



May 22, 2026

To,

BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 544057	National Stock Exchange of India Limited Listing Department Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Trading Symbol: HAPPYFORGE
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Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March 2026

Dear Sir(s)/ Madam(s),

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant SEBI circulars, as amended from time to time, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March 2026 duly issued by Chandrasekaran Associates, Company Secretaries.

Kindly take the above information on your record.

Thanking You,

For Happy Forgings Limited

Bindu Garg
Company Secretary & Compliance Officer
M.N F6997
B XXIX 2254/1, Kanganwal Road,
Ludhiana (Punjab)- 141120

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BXXIX-2254/1, Kanganwal Road,
P. O. Jugiana, Ludhiana, Punjab,
CIN L28910PB1979PLC004008

India – 141120

**SECRETARIAL COMPLIANCE REPORT OF HAPPY FORGINGS LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Happy Forgings Limited
BXXIX, 2254/1, Kanganwal Road,
P.O. Jugiana, Sanehwal, Ludhiana, Punjab-141120, India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Happy Forgings Limited** (hereinafter referred as '**the listed entity**'), having its Registered Office at BXXIX, 2254/1, Kanganwal Road, P.O. Jugiana, Sanehwal, Ludhiana, Punjab-141120, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We Chandrasekaran Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by 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 report,

for the financial year ended March 31, 2026 ("**Review Period**") in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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 and include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **to the extent applicable**;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **to the extent applicable;**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **to the extent applicable;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **Not applicable 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;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company); **Not Applicable during the review period**

and circulars/ guidelines issued thereunder and based on the above examination, we 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.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	<p><u>According to Regulation 19 of SEBI (LODR) Regulations, 2015,</u></p> <p>(1) The board of directors shall constitute the nomination and remuneration committee as follows:</p> <ul style="list-style-type: none"> (a) the committee shall comprise of at least three directors; (b) all directors of the committee shall be non-executive directors; and (c) at least two thirds of the directors shall be independent directors <p>(2) The Chairperson of the nomination and remuneration committee shall be an independent director: Provided that the chairperson of the listed entity, whether executive or non- executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.</p>



Regulation/ Circular No.	Regulation 19(1)/ 19(2) of LODR Regulations
Deviations	<p>Mr. Satish Sekhri, Independent Director and Chairperson/Member of the Nomination and Remuneration Committee ("NRC"), who was appointed for a term of five years with effect from 4th May, 2020, completed his tenure as Director on 3rd May, 2025. Accordingly, he ceased to hold office as Chairperson and member of the NRC with effect from 3rd May, 2025.</p> <p>Consequent upon the cessation of his directorship, the NRC comprised only two members and, therefore, was not duly constituted for a period of six days. The NRC was subsequently reconstituted in compliance with Regulation 19 of the LODR Regulations, with effect from 10th May, 2025, upon induction of a new member.</p>
Action Taken by	Stock Exchanges (NSE & BSE)
Type of Action (Advisory/ Clarification/ fine/ penalty/ settlement/ Show cause notice/ warning letter etc.)	Fine was imposed by the NSE vide its letter dated 29 th August 2025 and by the BSE vide its email dated 29 th August 2025.
Details of Violation	The Stock Exchanges have cited non-compliance with respect to the constitution of Nomination and Remuneration Committee for 6 days pursuant to Regulation 19(1)/19(2) of LODR Regulations
Fine Amount	Rs. 14160/- (Include GST @ 18%) per exchange
Observations/ Remarks of the Practicing Company Secretary	Not Applicable
Management Response	The Board of Directors in its meeting held on 06 th November, 2025 took note of the matter and recognized that the non-compliance of said provision is not wilful on the part of Company and advised to henceforth ensure compliance requirements minutely. The Board further noted that the fine levied by the Stock Exchanges in this regard has been duly paid by the Company on 2 nd September, 2025.
Remarks	None



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

Sr. No.	NIL
Observations/Remarks of the Practicing Company Secretary in the previous reports	
Observations made in the secretarial compliance report for the year ended March 31, 2025	
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	

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-



<p>2.</p>	<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 have been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI. 	<p>Yes</p>	<p>-</p>
<p>3.</p>	<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 	<p>Yes</p>	<p>-</p>
<p>4.</p>	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013.</p>	<p>Yes</p>	<p>Based on the confirmation received from the Directors of the listed entity.</p>
<p>5.</p>	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p>	<p>NA</p>	<p>The management has identified that during the review period, there was no Material Subsidiary Company.</p>
	<p>(b) Disclosure Requirement of material as well as other subsidiaries</p>	<p>Yes</p>	<p>-</p>
<p>6.</p>	<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 LODR Regulations.</p>	<p>Yes</p>	<p>-</p>



<p>7.</p>	<p><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.</p>	<p>Yes</p>	<p>-</p>
<p>8.</p>	<p><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.</p>	<p>Yes</p>	<p>-</p>
		<p>NA</p>	<p>The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p>
<p>9.</p>	<p><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 LODR Regulations within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>-</p>
<p>10.</p>	<p><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.</p>	<p>Yes</p>	<p>-</p>
<p>11.</p>	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	<p>Yes</p>	<p>As mentioned above, BSE and NSE imposed a fine of ₹14,160 (including GST) per exchange on the listed entity for non-compliance with Regulations 19(1) and 19(2) of the LODR Regulations relating to the composition of the Nomination and Remuneration Committee.</p>



<p>12.</p>	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>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 LODR Regulations by listed entity.</p>	<p>NA</p>	<p>No Statutory Auditor resigned during the review period from the listed entity.</p>
<p>13.</p>	<p><u>No Additional Non-compliances observed:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	<p>Yes</p>	<p>-</p>
<p>14.</p>	<p><u>The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations:</u></p> <p>a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021</p> <p>b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.</p> <p>c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.</p>	<p>Yes</p>	<p>-</p>



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 report 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.
5. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the listed entity up to the date of this Report pertaining to financial year ended March 31, 2026.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

**For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No: 6689/2025**



Lakhan Gupta
Partner
Membership No. F12682
Certificate of Practice No. 26704
UDIN: F012682H000416063

Date: 21.05.2026
Place: Delhi