

CS

Mumba Dhaam
Block No. 30, Shop No. 218
Opposite Vikas Bhawan Sanjay Place
Agra, Uttar Pradesh-282002
Mobile: 09319104242
e-mail: rcsharmacs@yahoo.com

R.C. SHARMA & ASSOCIATES

Company Secretaries

To,

HMA Agro Industries Limited

Add: 18A/5/3 Tajview Crossing Fatehabad
Road, Agra, Uttar Pradesh-282001

Sirs,

Annual Secretarial Compliance Report for the Financial Year 2023-24

We have been engaged by HMA Agro Industries Limited (herein after referred to as “the Company”) bearing CIN: **L74110UP2008PLC034977** whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Scrip Code: HMAAGRO), BSE Limited (Scrip Code: 543929) to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable Securities and Exchange Board of India Regulations and Circulars / Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable Securities and Exchange Board of India Regulations and Circulars / Guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For R.C. Sharma & Associates
Company Secretary in practice


Ramesh Chandra Sharma
Prop.
C.P. No. 7957

Date: 11.05.2024

Place: Agra

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF HMA AGRO INDUSTRIES LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

I, Ramesh Chandra Sharma, Company Secretary in Practice, have examined:

(a) all the documents and records made available to us and explanations provided by **HMA Agro 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 financial 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**"), the 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) The Securities and Exchange Board of India (Listing Obligations and 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, 2018 - **Not Applicable as there was no reportable event during the review period;**

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not Applicable as there was no reportable event during the review period;**

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable as there was no reportable event during the review period;**



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(g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and Circulars / Guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review period:

(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 |
|---------|---|--------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|---------|
| | Not Applicable | | | | Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc. | | | | | |

(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 the previous reports | Observations made in the secretarial compliance report for the year ended (the years are to be mentioned) | 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 |
|---------|---|---|--|---|--|---|
|---------|---|---|--|---|--|---|



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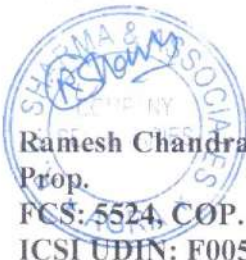
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|--|-------------------|--|--|--|--|--|
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| | Not Applicable | | | | | |

(c) The compliance status of the listed entity with the requirements, is annexed as "**Annexure- A**" to the Report.

For R.C. Sharma & Associates
Company Secretary in practice



Ramesh Chandra Sharma
Prop.
FCS: 5524, COP. No.: 7957
ICSI UDIN: F005524F000352475

Date: 11.05.2024
Place: Agra

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Annexure – A

I hereby report that, during the review period, the compliance status of the listed entity with the following requirements is as given hereunder:

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations / Remarks by PCS |
|---------|--|-------------------------------|-------------------------------|
| 1. | <u>Secretarial Standards:</u> 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 | None |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the Regulations / Circulars / Guidelines issued by SEBI. | Yes | None |
| 3. | <u>Maintenance and disclosures on Website:</u> <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 | None |
| 4. | <u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013. | Yes | None |



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| 5. | <u>Details related to Subsidiaries of listed entities:</u> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | None |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal / archival of records is being carried out as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI LODR Regulations, 2015. | Yes | None |
| 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/during the financial year as prescribed in the SEBI Regulations | Yes | None |
| 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 NA | None No such cases during the review period. |
| 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 | None |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulations 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |



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|-----|--|-----|---|
| 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 SEBI through various Circulars) under SEBI Regulations and the Circulars/ Guidelines issued thereunder. | Yes | None |
| 12. | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor 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 paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity. | NA | No case of resignation of statutory auditor from the listed entity or its material subsidiary during the review period. |
| 13. | <u>No Additional Non-compliances observed:</u> No additional non-compliance observed for any of the SEBI Regulation / Circular / Guidance note etc. | Yes | None |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019 are nil.

For R.C. Sharma & Associates
Company Secretary in practice


Ramesh Chandra Sharma
Prop.
FCS:5524, COP.No.:7957
ICSI UDIN: F005524F000352475

Date: 11.05.2024
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