

2nd Floor, A Wing, Fortune Avirahi, Jambli Galli Jain Derasar Road, Borivali (W), Mumbai - 400 092.

+91-22-5070 5050 / 2898 2133 / 7912 / 7914

compliance@heranba.com

www.heranba.co.in

CIN No.L24231GJ1992PLC017315



Date: May 27, 2023

To,

BSE limited,

Corporate Relationship Department

25th floor, Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai 400001

SCRIP Code: 543266

To,

National Stock Exchange Of India Limited,

Exchange Plaza, Plot no. C-1, Block G,

Bandra Kurla Complex, Bandra (East)

Mumbai 400051

NSE Symbol: HERANBA

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, we are submitting herewith the Annual Secretarial Compliance Report issued by K C SUTHAR & Co., A Practicing Company Secretary (C.P. No. 4075), for the financial year ended March 31, 2023.

Please take the above information on record.

Thanking You,

Yours faithfully,

For Heranba Industries Limited

Abdul Latif

Company Secretary and Compliance Officer

ICSI Membership No.: A17009

Encl. as above





<u>Annual Secretarial Compliance Report</u> [Pursuant to requirements of regulation 24 A of the listing regulation]

<u>Heranba Industries Limited</u> [CIN No.: L24231GJ1992PLC017315] For The Year Ended 31st March, 2023

I have examined:

- (a) All the documents and records made available to us and explanation provided by HERANBA 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 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:-

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
 Regulations, 2015;

14, Supariwala House, 1st Floor, 293 Princess Street, Nr. Flyover, Marine Lines, Mumbai - 400 002. Email: sutharkc@gmail.com, Phone: 022 2201 6781 / 6637 2832 / 6747 1430.

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Listed Entity as during the year there is no such events)
- 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 to the Listed Entity as during year as there is no such event.)
- e) Securities and Exchange Board of India (Share Based Employee Benefits)Regulations, 2014. (Not applicable to the Listed Entity as during year as there is no such event.)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities)Regulations, 2008.(Not applicable to the Listed Entity as during year as there is no such event.)
- g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible andRedeemable Preference Shares) Regulations,2013.(Not applicable to the Listed Entity as during year as there is no such event.)
- h) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not applicable as there is no transaction during the period.)
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

On the above examination, I herebyreport that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- b. The listed entity has maintained proper records under the provisions of the aboveRegulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



Further, I 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.	Secretarial Standards: The compliances of the listed entity are in accordancewith the applicable Secretarial Standards (SS) issuedby the Institute of Company Secretaries of India (ICSI),as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil		
2.	Adoption and timelyupdation of the Policies: • All applicable policies under SEBI Regulations areadopted with the approval of board of directors of thelisted entities. • Allthe policiesare in conformitywith SEBI Regulationsand have been reviewed & updated on time, as per the regulations/circulars/guideline s issued by SEBI	Yes	Nil		
3.	 Maintenance and disclosures on Website: The Listed entity is maintaining a functionalwebsite Timely dissemination of the documents/ informationunder aseparate section on the website Web-links provided in annual corporate governancereports under Regulation 27(2) are accurate andspecificwhich redirects to the relevant document(s)/section of the website 	Yes	Nil OF FCS 5191 Contany Sectors		

4.	Disqualification of Directors		
4.	Disqualification of Director: None of the Director(s) of the Company is/aredisqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	During the year the company has incorporated two wholly owned subsidiaries: companies. 1. Mikusu India Pvt. Ltd – 09-04-2022 2. Heranba Organics Pvt. Ltd29-08-2022
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 LODRRegulations, 2015	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, independent Directors and the Committeesat the start of every financial year/during the financialyear as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions: or	Yes	The listed entity has obtained prior approval of Audit Committee for all
	(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.	N. A.	related party transactions also obtained the Board as well as shareholder's approval where necessary.

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule-lll of SEBI LODR Regulations, 2015 within the time Limits prescribed thereunder.	Yes	Nil
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	Nil
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 SEBIor by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through variouscirculars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	The Listed entity /its promoters/ directors / subsidiaries has not received any notice either from Stock Exchanges or from SEBI.
12.	Additional Non-compliance, if any: No Additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil
13.	Investors Complains: All complaints received during the year has been resolved by the company and there is no any pending complaints of the investors to resolve.	Yes	Total No. of 22 investors complaints has been received by the company and same has been resolved during the year.

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

Particulars	Compliance observation/Remarks status PCS*				
e with the following conditions with appointm					
i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditorbefore such resignation, has issued the limited review/audit report for such quarter; or		The existing auditor's terms of 5 years has been completed as on 31st March 2022.			
ii. If the auditor has resigned after 45 days from theend of a quarter of a financial year, the auditorbefore such resignation, has issued the limitedreview/ audit report for such quarter as well asthe next quarter; or iii. If the auditor has signed the limited review/ auditreport for the first three quarters of a financialyear, the auditor before such resignation, hasissued the limited review/ audit report for the lastquarter of such financial year as well as the audit report for such financial year	Not applicable	The New auditor has been recommended by the Board for next 5 years from financial year 2022-23 to 2026-27 and same has been approved by the members of the company at the 30th AGM. All the quarterly financial results were signed by the new auditor.			
ditions relating to resignation of statutory aud	itor				
respect to the listed entity/its material subsidiary to the AuditCommittee: a. In case of any concern with themanagement of the listed entity/materialsubsidiary such as non-	Not applicable	No resignation, but terms of 5 years has been completed.			
cooperation by themanagement which has hampered theaudit process, the auditor has approachedthe Chairman of the Audit Committee ofthe listed entity and the Audit Committeeshall 'receive such concern directly and immediately without specifically waiting forthe quarterly Audit Committee meetings.		C. PCS 5191 Contrany Secretaries C.P. No.: 4075			
	with the following conditions with appointm i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditorbefore such resignation, has issued the limited review/audit report for such quarter; or ii. If the auditor has resigned after 45 days from theend of a quarter of a financial year, the auditorbefore such resignation, has issued the limitedreview/ audit report for such quarter as well asthe next quarter; or iii. If the auditor has signed the limited review/ auditreport for the first three quarters of a financialyear, the auditor before such resignation, hasissued the limited review/ audit report for the lastquarter of such financial year as well as the audit report for such financial year ditions relating to resignation of statutory audit. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee: a. In case of any concern with themanagement of the listed entity/materialsubsidiary such as non-availability ofinformation / non-cooperation by themanagement which has hampered theaudit process, the auditor has approachedthe Chairman of the Audit Committee ofthe listed entity and the Audit Committee ofthe listed entity and the Audit Committeeshall 'receive such concern directly and immediately without specifically waiting forthe quarterly Audit	status (YES/NO/NA) with the following conditions with appointment/re-appointm i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditorbefore such resignation, has issued the limited review/audit report for such quarter; or ii. If the auditor has resigned after 45 days from theend of a quarter of a financial year, the auditorbefore such resignation, has issued the limitedreview/ audit report for such quarter as well asthe next quarter; or iii. If the auditor has signed the limited review/ auditreport for the first three quarters of a financialyear, the auditor before such resignation, hasissued the limited review/ audit report for the lastquarter of such financial year as well as the audit report for such financial year ditions relating to resignation of statutory auditor i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee: a. In case of any concern with themanagement of the listed entity/materialsubsidiary such as non- availability ofinformation / non- cooperation by themanagement which has hampered theaudit process, the auditor has approachedthe Chairman of the Audit Committee ofthe listed entity and the Audit Committeeshall 'receive such concern directly and immediately without specifically waiting forthe quarterly Audit			

	b. In case the auditor proposes to resign,all concerns with respect to the proposed Resignation, along with relevant documentshas been brought to the notice of theAudit Committee. In cases where theproposed resignation is due to non-receipt of information/ explanation from thecompany, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information fromthe auditor relating to the proposalto resignas mentioned above and communicate itsviews to the management and the auditor.		
3.	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriatedisclaimer in its audit report, which is inaccordance with the Standards of Auditing asspecified by ICAl / NFRA, in case where the listedentity/ its material subsidiary has not provided Information as required by the auditor. The listed entity / its material subsidiary has obtained information from the Auditor the provided in the formation as required by the auditor than the formation as required in the formati		No posignation but towns
	upon resignation, in theformat as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Not applicable	No resignation, but terms of 5 years has been completed.
4.	Disclosure of events or information regarding Dividend under Section 123 of Companies Act 2013 and Rule 3 of the companies (Declaration and Payment of dividend) Rules, 2014.	Yes	Nil

K C SUI HAK & CU.

Observation/remarks by PCS are mandatory if the compliance status is provided as 'NO' or 'NA'

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.	Complia	Regulation/ Circular No.	Deviation s	Action Taken	by	Type of	Details of	Fine Amount	Observati ons/	Managem ent	Rem
	Require ment (Regulat ions/ circulars /guideli nes includin g specific	i i	5	Taken	БУ	Action	Violation	Amount	ons/ Remarks of the Practicing Company Secretary	Response	arks
	clause)										

Not applicable as no Notice or complaint received from Stock Exchanges or from SEBI

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

ir.	Compliance	Regulati	Deviation	Action	Туре	Details	Fine	Observati	Managem	Rema
10.	Requirement	on/	S	Taken	of	of	Amount	ons/	ent	rks
	(Regulations/	Circular		by	Action	Violatio		Remarks	Response	
	circulars	No.				n		of the		
	/guidelines							Practicing		
	including							Company		
	specific clause)							Secretary		

:No observation or remark pending in previous report:

K C Suthar & Company Company Secretaries

[CS K C SUTHAR]

Proprietor CP No.: 4075

UDIN:.F005191E000361976.

Pear Review No.:1357/2021

Place: Mumbai Date: 23/05/2023