

**SECRETARIAL COMPLIANCE REPORT
FOR THE YEAR ENDED 31st MARCH 2022**

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
NCL Industries Limited
10-3-162, NCL Pearl, 7th FLOOR,
Opp Hyderabad Bhavan, East Marredpally,
Secunderabad - 500026

CIN of Company: L33130TG1979PLC002521
Authorised Capital :Rs 62,00,00,000/-

I/We A.J.Sharma & Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by NCL Industries Limited (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 2022 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 there under and the Regulations, circulars, 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, 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 during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014-**Not applicable during the year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2018 - **Not applicable during the year under review**



- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013: **Not applicable during the year under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015
- (i) Other regulations as applicable and circulars/ guidelines issued there under and based on the above examination, I/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:

Sr No	Compliance requirement (Regulations, Circulars, guidelines including specific clause)	Deviations	Observations, Remarks of the Practising Company Secretary
	NIL	NIL	NIL

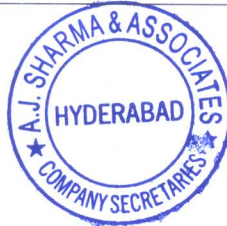
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations, remarks of the Practising Company Secretary, if any
1.	NSE	Regulation 29(2) (3) of SEBI LODR (Regulations) 2015 for considering interim dividend at Board meeting held on 9 th November 2020 without advance intimation	Penalty of Rs 10,000/- plus GST @18% was imposed on 08/09/2021 after Company's request for waiver of fine was not favourably considered	Interim dividend not being part of agenda was considered by the Board at their meeting held on 9 th November 2020 for which there was no advance intimation to stock exchanges. The Company paid the penalty on 17/09/2021 under protest.

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

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any.	Comments of the Practising Company Secretary on the actions taken by the listed entity
No action needed to be taken by the listed entity				

Place: Hyderabad
Date: 11.05.2022



For A.J.SHARMA & ASSOCIATES
COMPANY SECRETARIES

A.J. Sharma
A.J.SHARMA

FCS-2120, CP-2176

UDIN: F002120D000301837