



**Annual Secretarial Compliance Report of Frick India Limited
for the Financial year ended March 31, 2024**

To,

The Members,
Frick India Limited
21.5 Km, Main Mathura Road,
Faridabad (Haryana) -121003

We, M/s Aditi Agarwal & Associates, Company Secretaries, have conducted the Compliance Review of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the period ended March 31, 2024 of Frick India Limited ("**the listed entity/ Company**").

The compliance review was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion 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, the listed entity has, during the review period covering the financial year ended on March 31, 2024, 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 Frick India Limited,
- 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 financial year ended March 31, 2024 ("**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;

2nd Floor, Manish Chambers, LSC, Mayur Vihar, Phase-II, New Delhi-110091
M.: +91-987143338 T.: +91 11 22772666 E-Mail: csaditiagarwal@gmail.com



- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: *(Not Applicable to the Company during the Review Period)*;
- 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) 2018: *(Not Applicable to the Company during the Review Period)*;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 *(Not Applicable to the Company during the Review Period)*;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 *(Not Applicable to the Company during the Review Period)*;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996 and the regulations and Bye-Laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

And based on 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, except in respect of matters specifies below:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation/circular no.	Deviations	Action taken by	Type of action Advisory/clari fication/fine/s how cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	46	The website was not maintained as per Regulation 46 of SEBI (LODR), 2015	MSEI	Final Advisory of non-compliance per item <input type="checkbox"/> 10,000 per instance, for every additional advisory/warning letter exceeding the four advisories/ warning letters in a financial year, post which penalty shall be levied.	The site was under maintenance as the developer of the website revamped the same. Hence, was not updated.	NIL	The listed entity has replied to such advisory/warning letter issued by the stock exchange and informed about the fact of under maintenance of the website, to which no further query was raised by the stock exchange.	Due to re-vamping of website of the listed entity, the website was under maintenance, now updated.	



(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 previous report (PCS)	Observations made in the secretarial compliance report for the year ended 31 March 2023	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
NIL						

II. We hereby report that, during the Review period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by Practicing Company Secretary
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	None
2	Adoption and timely updation of the Policies: <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	None
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section of 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	Due to re-vamping of website of the listed entity, the website was under maintenance, now updated.
4	Disqualification of Director: None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	YES	None



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	NA	None
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	None
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 as prescribed in SEBI Regulations	YES	None
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 approval has been obtained.	YES	None
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	None
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	None
11	Actions taken by SEBI or Stock Exchange(s), if any: 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 SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	Final Advisory of non-compliance was issued by the stock exchange, per item ₹ 10,000 per instance, for every additional advisory/warning letter exceeding the four advisories/ warning letters in a financial year, post which penalty shall be levied. However, the listed entity has updated the website post re-



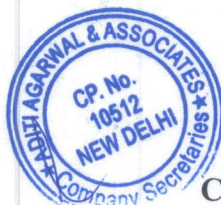
			vamping, to which no further query was raised by the stock exchange.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with the 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.	NA	None
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	YES	None

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: New Delhi
Date: 21.05.2024

For M/s. Aditi Agarwal & Associates
Company Secretaries
Peer Reviewed Firm 2200/2022



Aditi Gupta

Aditi Gupta
Company Secretary in Whole Time Practise

FCS No: 9410
COP No: 10512
UDIN: F009410F000415519