

NEAPS/BSE ONLINE

26th May, 2023

**The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring,
Rotunda Building, Mumbai-400001
(BSE Scrip Code: 542905)**

**Listing Department
National Stock Exchange of India Limited
Plot No. C/1, Block-G, Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
(NSE Symbol: HINDWAREAP)**

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2023

Please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2023 issued by M/s. DMK Associates, Company Secretaries dated 24th May, 2023 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your reference and record.

We believe you will find the same in order.

Thanking you,

For **Hindware Home Innovation Limited**
(Formerly known as Somany Home Innovation Limited)

Payal M Puri
(Company Secretary and V. P. Group General Counsel)

Name: Payal M Puri
Address: 301-302, 3rd Floor, Park Centra, Sector-30, Gurugram-122001
Membership No.: 16068

Encl.: As above

**SECRETARIAL COMPLIANCE REPORT OF
HINDWARE HOME INNOVATION LIMITED
FOR THE YEAR ENDED 31 MARCH 2023**

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019, NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023)

We have examined

(a) all the documents and records made available to us and explanation provided by **HINDWARE HOME INNOVATION LIMITED (CINL74999WB2017PLC222970)** (hereinafter referred to as the "Company") (formerly known as Somany Home Innovation Limited) having its registered office at 2 Red Cross Place Kolkata WB 700001;

(a) the filings/ submissions made by the Company to the stock exchanges;

(b) website of the Company;

(c) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31 March, 2023 (Review Period) in respect of compliance with the provisions of:

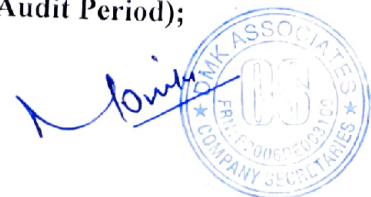
(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(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 as amended till date (herein after referred as "SEBI LODR");

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended till date;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended till date; (**Not applicable to the Company during the Audit Period**)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the Company during the Audit Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and based on the above examination, we hereby report that, during the Review Period:

- a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified in **Annexure A**.
- b) The Company has taken the following actions to comply with the observations made in previous reports, except in respect of matters specified in **Annexure B**.
- c) 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; (**Not Applicable, as there was no resignation of Statutory Auditors**)
- d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following:




S. No.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	None
2.	<u>Adoption and timely updation of the Policies:</u>		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	YES	None
	• 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>		
	• The Listed entity is maintaining a functional website	YES	None
	• Timely dissemination of the documents/ information under a separate section on the website	YES	None
	• 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	YES	None
4.	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013	YES	None
5.	<u>To examine details related to Subsidiaries of listed entities</u>		
	• Identification of material subsidiary companies	YES	None



	<ul style="list-style-type: none"> Requirement with respect to disclosure of material as well as other subsidiaries 	YES	None
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>	YES	None
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 as prescribed in SEBI Regulations</p>	YES	None
8.	<p>Related Party Transactions:</p> <ul style="list-style-type: none"> The Listed entity has obtained prior approval of Audit Committee for all Related party transaction In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee 	YES NA	None All Related party transactions were entered after obtaining prior approval of the audit committee.
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	None
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	None
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any</p> <p>No Actions taken against the listed entity/</p>	NA	None



	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		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	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 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.

Date : 24.05.2023
Place : New Delhi
UDIN : F005480E000365686

For DMK Associates
Company Secretaries



(MONIKA KOHLI)
B. Com (II), FCS, LL.B. I.P.
PARTNER
FCS 5480, C P 4936
Peer Review No. 779/2020

Annexure A

<u>S. No.</u>	<u>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</u>	<u>Regulation/ Circular No.</u>	<u>Deviations</u>	<u>Action Taken by</u>	<u>Type of Action i.e Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.</u>	<u>Details of Violation</u>	<u>Fine Amount</u>	<u>Observations/ Remarks of the Practicing Company Secretary</u>	<u>Management Response</u>	<u>Remarks</u>
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NIL

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Annexure B

<u>S. No.</u>	<u>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</u>	<u>Regulation/ Circular No.</u>	<u>Deviations</u>	<u>Action Taken by</u>	<u>Type of Action i.e Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.</u>	<u>Details of Violation</u>	<u>Fine Amount</u>	<u>Observations/ Remarks of the Practicing Company Secretary</u>	<u>Management Response</u>	<u>Remarks</u>
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NIL

