



NARENDRA PROPERTIES LTD.

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

CIN: L70101TN1995PLC031532
May 22, 2023

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,2023, 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,2023, 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



A.M. GOPIKRISHNAN B.Com., FCMA., FCS., MCA
COMPANY SECRETARY (in Wholetime Practice)

Phone : 044 - 26712781, 9282142370

E-mail : gopikrishnan_am@yahoo.com

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 2023

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 | : | F002276E000345608 | | |
| Place | : | CHENNAI | Date | : 22 ND MAY 2023 |





**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. NARENDRA PROPERTIES LIMITED
FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2023**

[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 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:-

- (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 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, 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/g uidelines issued by SEBI | <p>Yes</p> <p>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 aseparate 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>Yes</p> <p>Yes</p> <p>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>Yes</p> | |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by Practicing Company Secretary* |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 NA | The Company does not have any subsidiaries |
| 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 | 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 3 rd Quarterly Financial Results during February 2023 |
| 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 | Yes Yes | |

2023

COPIES/STAMP

CHIEF EXECUTIVE OFFICER

COMPANY SECRETARY

| | | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | Committee, in case no prior approval has 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 | 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. |
| 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 | 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 encumbered their shares during the year ended 31.3.2023. However, I have been given to understand that certain transmissions of shares arising out of persons belonging to promoters and promoters group are yet to be effected pending their submission by the respective legal heirs. |
| 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 | Yes | |



| | | | |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--|
| | 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 (**). | | |
| 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 | Na | |

| | | | |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------------------------------------------------------------------------------|
| | <p>such resignation, has issued the limited review/ audit report for 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</p> | Na | There were no events relating to resignation of Auditor during the review period |



| | | | |
|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------------------------------------------------------|
| | the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings | | |
| | <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</p> | <p>Na</p> <p>Na</p> | <p>There were no events relating to resignation of Auditor during the review period</p> |



| | | | |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------------------------------------------------------------------------------|
| | of such information from the auditor relating to the 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:</p> <p>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 |

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

UDIN : F002276E000345608
 Place : CHENNAI
 Date : 22nd MAY 2023



ANNEXURE-I
To
ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. NARENDRA PROPERTIES LIMITED
FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2023

(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 | Nil | Nil | Nil | Nil | Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc. | Nil | Nil | Nil | Nil | Nil |

Signature :

Name :

Membership No. :

ICSI Unique Code :

Peer Review Cert. :

UDIN :

Place :

Date :

GOPIKRISHNAN MADANAGOPAL
FCS-2276 C.P.No.: 2051
I1993TN047200
1700/2022
F002276E000345608
CHENNAI
22nd MAY 2023



22/05/2023

ANNEXURE-II

To
ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. NARENDRA PROPERTIES LIMITED
FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2023

(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 : F002276E000345608

Place : CHENNAI

Date : 22nd MAY 2023

