



HAPPY FORGINGS LIMITED

November 06, 2025

To

| | |
|--|---|
| BSE Ltd, Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 |
| Scrip Code: 544057 | Symbol: HAPPYFORGE |

Sub : Board Comments on the fine levied by the Exchanges (BSE and NSE)

Dear Sir/Ma'am,

In reference to the NSE Letter and BSE Email dated August 29, 2025, regarding non-compliance/delayed compliance with the requirements pertaining to the composition of Nomination & Remuneration Committee, as stipulated under Regulation 19(1) and 19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As advised by the Stock Exchanges, the aforesaid matter was placed before the Board of Directors of the Company in its meeting held on November 06, 2025, wherein the Board took note of the matter and recognized that the non-compliance of provision is not wilful on the part of Company and advised to henceforth ensure compliance requirements minutely. The Board further noted that the fine levied by the Stock Exchanges in this regard has been duly paid by the Company. The above-mentioned communication received from the exchanges are enclosed herewith.

We would like to further assure that the Company has always endeavoured to comply with the applicable regulations in its true letter and spirit and has already undertaken necessary steps to strengthen its processes to avoid such inadvertent delay in future.

Kindly take the above information on your record.

Thanking you,

For Happy Forgings Limited

(Bindu Garg)
Company Secretary & Compliance Officer,
M.N F6997
Happy Forgings Limited
B-XXIX-2254/1, Kanganwal Road,
P O Jugiana, Ludhiana- 141120

Regd Office :



+91 161 251 0421
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info@happyforgingsltd.com
www.happyforgingsltd.com



BXXIX-2254/1, Kanganwal Road,
P. O. Jugiana, Ludhiana, Punjab,
CIN L28910PB1979PLC004008

India – 141120

NSE/LIST-SOP/COMB/FINES/0945**August 29, 2025**

The Company Secretary
Happy Forgings Ltd
BXXIX-2254/1, Kanganwal Road,
P O Jugiana, Punjab, Ludhiyana-141120

Dear Sir/Madam,

Subject: Notice for non-compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Your attention is drawn towards SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (hereinafter referred to as “Master Circular”), specifying Standard Operating Procedure for imposing fines and suspension of trading in case of non-compliance with the Listing Regulations. On verification of the Exchange records, it has been observed that your Company has not complied/delayed complied with certain Listing Regulation(s). The details of non-compliance(s)/delayed compliance(s), total fine payable by your Company and the particulars about manner in which fine should be remitted to the Exchange is enclosed as **Annexure**.

You are requested to inform the Promoters about identified non-compliance/delayed compliance and to ensure compliance with respective regulation(s) and make the payment of fines **within 15 days** from the date of this notice, failing which the Exchange may initiate following actions as per Master Circular:

1. Initiate freezing of entire shareholding of the Promoters in the Company as well as in other securities held in the Demat account of the Promoters.
2. Trading in securities of your Company shall take place on 'Trade for Trade' basis, in case of two consecutive defaults with Regulations 17(1), 18(1) and 27(2) of Listing Regulations i.e., Shifting of trading in securities to Z Category as per Master Circular.

You may also file the waiver request. Below are the parameters for filing the application for waiver:

- a) Detailed submission indicating reasons for waiver, considering the extant Policy for Exemption of Fines, and shall indicate whether it intends to seek personal hearing before the concerned Committee.
- b) The Company may further note that ***compliance is a prerequisite for applying for waiver***. Thus, waiver application of the non-complied Companies will not be processed without achieving the compliance.
- c) In case the Company is non-complaint under multiple regulations, the Company is advised to file a single application mentioning the details of all the respective regulations and quarters for which the Company intends to apply for waiver, in order to avoid the duplication of the entries.
- d) Processing fees for an amount of **Rs.10,000 plus 18% GST** to be paid to the **designated Exchange**, (as segregated between the Exchanges as per the policy for waiver of fines) only if the fine amount is more than Rs. 5,000.

This Document is Digitally Signed



Signer: RACHNA JHA
Date: Fri, Aug 29, 2025 18:23:44 IST
Location: NSE

National Stock Exchange Of India Limited

However, before filing an application for waiver of fines, you are requested to refer to the below policies available on the Exchange's website. For ready reference you may refer below links:

- i. **Policy on exemption of fine:**
https://archives.nseindia.com/content/equities/Policy_for_exemption_SOP_Equity.pdf
- ii. **Policy on processing of waiver application:**
https://nsearchives.nseindia.com/web/circular/2025-08/Circular_20250826181853.pdf

The request for waiver of fine can be submitted to Exchange through NEAPS portal along with documentary evidence on the below link (Please note that waiver applications sent via mail will not be considered):

NEAPS>>Compliance>>Fine Waiver>>Waiver Request.

Further, as per Master Circular, your Company is also required to ensure that the said non-compliance which has been identified by the Exchange and subsequent action taken by the Exchange in this regard shall be placed before the Board in the next Board Meeting and comments made by the Board shall be duly informed to the Exchange at the below mentioned path in NEAPS portal along with this letter for dissemination having the announcement text as 'Board comments on fine levied by the Exchange'.

Path: NEAPS > COMPLIANCE > Announcements > Announcements/ CA (Subject: Updates)

In case of any clarification, you may contact any of the below mentioned Exchange Officers from Listing Compliance Department: -

- Ms. Madhu Kadam
- Ms. Suman Lahoti
- Ms. Harshita Chaubal
- Ms. Sonam Yadav
- Ms. Chanchal Daga (Waiver request)
- Ms. Sweety Mamodia (Waiver request)

Yours faithfully
For **National Stock Exchange of India Limited**

Rachna Jha
Manager

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Signer: RACHNA JHA
Date: Fri, Aug 29, 2025 18:23:44 IST
Location: NSE

National Stock Exchange Of India Limited

Continuation

Annexure

| Regulation | Quarter | Fine amount per day (Rs.)/Fine amount per instance(Rs.) | Days of non-compliance / No. of instance(s) | Fine amount (Rs.) |
|--|--------------|---|---|-------------------|
| 19(1)/19(2) | 30-June-2025 | 2000 | 6 | 12000 |
| Total Fine | | | | 12000 |
| GST (@18%) | | | | 2160 |
| Total Fine payable (Inclusive of 18% GST) | | | | 14160* |

* In case the Company is non-compliant as on the date of this letter then fine amount will keep on increasing every day till the date compliance is achieved.

Notes:

- **If the fine amount is paid before receipt of this letter, then inform the Exchange accordingly.**
- Please update the payment details on below mentioned path:
NEAPS > Payment > SOP Fine Payment.
- The above payment may be made vide RTGS / NEFT / Net Banking favouring 'National Stock Exchange of India Limited'. The bank details towards the payment of fine are as follows:

| | |
|------------------|--|
| BENEFICIARY NAME | NATIONAL STOCK EXCHANGE OF INDIA LIMITED |
| BANK NAME | IDBI BANK LTD |
| A/C NO | Please refer Unique Account Code used for making Annual Listing fees to the Exchange |
| BRANCH | BANDRA KURLA COMPLEX, MUMBAI |
| RTGS/IFSC CODE | IBKL0001000 |

- The fine paid as above will be credited to IPFT as envisaged in the circular.

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Signer: RACHNA JHA
Date: Fri, Aug 29, 2025 18:23:44 IST
Location: NSE

From: bse.soplodr <bse.soplodr@bseindia.com>
Sent: 29 August 2025 17:51
To: complianceofficer@happyforgingsltd.co.in; complianceofficer@happyforgingsltd.co.in; complianceofficer@happyforgingsltd.co.in
Cc: bse.soplodr
Subject: 544057-Fines as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A)-Penal Actions for Non-Compliance)

Ref.: SOP-CReview/QTR-June 2025/29.08.2025

To
The Company Secretary/Compliance Officer
Company Name: Happy Forgings Ltd
Scrip Code: 544057

Dear Sir/Madam,

Sub: Fines as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A)-Penal Actions for Non-Compliance).

The company is advised to refer to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 issued by Securities and Exchange Board of India (SEBI) with respect to penal actions prescribed for non-compliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Standard Operating Procedure for suspension and revocation of trading of specified securities of listed entities.

The Exchange had also issued a guidance note regarding the provisions of the said SEBI circular which is disseminated on the Exchange website at the following link:
https://www.bseindia.com/downloads1/Guidance_Note_for_SEBI_SOP_Circular.pdf

In this regard it is observed that the company is non-compliant/late compliant with the following Regulations for the period mentioned below:

| Applicable Regulation of SEBI (LODR) Regulations, 2015 | Fine prescribed | Fines levied till the | Fine payable by the company (inclusive of GST @ 18 %) | | |
|--|-----------------|-----------------------|---|------------|--------------------|
| | | | Basic Fine | GST @ 18 % | Total Fine payable |

| | | | | | |
|---|-------------------------|--------------------------------|-------|------|-------|
| Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director | Rs. 5,000 per day | quarter ended June 2025 | 0 | 0 | 0 |
| Regulation 17(1A) Non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years | Rs. 2,000 per day | quarter ended June 2025 | 0 | 0 | 0 |
| Regulation 17(2) Non-compliance with the requirements pertaining to the number of Board meetings | Rs. 10,000 per instance | quarter ended June 2025 | 0 | 0 | 0 |
| Regulation 17(2A) Non-compliance with the requirements pertaining to quorum of Board meetings. | Rs. 10,000 per instance | quarter ended June 2025 | 0 | 0 | 0 |
| Regulation 18(1) Non-compliance with the constitution of audit committee | Rs. 2,000 per day | quarter ended June 2025 | 0 | 0 | 0 |
| Regulation 19(1)/ 19(2) Non-compliance with the constitution of nomination and remuneration committee | Rs. 2,000 per day | quarter ended June 2025 | 12000 | 2160 | 14160 |
| Regulation 20(2)/(2A) Non-compliance with the constitution of stakeholder relationship committee | Rs. 2,000/- per day | quarter ended June 2025 | 0 | 0 | 0 |

| | | | | | |
|--|---------------------|---|--------------|-------------|--------------|
| Regulation 21(2) Non-compliance with the constitution of risk management committee | Rs. 2,000/- per day | quarter ended June 2025 | 0 | 0 | 0 |
| Regulation 27(2) Non-submission of the Corporate governance compliance report within the period provided under this regulation | Rs. 2,000/- per day | quarter ended June 2025 - | 0 | 0 | 0 |
| | | Total | 12000 | 2160 | 14160 |

The Company is therefore advised to note that as per the provisions of this circular:

- The company is required to ensure compliance with above regulation and ensure to pay the aforesaid fines including GST **within 15 days** from the date of this letter/email, **failing which Exchange shall, pursuant to the provisions of the aforesaid circular, initiate action related to freezing of the entire shareholding of the promoter in this entity as well as all other securities held in the demat account of the promoter.**
- Further in the event of this being the second consecutive quarter of non-compliance for the Regulation 17(1), 18(1), 27(2) would result in the company being transferred to Z group and liable for suspension of trading of its equity shares.
- The company is also advised to ensure that the subject matter of non-compliance which has been identified and indicated by the Exchange and any subsequent action taken by the Exchange in this regard shall be placed before the Board of Directors of the company in its next meeting. Comments made by the board shall be duly informed to the Exchange for dissemination.

For the Companies to whom Regulation 15 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is applicable, a certificate from the Company Secretary/Compliance Officer of the company, certifying that Paid up equity capital was not exceeding Rs.10 Crores and Net worth was not exceeding Rs.25 Crores as on the last day of the previous financial year is required to be submitted to the Exchange. Companies are required to mention the exact paid up equity capital and net worth figures as on the last day of the previous financial year in this certificate.

Provided that where the provisions of the regulations specified in the regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements of those regulations within six months from the date on which the provisions became applicable to the listed entity.

Provided further that once the above regulations become applicable to a listed entity, they shall continue to remain applicable till such time the equity share capital or the net-worth of such entity reduces and remains below the specified threshold for a period of three consecutive financial years.

Yours faithfully

Sambhaji Solat
Assistant Vice President
Listing Compliance

Reena Raphel
Manager
Listing Compliance

Contact detail for any queries regarding compliance of specific regulation as under:

| Regulation | Officers Name | Email Id | Landline nos |
|-------------------|---------------------------------------|---|------------------------|
| Reg. 17 to 21, 27 | Ms. Shraddha Bagwe Mr. Sagar Darra | Shraddha.Bagwe@bseindia.com Sagar.Darra@bseindia.com bse.soplodr@bseindia.com cgcompliances@bseindia.com | 022-22728148/5833/8087 |

Company is requested to remit the fine amount to the following designated **VIRTUAL BANK ACCOUNT** of the Exchange:

| | | | |
|--------------|-----------------------------|---------------------------|-------------|
| Company Name | Happy Forgings Ltd | | |
| Account Name | Bank Name & Branch | Virtual Bank Account No.* | IFSC Code |
| BSE Limited | ICICI Bank Ltd.- CMS Branch | BSER13126 | ICIC0000104 |

****Note: This bank account is specifically dedicated to SOP fine and Waiver fees only, Therefore, company is advised not to deposit/credit any amount payable other than SOP fines/penalties/waiver.***

The company is required to submit fine remittance details in the following format given at Annexure I to Email id: bse.soplodr@bseindia.com

Annexure-I (On letterhead of the company)

Sub: Details of Payment of fines for Non-Compliance with Regulations of SEBI (LODR) Regulations, 2015.

Remittance details:

| Scrip Code | Regulation & Quarter | Bank UTR number | Date of Payment | Amount paid | TDS deducted, if any | Net Amount paid |
|------------|----------------------|-----------------|-----------------|-------------|----------------------|-----------------|
| | | | | | | |

This mail is classified as 'PUBLIC' by priya.gupta on August 29, 2025 at 17:50:51.