



MR & Associates

COMPANY SECRETARIES
(Peer Reviewed Firm)

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**SECRETARIAL COMPLIANCE REPORT
OF
SHALIMAR WIRES INDUSTRIES LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025**

To,
SHALIMAR WIRES INDUSTRIES LIMITED
25 GANESH CHANDRA AVENUE
KOLKATA - 700013,

We MR & Associates, a firm of Practicing Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s SHALIMAR WIRES INDUSTRIES LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 25 Ganesh Chandra Avenue, Kolkata - 700013. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s SHALIMAR WIRES INDUSTRIES 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 on 31st March, 2025 ("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;

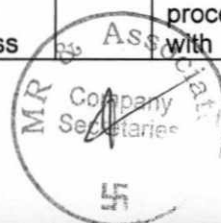


- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **-Not Applicable as there was no reportable events during the Financial Year under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as there was no reportable event during the Financial Year under review.**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as there was no reportable event during the Financial Year under review.**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as applicable; **Not Applicable as there was no reportable event during the Financial Year under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;

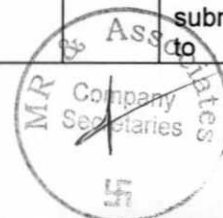
and based on the above examination, we hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, other than anywhere stated otherwise in this report 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.	Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.	Clause 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015	Delayed Intimation for Quarter ended 31.12.2024	-	-	Intimation for Closing of Trading Window for Quarter ended 31.12.2024 made on 08.01.2025.	-	The compliance had been made on 08.01.2025	The Company shall take utmost care in future.	-
2.	The Independent Directors of the Company have registered themselves with the Databank maintained by the Indian Institute of Corporate Affairs	Pursuant to Rule 6 of The Companies (Appointment and Qualifications)	The registration of the Independent Directors are still	-	-	The registration of the Independent Directors are still under process	-	The registrations of the Independent Directors are still under process with the	The Company shall take utmost care in future.	-



	(IICA)	on of Directors) Rules, 2019 ("the Rules") effective from December 01, 2019	under process					Data bank maintained by the IICA.		
3.	The listed entity shall publish an advertisement in the newspaper, within forty-eight hours of conclusion of the meeting of board of directors at which the financial results were approved, containing a Quick Response code and the details of the webpage where complete financial results of the listed entity, as specified in regulation 33.	Regulation 47(1) of Securities And Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015 effective from December 13, 2024	The Company had published an advertisement in the newspaper without containing a Quick Response code.	-	-	The Company had published an advertisement in the newspaper without containing a Quick Response code.	-	The Company had published an advertisement of Financial Result for quarter ended 31.12.2024 in the newspaper without containing a Quick Response code.	The Company shall take utmost care in future.	-
4.	Integrated Filing (Financial) should be filed within 45 days from the end of the quarter, other than the last quarter, and 60 days from the end of the last quarter and the financial year.	SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024	Submitted for Quarter ended 31.12.2024	-	-	Filing made on 05.03.2025 for Quarter ended 31.12.2024	-	The compliance had been made in pdf form on 05.03.2025 as per the requirement of BSE.	The Company has duly submitted the same as per the BSE requirement.	-
5.	The disclosure for Change in Directors is required to be submitted to the Stock Exchange within 30 minutes of the conclusion of the Board Meeting. Further, such disclosure should be made along with explanation	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 read with SEBI circular	Delayed & Improper Intimation to BSE	-	-	Delayed Intimation to BSE by 2 minutes & not in the prescribed format.	-	The intimation for change in directors of the company considered at the Board Meeting held on 27.05.2024 submitted to the	The Company shall take utmost care in future.	



	as provided in the SEBI Circular.	SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13.07.2023.						Stock Exchange(s) within 32 minutes and not in the prescribed format.		
6.	Circular on use of digital signature certification for authentication / certification of filings / submissions made to Stock Exchanges	BSE Circular 20220801-24 dated 01.08.2022	Partially complied	-	-	Partially complied with the use of DSC in stock exchange filing during the F.Y 2024-25.	-	The Company had partially complied with the use of digital signature certification for authentication / certification of filings / submissions made to Stock Exchanges during the F.Y 2024-25.	The Company shall take utmost care in future.	

(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	Observations made in the secretarial Compliance report for the year (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 company had made a compliance on 29.05.2023 whereas the financials were disclosed to BSE on 27.05.2023.	2023-24	The listed entity shall submit to the stock exchanges disclosures of related party transactions for every six months on the date of publication of its standalone and consolidated financial results under Regulation 23 (9) of Securities and Exchange	Notice issued by BSE imposing fine of Rs.5,900/-	The requisite fine has been paid. The company had inadvertently delayed in compliances under this regulation. Board Meeting of the Company was held on Saturday, the 27th May, 2023 and accordingly newspaper publication was released on Sunday, the 28th May, 2023. As per the SEBI regulations, we could not submit the Related Party Transaction	The requisite fine has been paid and the Company has duly complied with the said regulation for the financial year ended 2024-2025

			Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.		Report for the half-year ended March, 2023 on the same day since our office remains closed on Sunday and accordingly, the said report has been submitted through XBRL E-filing immediately on the next day, i.e. on Monday, the 29th May, 2023.	
2.	Delayed Intimation was submitted to Stock Exchange for Closing of Trading Window for Quarter ended 31.12.2023.	2023-24	Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results under Clause 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Delayed Intimation was submitted to Stock Exchange for Quarter ended 31.12.2023	The Company shall take utmost care in future.	This is a continuing default with the said regulation for the financial year ended 2024-2025.
3.	The registrations of the Independent Directors are still under process with the Data bank maintained by the IICA during the year.	2023-24	The Independent Directors of the Company have registered themselves with the Databank maintained by the Indian Institute of Corporate Affairs (IICA).	The registration of the Independent Directors are still under process during the year	The Company is in the process of complying with the same.	This is a continuing default with the said regulation for the financial year ended 2024-2025.
4.	The Company had partially complied with the requirement during the year on use of digital signature certification for authentication / certification of filings / submissions made to Stock Exchanges.	2023-24	Circular on use of digital signature certification for authentication / certification of filings / submissions made to Stock Exchanges	The Company had partially complied.	The Company is in the process of complying with the same.	This is a continuing default with the said regulation for the financial year ended 2024-2025.



II. 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 of the Practicing Company Secretary
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 has generally complied with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> 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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	The Company is in the process of updation of policies as applicable to the Company as per recent amendments by SEBI from time to time.
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> 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 re- directs to the relevant document(s)/ section of the website. 	Yes Yes No	<p>The Company is updating its functional website as per the recent changes as applicable on the company.</p> <p>The company's web address is given in the website affirmation in the annual corporate governance reports under Regulation 27(2).</p>
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity during the last three years.</p>	Yes	-
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	N/A	The company does not have any subsidiary company as on Financial Year ended 31.03.2025 as per the information given by the management.



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	-
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.	Yes	-
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 N/A	As per the information given by the management, the required approval for Related Party Transactions had been obtained.
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 information provided by the management all the material information u/r 30 were intimated to the stock exchange within time period except as given under point I(a) above.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The company is generally maintaining database.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No 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.	No	As per the Information provided by the management of the company, there were no action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges as on 31.03.2025.



12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N/A	There was no such instance during the year.
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N/A	No such additional non-compliance observed except as stated above.

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – N/A

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. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and also based on opinions furnished to us by the Company.
4. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. We have obtained the Management Representation about the compliance of regulations, wherever required. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March 31, 2025.
5. 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.
6. This report pertains solely to the compliances and other applicable matters arising during the audit period from April 1, 2024, to March 31, 2025.

For MR & Associates
 Company Secretaries
 A Peer Reviewed Firm
 Peer Review Certificate No.: 5598/2024

Place: Kolkata
 Date : 27.05.2025



Urvi Sanghvi
 [CS Urvi Sanghvi]
 Partner
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