

Manglam India Ltd.

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Phone : 91-33-4002 2880, Fax :91-33-2237 9053
CIN: L51420WB1993PLC060955

31st May, 2023

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001
Scrip Code : 23455

Dear Sir/Ma'am,

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2023.

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIRICFDICMDI//27 /2019 dated February 8, 2019. Please find attached herewith the Annual Secretarial Compliance Report issued by Ms. Ankita Goenka (FCS: 10572, COP: 14204), Practicing Company Secretary, for the Financial Year ended 31st March, 2023.

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours faithfully,
For **MANGLAM INDIA LTD.**

Manoj Saraogi

MANOJ SARAOGI
(MANAGING DIRECTOR)
DIN: 00278490

ANKITA GOENKA & ASSOCIATES, COMPANY SECRETARIES

BE-99 SALT LAKE CITY, KOLKATA- 700064

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Secretarial Compliance Report of [MANGLAM INDIA LIMITED] for the financial year ended 31st March, 2023

We have examined:

- (a) all the documents and records made available to us and explanation provided by **MANGLAM 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 certification, for the year ended **31st March, 2023** (“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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018; circulars/ guidelines issued thereunder;

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We hereby report that, during the Review Period the compliance status of the listed entity is appended as

below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	The Company is required to follow more stringently.
2.	<p>Adoption and timely updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	YES	As per the written representation from the Company ,it has followed the same.
3.	<p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</p>	YES	<p>The Company has the website however it require updation..</p> <p>As per the written representation from the Company ,it has followed the same</p>

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4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	yes	<p>As per the MCA records and the written representation from the Company none of the directors are disqualified under Section 164 of Companies Act, 2013</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>Identification of material subsidiary companies</p> <p>Disclosure requirement of material as well as other subsidiaries</p>	NA	<p>The Company had identified that there were , no material subsidiary of the Company during the review period.</p>

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: 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	As per the written representation from the Company
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/during the financial year as prescribed in SEBI Regulations.	No	The Company is in the process of conducting performance evaluation .
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	As per the Auditors report the company has complied with the same.
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	As per the written representation from the Company the company has complied with the same.

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10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NO	The Company is in the process to comply with the same.
11.	Actions taken by SEBI or Stock Exchange(s), if any: action(s) has been 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 except as provided under separate paragraph herein (**).	No	No such relevant documents related to the same were found at the time of conducting the audit.

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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
12.	Additional Non-compliances, if any:		
	Regulation 7 (3) SEBI LODR – Compliance Certificate certifying maintaining physical & electronic transfer facilities by the compliance officer of the listed entity and the authorized representative of the share transfer agent	yes	The Company has filed the same , however (only covering letter)it was not signed by Company Secretary
	Regulation under 74(5) of SEBI Regulations, 2015	yes	The Company has delayed filing in the same for the quarter ended 2022.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

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	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>The auditor has not resigned during the last financial year 2022-2023.</p> <p>The auditor has not resigned during the last financial year 2022-2023.</p> <p>The auditor has not resigned during the last financial year 2022-2023.</p>
2.	Other conditions relating to resignation of statutory auditor		

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	<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>	NA	NA
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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
	<p data-bbox="395 674 962 1077">b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information</p> <p data-bbox="268 1099 927 1173">/ explanation sought and not provided by the management, as applicable.</p> <p data-bbox="395 1196 962 1494">c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p data-bbox="268 1516 823 1583">ii. Disclaimer in case of non-receipt of information:</p> <p data-bbox="268 1606 927 1865">The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	The auditor has not resigned during the last financial year 2022-2023.
		NA	The auditor has not resigned during the last financial year 2022-2023.

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		NA	As per the auditors report the auditor no such disclaimer mentioned.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	The auditor has not resigned during the last financial year 2022-2023.

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

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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	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Company received a show cause notice for noncompliance of provisions of Listing of Equity shares listed with the exchange on	Reg32(1) of Chapter -v of SEBI(Delisting of equity shares) Regulation 2021	Listing fees and related interest are outstanding	CSE	Show cause notice issued	Listing fees and related interest are outstanding	Rs75500	The amount is due and to be paid by the company	The Company made a reply to the same on 6 th Feb,2023 and stated its intention to clear the outstanding dues	The company is in the process to comply with the response from CSE

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	17/01/2023.									

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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.										

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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:KOLKATA

Signature:

ANKITA GOENKA Digitally signed by ANKITA GOENKA
Date: 2023.05.31 22:47:21 +05'30'

Date:31/05/2023

Ankita Goenka

Practicing Company Secretary

FCS No.: F10572

CP No.:14204

UDIN : F010572E000432785

PR No :2133/2022 DATED 20/05/2022