

Secretarial Compliance Report of Sintercom India Limited for the financial year ended 31st March 2024

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Sintercom 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 document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st 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 SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (LODR) 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; *(to the extent applicable)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(to the extent applicable)*

- (f) Securities and Exchange Board of India (Issue and Listing of Non convertible Securities) Regulations, 2021 *(to the extent applicable)*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of such SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)

and based on the above examination, I/We hereby report that, during the Review Period:

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- (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 Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	All material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2), shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions	23(4) of SEBI LODR 2015	The Listed Entity has not obtained prior approval of the shareholders for certain material related party transactions entered	N/A	N/A	The Listed Entity has not obtained prior approval of the shareholders for certain material related party transactions entered	N/A	The Listed Entity has not obtained prior approval of the shareholders for certain material related party transactions entered during the Review Period	The material related party transactions entered during the Review Period were in the Ordinary Course of Business and at arm's	N/A

	whether the entity is a related party to the particular transaction or not.		during the Review Period			during the Review Period and to that extent the Listed Entity has not complied with the provisions of Regulation 23(4) of SEBI LODR		the Review Period and to that extent the Listed Entity has not complied with the provisions of Regulation 23(4) of SEBI LODR	length. Further, the Listed Entity will obtain ratification of the said material related party transactions at the ensuing Annual General Meeting.	
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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 (PCS)	Management Response	Remarks
2.	Management Discussion and Analysis (MDAR): 1. This section shall include discussion on the following matters within the limits set by the listed entity's competitive position: i. details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key	Regulation 34(3) read with Part B of Schedule V of SEBI LODR 2015	In the MDAR included in the Annual Report submitted to the stakeholders for the Review Period, the Company has not disclosed details relating to significant changes (i.e. change of 25%	N/A	N/A	In the MDAR included in the Annual Report submitted to the stakeholders for the Review Period, the Company has not disclosed details relating to significant changes (i.e. change of 25%	N/A	In the MDAR included in the Annual Report submitted to the stakeholders for the Review Period, the Company has not disclosed details relating to significant changes (i.e. change of 25%	The Company will make the required disclosures in the Annual Report to be submitted for FY 24-25, as part of additional disclosures.	N/A

	financial ratios, along with detailed explanations therefor, including: Operating Profit Margin (%) j. details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.		or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including: Operating Profit Margin (%) and change in Return on Net Worth as compared to the immediately previous financial year		or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including: Operating Profit Margin (%) and change in Return on Net Worth as compared to the immediately previous financial year along with a		or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including: Operating Profit Margin (%) and change in Return on Net Worth as compared to the immediately previous financial year		
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			along with a detailed explanation thereof.			detailed explanation thereof and to that extent the Listed Entity has not complied with Regulation 34(3) read with Part B of Schedule V of SEBI LODR 2015.		along with a detailed explanation thereof and to that extent the Listed Entity has not complied with Regulation 34(3) read with Part B of Schedule V of SEBI LODR 2015.		
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(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) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ 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,	The Explanatory Statement of 15th Annual General Meeting of the listed entity held on 23rd September 2022, does not provide for the details of proposed fees payable to the	31st March 2023	The notice being sent to shareholders for an annual general meeting, where the statutory auditor(s) is/are proposed to be (2) appointed/re-appointed shall include the following disclosures as a part of the explanatory statement to the notice:	The Explanatory Statement of 15th Annual General Meeting of the listed entity held on 23rd September 2022, does not provide for the details of proposed fees payable to the new auditors.	Since, the observation was related to a disclosure requirement, no remedial action was required to be initiated.	Since, the observation was related to a specific disclosure requirement, no remedial action was required to be initiated.

	new auditors and to that extent provision of Regulation 36(5)(a) of SEBI LODR 2015 have not been complied with.		(a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;			
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(Note: 1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations. 2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

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(i) I. 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 Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> - 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 Yes	- -
3.	<u>Maintenance and disclosures on Website:</u> - 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 redirects to the relevant document(s)/ section of the website.	Yes Yes Yes	- - -
4.	<u>Disqualification of Director::</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-

5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies.	Yes	-
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
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 SEBI LODR Regulations, 2015.	Yes	-
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	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	-

	(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.	N/A	All Related party transactions were entered after obtaining prior approval of audit committee; therefore, point (b) is not applicable.
9.	<u>Disclosure of events or information: to be discussed</u> 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	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
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 thereunder.	Yes	-
12.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-

Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

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 account of the listed entity.

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4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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 KANJ & CO. LLP
Company Secretaries

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Partner

FCS No.: 5977

CP. No. 2809

UDIN: F005977F000493101

FRN: P2000MH005900

Peer Review Certificate No: 1331/2021

Date: 30th May 2024

Place: Pune