

**BSE Scrip Code-514428**

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**For HINDUSTAN ADHESIVES LIMITED**

MADHUSU DAN BAGLA

Digitally signed by  
MADHUSUDAN BAGLA  
Date: 2023.05.26  
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**(MADHUSUDAN BAGLA)**

**Managing Director**

**DIN: 01425646**

 B-2/8, Safdarjung Enclave, New Delhi - 110029, India

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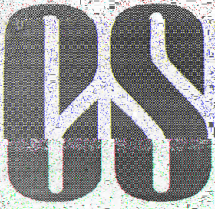
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Secretarial Compliance report of Hindustan Adhesives Limited for  
the year ended 31<sup>st</sup> March, 2023

(Pursuant to SEBI vide its circular no.- CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019)

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Hindustan Adhesives Limited (hereinafter referred to as the listed entity) having its Registered Office at B-2/8, Safdarjung Enclave, New Delhi-110029. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the company's conduct of statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has during the review period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the qualifications made hereinafter:-

I have examined:

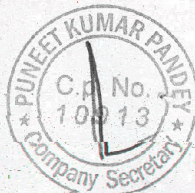
- (a) all the documents and records made available to us and explanation provided by Hindustan Adhesives Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

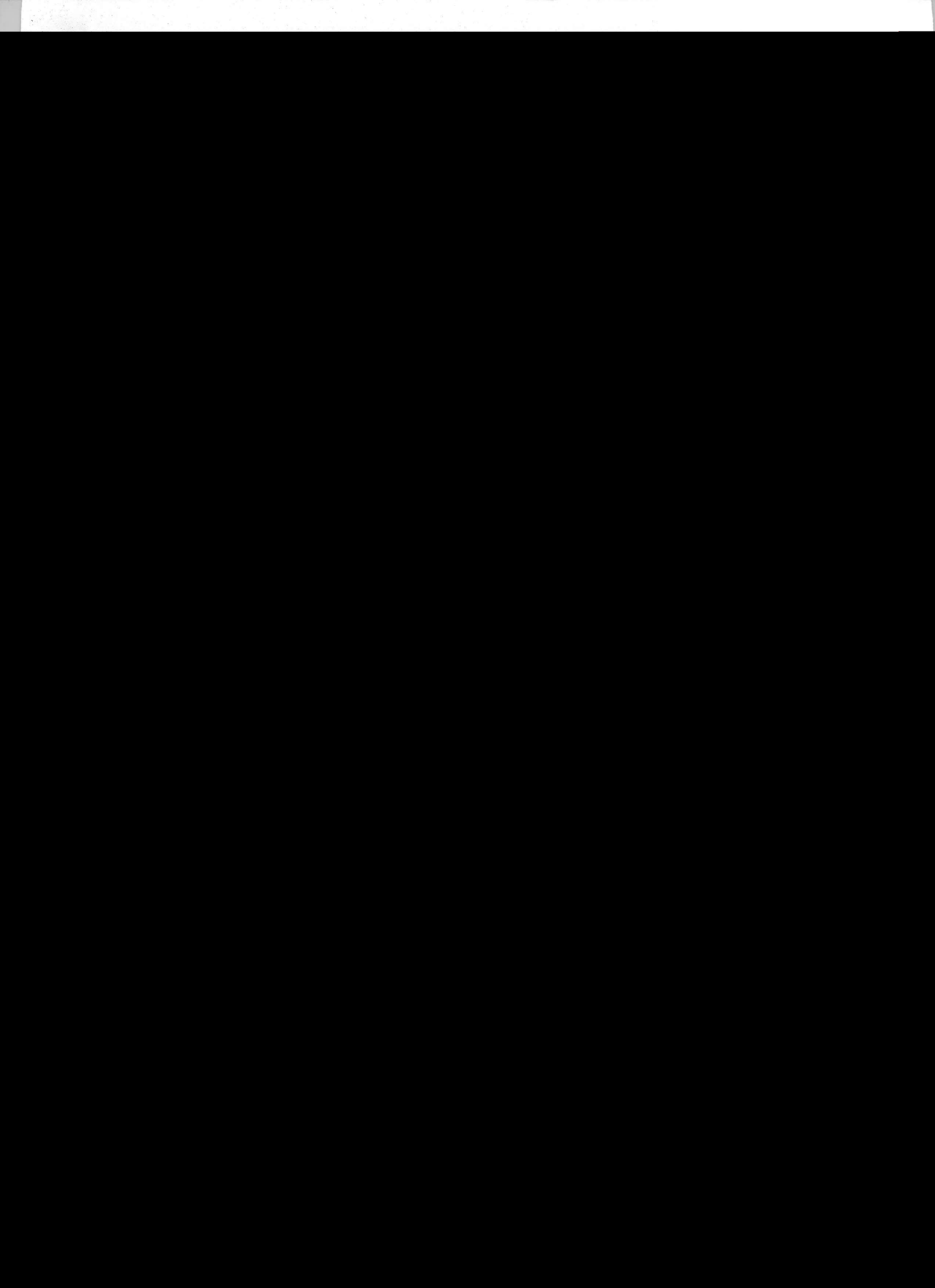
for the year ended 31st March, 2023 in respect of compliance with the provisions of :

- (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;
- (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;
- (d) Securities and Exchange Board of India (Contract 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) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**





Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p><b>Preservation of Documents:</b></p> <p>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.</p>	Yes	
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	

No.	Particulars	(YES/NO/NA)	Compliance Status /Remarks by PCS*	Observations
12	Additional Non-compliances, if any:	Yes	It may be noted that during the year, Stock Exchange has imposed a fine of Rs. 5,000/- consequent to non-compliance of regulation 23(9) of listing regulations and Rs.10,000/- consequent to non-compliance of regulation 17(2A) of listing regulations	

(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:

Compliance Requirement (Regulations/ Circulars)	Regulation/ Circular	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing	Man- age- men	Rem- arks
Regulation 23(9)	Delayed in Submission of Report	Company has filed a waiver application against the Notices with a fine of Rs. 5,000/- received from Stock exchanges for delayed compliances	Company has paid the fine levied by Stock exchanges	Delayed in submission of Related party transaction report in pursuance of regulation 23(9)	5,000/-	The Company has delayed of submission of report under reg 23(9) to stock exchanges and accordingly Company has paid the fine levied by the Stock Exchanges	Acknowledge		In pursuance of SEBI(LODR) Regulation 2015 listed entity shall make such disclosures every six months within fifteen days from date of publication of consolidated financial results
Regulation 17(2A)	Non-Compliance of the board Meeting	Company has filed a waiver application against the Notices with a fine of Rs. 10,000/- received from Stock exchanges for Non-Compliance	Company has paid the fine levied by Stock exchanges	Non-Compliance of quorum of the board meeting in pursuance of regulation 17(2A)	10,000/-	The Company has Non-Compliance of quorum of the board Meeting under Reg 17(2A) and accordingly Company has paid the fine levied by the	Acknowledge		In pursuance of SEBI(LODR) Regulation, 2015 the quorum for every meeting of the board of directors of the top 2000 listed entities shall be one-third of its total strength or three

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

Compliance Requirement	Regulation/	Deviations	Action Taken	Type of Action	Details of Violation	Fine Amount	Observations/	Management	Remarks
(Regulations / circulars/ guide-lines including specific clause)	Circular No.		by	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.			Remarks of the Practicing Company Secretary	Response	
None									

	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>		
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	<p>NA</p>	<p>No such Case</p>

**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 certify 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.

Place: Delhi  
Date: 26.05.2023



Puneet Kumar Pandey

M. No.: A298

CP. No.: 10

UDIN: A0290110150

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