

SAINIK FINANCE & INDUSTRIES LIMITED

Regd. Office- 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi – 110035
Corporate Office: 7th Floor, Corporate Office Tower, Ambience Mall, N.H.48, Grurugram-122002
E-mail: info@sainik.org Website: www.sainikfinance.com CIN: L26912DL1991PLC045449
Telephone No.-011-28315036/0124-2719000 Fax No.-011-28315044/ 0124-2719100

=====

Dated 26-05-2023

To,
The Manager (Listing)
BSE Limited,
Floor 25, P.J. Towers,
Dalal Street, Mumbai-400001

Sub: Submission of Secretarial Compliance Report for the financial year ended March 31, 2023 in accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Scrip Code: 530265)

Dear Sir,

In compliance of Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we are enclosing herewith the Annual Secretarial Compliance Report dated 26th May, 2023 issued by M/s. Rakesh Kumar & Associates, Practicing Company Secretaries, Noida, for the financial year ended 31.3.2023.

This is for your information and records.

Thanking you,
Yours Faithfully
For Sainik Finance & Industries Limited

Piyush Garg
Company Secretary &
Compliance officer

Encl.: As Above



RAKESH KUMAR & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF SAINIK FINANCE & INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019]

I, Rakesh Kumar, Proprietor of M/s Rakesh Kumar & Associates, Practicing Company Secretaries having office at C-108, Third Floor, Sector-2, Noida-201301, Uttar Pradesh, India have examined:

- a) all the documents and records made available to us through the email and explanation provided by Sainik Finance & Industries Limited (the '**Listed Entity**').
- b) the filings/ submissions made by the Listed Entity to BSE Limited, a Stock Exchange where the Company is listed.
- c) website of the Listed Entity.
- d) 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:
 - i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circular, guidelines issued thereunder, and
 - ii) the Securities Contract Regulation Act, 1956 ("SCRA") rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations whose provision and the circulars/ guidelines issued thereunder have been examined include:-

- (a) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not applicable to the Listed Entity during the year under review);
- (e) Securities and Exchange Board of India (Shared Based Employee Benefits) Regulations, 2014 (Not applicable to the Listed Entity during the year under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Listed Entity during the year under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Listed Entity during the year under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Other regulations as applicable and circulars/ guidelines issued thereunder.

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference No.20230316-14 and NSE Circular No. NSE/CML/2023/21 dated March 16, 2023

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1.	<p><u>Secretarial Standards:</u></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)</p>	Yes	Not Applicable
2.	<p><u>Adoption and timely updation of the Policies:</u></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 has been reviewed & timely updated as per the regulations/circulars/guidelines 	Yes	Not Applicable



	issued by SEBI		
3.	<p><u>Maintenance and disclosures on Website:</u></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	Not Applicable
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Not Applicable
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	Not Applicable
6.	<p><u>Preservation of Documents:</u></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	Not Applicable



7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Not Applicable
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Not Applicable
9.	<u>Disclosure of events or information:</u> 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	Not Applicable
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Applicable
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by	Yes	According to SEBI SOP Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 Dated January 22, 2020 issued by the SEBI, the Stock Exchange had imposed Fine/Penalty amounting to Rs. 1,77,000/- to the Company for non-compliance of provisions of the SEBI (LODR) Regulations, 2015, through mail dated June 29, 2022 for



	SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		late submission of Financial Results under Regulations 33 of SEBI (LODR) Regulations 2015. The Company has duly paid the such fine/penalty within the stipulated time period as directed by the Stock Exchange.
12.	<u>Additional Non-compliances, if any:</u> <u>No any additional non-compliance observed for all SEBI</u> regulation/circular/guidance note etc.	Yes	Not Applicable

Based on the above examination, we hereby further report that, during the period under review:

- (a) The Listed Entity has complied with provisions of the above Regulations, circulars, guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirements (Regulations/circulars 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.	Declaration and submission of financial results within 60 days	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay of submission of Audited Financial Results	BSE Limited	Imposed fine for delay in filing	Non-Compliance of Regulation 33 of	INR 1,77,000/-	The Audited Financial Results for the year ending March	The Board discussed and considered the same and	Acknowledged



from the end of the financial year.		t for the year ended March 31 st , 2022			SEBI (LODR) due to delay in filing the Audited Financial Results for the year ending March 2022		31, 2022 were submitted to Stock Exchange on June 29, 2022 after delay of 30 days beyond the specified period as mentioned under such regulation	affirms that Non compliance of the provisions were not made intentionally. The Company has made the compliance good and also paid the fine imposed by the BSE. In Future Company will take care of the compliances.	
-------------------------------------	--	--	--	--	---	--	--	---	--

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



Sr. No.	Compliance Requirements (Regulations/circulars 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
Not Applicable										

Further, we have verified the information, documents and record maintained by the Company and which are provided by the management of the Company and uploaded at its website & BSE website issuance of above said report.

For RAKESH KUMAR & ASSOCIATES
Company Secretaries

Date of Signing: May 26, 2023
Place: Noida, Uttar Pradesh, India
UDIN: F007886E000386792



Rakesh Kumar

Rakesh Kumar
Proprietor
FCS No.7886
CP No.8869