



NARENDRA PROPERTIES LTD.

Regd. Off. : Makanji House, 2nd Floor, # 49 (Old 25) Barnaby Road, Kilpauk, Chennai - 600 010.

CIN: L70101TN1995PLC031532
May 23, 2024

To
General Manager
Dept of Corporate Services
The Stock Exchange, Mumbai,
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI-400001

Dear Sir,

Sub:: Annual Secretarial Compliance Report Issued by a Practicing Company Secretary for the year ended 31st March 2024, as per requirements of Reg.24A of SEBI (LODR) Regulations, 2015.

We are sending herewith Annual Secretarial Compliance Report issued by a Practicing Company Secretary for the year ended 31st March 2024, as per requirements of **Reg.24A of SEBI (LODR) Regulations, 2015.**

We request you to take the above on record and acknowledge.

This letter and the annexures are being filed through the online listing portal at www.listing.bseindia.com through the User ID issued to the Company.

Thanking You,

Yours faithfully,
FOR NARENDRA PROPERTIES LIMITED


CHIRAG N. MAHER
MANAGING DIRECTOR
DIN: 00078373



To,
The Board of Directors
NARENDRA PROPERTIES LIMITED
CIN: L70101TN1995PLC031532
MAKHANJI HOUSE, 2ND FLOOR,
NEW No.49, BARNABY ROAD, KILPAUK
CHENNAI-600010

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March 2024

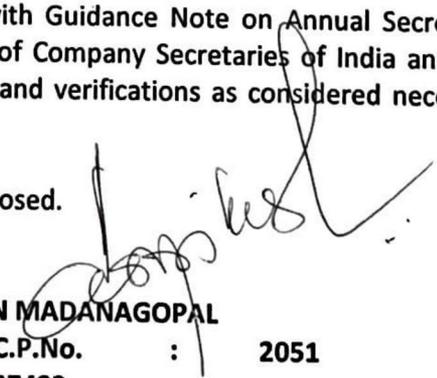
I have been engaged by **NARENDRA PROPERTIES LIMITED** (hereinafter referred to as 'the Company') bearing CIN: L70101TN1995PLC031532 whose equity shares are listed on and BSE Limited (Security Code: 531416) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 (as amended up to date by related circulars, etc.) and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

This audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Signature : 
Name : **GOPIKRISHNAN MADANAGOPAL**
Membership No. : **FCS-2276** C.P.No. : **2051**
UDIN : **F002276F000427492**
Place : **CHENNAI** Date : **23rd MAY 2024**



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. NARENDRA PROPERTIES LIMITED
FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2024**

[Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, read along with Circular No.CIR/CFD/CMD1/27/2019 dated February 08, 2019(as amended up to date by related circulars) issued by Securities and Exchange Board of India and Stock Exchanges]

I, **GOPIKRISHNAN MADANAGOPAL**, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s NARENDRA PROPERTIES LIMITED** ("the listed entity") [CIN: L70101TN1995PLC031532],
- (b) the filings/ submissions made by the listed entity to BSE LIMITED [the stock exchange where its Equity shares are listed] [Scrip Code: 531416] [ISIN: INE603F01012],
- (c) website of the listed entity (www.narendraproperties.com),
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31ST MARCH 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;
- (b) Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 – **Not applicable as there were 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 were no reportable events during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as applicable -Not applicable as there were no reportable events during the financial year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as applicable - Not applicable as there were no reportable events during the financial year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable as there were no reportable events during the financial year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below :

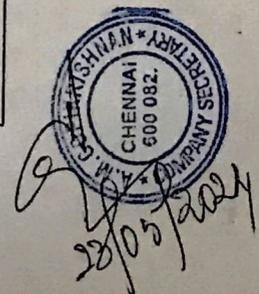
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by Practicing Company Secretary*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	As per the information and explanation furnished to me and records verified by me, the Company has complied with the applicable regulations and standards to the extent feasible considering its limited extent of operations without materially deviating from them.



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by Practicing Company Secretary*
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 	<p style="text-align: center;">Yes</p> <p style="text-align: center;">Yes</p>	
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 on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	<p style="text-align: center;">Yes</p> <p style="text-align: center;">Yes</p> <p style="text-align: center;">Yes</p>	
4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	<p style="text-align: center;">Yes</p>	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by Practicing Company Secretary*
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>	<p>NA</p> <p>NA</p>	<p>The Company does not have any subsidiaries</p>
6	<p>Preservation of Documents:</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>	<p>Yes</p>	
7	<p>Performance Evaluation:</p> <p>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.</p>	<p>Yes</p>	<p>As per the Minutes maintained by the Company, the performance evaluation has been conducted every year as on the date of Board Meeting held to consider the 3rd Quarterly Financial Results during February 2024</p>
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit</p>	<p>Yes</p> <p>Yes</p>	



	Committee, in case no prior approval has been obtained.		
9	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	<p>The Company has provided intimation about the NCLT process relating to loan recovery in one case. However, periodic updating of progress of the case has not been disseminated to the Exchange.</p>
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	<p>As per the information and explanation furnished to me and as per records available, the Promoters and other insiders have not bought, sold or otherwise transacted or encumbered their shares during the year ended 31.3.2024, except by effecting inter-se transmission of shares between the legal heirs, who were relatives, of deceased promoters and also existing promoters.</p> <p>Necessary Disclosure to the Stock Exchange have been made by the Promoters and also by the Company prior to effecting the transmission as required to be disclosed under</p>



			Regulation 10(1)(a)(i) & (ii) of SEBI (SAST) Regulations, 2011, by filing the prescribed Form No.4
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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 except as provided under separate paragraph herein (**).</p>	No	<p>The BSE Ltd have observed Non-Compliance / Late Compliance of Regulation 20(2)/(2A) of SEBI (LODR) Regulations, 2015, in constituting Stakeholder Relationship Committee pursuant to vacation of office by Directors at the AGM held on 28.09.2023 and have levied a penalty of Rs.4000 plus applicable GST in terms of Master Circular No. SEBI/HO/CFD/PoD2/CIR /P/2023/120 dated July 11, 2023, issued by Securities and Exchange Board of India (SEBI) with respect to penal actions prescribed for non-compliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard Operating Procedure.</p> <p>The Company has remitted the penalty and have made representation to the BSE Ltd to consider withdrawing the penal action since they are in compliance with the</p>



			requirements of Regulation 20(2)/(2A) to be read along with Regulation 17(1E) of SEBI (LODR) Regulations, 2015.
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

(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:

DETAILS PROVIDED IN ANNEXURE I ENCLOSED

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

DETAILS PROVIDED IN ANNEXURE II ENCLOSED

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 Practicing Company Secretary*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	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	Na	There were no events relating to resignation of Auditor during the review period
	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	Na	



	<p>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>	Na	
2	Other conditions relating to resignation of statutory auditor		
	<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</p>	Na	There were no events relating to resignation of Auditor during the review period

A.M. G. PIRISOMAN * ADVISORY SERVICES
CHENNAI 800 082.
23/05/2024

	<p>receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings</p>		
	<p>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 / explanation sought and not provided by the management, as applicable.</p> <p>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</p>	<p>Na</p>	<p>There were no events relating to resignation of Auditor during the review period</p>
		<p>Na</p>	



	proposal to resign as mentioned above and communicate its views to the management and the auditor.		
	<p>ii. Disclaimer in case of non-receipt of information: 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	There were no events relating to resignation of Auditor during the review period
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	There were no events relating to resignation of Auditor during the review period

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. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

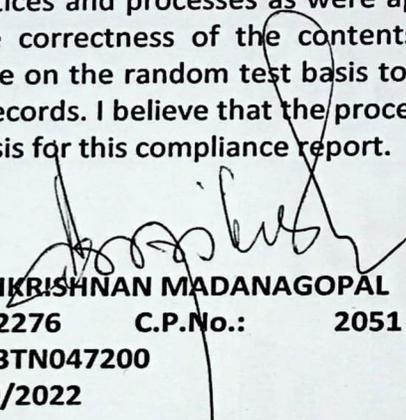


4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

5 This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in my report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2024.

6 The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.

7. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for this compliance report.

Signature : 
Name : GOIKRISHNAN MADANAGOPAL
Membership No. : FCS-2276 C.P.No.: 2051
ICSI Unique Code : I1993TN047200
Peer Review Cert . : 1700/2022

UDIN : F002276F000427492
Place : CHENNAI
Date : 23rd MAY 2024



ANNEXURE-I

To

ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. NARENDRA PROPERTIES LIMITED
FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2024

(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	Constitution of Stakeholder Relationship Committee (SRC) - Appointment of Member in the SRC in the place of Directors who have vacated	Regulation 20(2)/(2A) of SEBI (LODR) Regulations, 2015	Appointment of Member in the SRC in the place of Directors who have vacated office at the AGM held on	BSE LTD	Imposition of Penalty	Vacation of Member on 28.09.2023 whereas appointment to fill the vacancy in the SRC was made only at the Board meeting held on 10.11.2023	Rs.4000 plus applicable GST	The Company is entitled to benefit conferred under Regulation 17(IE) of SEBI (LODR) Regulations, 2015, which grants a time	The Company has remitted the penalty and have made representation to the BSE Ltd to consider withdrawing the penal action since they are in compliance with the	Nil



	office at the AGM held on 28.09.2023		28.09.2023				period of three months for filling up any vacancy and accordingly the Company has complied within said period.	requirements of Regulation 20(2)/(ZA) to be read along with Regulation 17(1E) of SEBI (LODR) Regulations, 2015.
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[Handwritten Signature]

Signature :
 Name :
 Membership No. :
 ICSI Unique Code :
 Peer Review Cert. :
 UDIN :
 Place :
 Date :

GOPKRISHNAN MADANAGOPAL 2051
 FCS-2276 C.P.No.:
 I1993TN047200
 1700/2022
 F002276F000427492
 CHENNAI
 23rd MAY 2024



ANNEXURE-II
To
ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. NARENDRA PROPERTIES LIMITED
FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2024

(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 Practicing Company Secretary	Management Response	Remarks
1	Nil	Nil	Nil	Nil	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc	Nil	Nil	Nil	Nil	Nil

Signature :

Name : **GOPIKRISHNAN MADANAGOPAL**

Membership No. : **FCS-2276 C.P.No.: 2051**

ICSI Unique Code : **I1993TN047200**

Peer Review Cert. : **1700/2022**

UDIN : **F002276F000427492**

Place : **CHENNAI**

Date : **23rd MAY 2024**