>Remarks</u>
1	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	31(2)	The promoter's holding of equity shares in the company is not completely in demat form as required under Regulation 31 (2) of SEBI LODR.	Nil	Nil	The equity shareholding of the promoters and promoter's group in dematerialisation form is 96.87% as against 100% as on March 31, 2024	Nil	The equity shareholding of the promoters and promoter's group in dematerialisation form is 96.87% as on March 31, 2024	The Company and its RTA has asked the shareholders/to get their shares into demat form.	Nil



Annexure B

<u>S. No.</u>	<u>Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)</u>	<u>Observations made in the secretarial compliance report for the year ended 31.03.2013</u>	<u>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</u>	<u>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</u>	<u>Remedial actions, if any, taken by the listed entity</u>	<u>Comments of the PCS on the actions taken by the listed entity</u>
1	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	31.03.2013	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	The equity shareholding of the promoters and promoter's group in dematerialisation form is 91.27% as against 100% as on March 31, 2023.	The equity shareholding of the promoters and promoter's group in dematerialisation form has increased to 96.87% as on March 31, 2024 . Registrar & share Transfer Agent of the Company and the Company is continuously following up with promoter(s) and promoter group for getting their shares dematerialised.	The Company is following up with promoter(s) and promoter group for getting 100% promoter(s) and promoter group shareholding in dematerialised form.

