

**SECRETARIAL COMPLIANCE REPORT OF INDUSTRIAL INVESTMENT TRUST
LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Industrial Investment Trust Limited (CIN: L65990MH1933PLC001998)** (hereinafter referred as 'the listed entity'), having its Registered Office at Office no.101A, The Capital, G-Block, Plot no.C-70, Bandra Kurla Complex, Bandra (East), Mumbai 400051. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Industrial Investment Trust Limited (CIN: L65990MH1933PLC001998)** ("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 documents / filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended March 31, 2025 ("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 and Disclosure Requirements) Regulations, 2018 - **Not applicable during the review period;**
- (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 during the review period;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable during the review period;**
- (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; and
- (h) Any other regulations, circulars, guidelines etc. issued by SEBI and applicable to the Company;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

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.	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.	Regulation 18(1),19, 20 and 21(2) of Securities and Exchange	Regulation 18(1),19, 20 and 21(2) of Securities and Exchange	Delay of 4 days from September 26, 2024 to September 30, 2024 in	BSE and NSE	Imposition of Fine	The company had received Letters dated	Fine amount per day/ per instan	Due to Appointments and Resignation during	The company had informed the Stock Exchanges	None

<p>Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 lays down criteria for listed companies for Constitution of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee respectively.</p>	<p>Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>Reconstitution of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee for Quarter ending September 30, 2024.</p>			<p>November 21, 2024 from BSE Limited and National Stock Exchange of India Limited imposing fines for non-compliance with Regulations of SEBI (LODR) Regulation s, 2015 w.r.t. Delay in Reconstitution of the following Committees of the Board for Quarter ending September 30, 2024: -Audit Committee - Reg. 18(1) - Nomination and Remuneration Committee - Reg. 19 - Stakeholders Relationship</p>	<p>ce is Rs. 2,000/-, aggregating to Rs. 32,000 /-. So, Total Fine payable (Inclusive of 18% GST) is Rs. 37,760 /- and Rs. 37,760 /- to BSE and NSE respectively.</p>	<p>the year, there were changes in current composition of various Board Committees and thus the Committees were reconstituted in compliance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and any amendments thereto in the Board Meeting dated November 09, 2024.</p>	<p>that as it does not fall within the ambit of Top 1000 listed companies, and therefore Risk Management Committee is not required to be constituted. However, the company being an NBFC has constituted the said Committee in compliance with RBI regulations. Thus, the penalty levied and paid by the company for Risk Management Committee will be adjusted towards the balance penalty amount payable to them for the above three</p>	
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The non-compliance is of 4 days from September 26, 2024 to September 30, 2024 and the Fine amount per day/ per instance is Rs. 2,000/- , aggregating to Rs. 32,000/-. So, Total Fine payable (Inclusive of 18% GST) is Rs. 37,760/- and Rs. 37,760/- to BSE and NSE respectively. The Company paid the fines on November 25, 2024.

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period
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October
01, 2024 to
November
08, 2024.

2.	Regulation 18(1),19 and 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 lays down criteria for listed companies for Constitution of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee respectively.	Regulation 18(1),19 and 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay of 39 days from October 01, 2024 to November 08, 2024 in Reconstitution of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee for Quarter ending December 31, 2024.	BSE and NSE	Imposition of Fine	The company had received Letters dated March 17, 2025 from BSE Limited and National Stock Exchange of India Limited imposing fines for Non-Compliance with Regulations of SEBI (LODR) Regulations, 2015 w.r.t. Delay in Reconstitution of the following Committees of the Board for Quarter ending December 31, 2024: -Audit Committee - Reg. 18(1) - Nomination and Remuneration	Fine amount per day/ per instance is Rs. 2,000/-, aggregating to Rs. 2,34,000/-. So, Total Fine payable (Inclusive of 18% GST) is Rs. 2,76,120/- and Rs. 2,76,120/- to BSE and NSE respectively.	Due to Appointments and Resignation during the year, there were changes in current composition of various Board Committees and thus the Committees were reconstituted in compliance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and any amendments thereto in the Board Meeting dated November 09, 2024.	W.r.t. the penalty of the September ending Quarter to be adjusted by the company in the payment of penalty of December ending Quarter, the company had received an email on March 10, 2025 from NSE informing about reversal of SOP fine levied on the company. BSE has not intimated the Company about the reversal till date. The Company is following up the same.	None
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days from
October
01, 2024 to
November
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and the
Fine
amount per
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instance is
Rs. 2,000/-
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g to Rs.
2,34,000/-.
So, Total
Fine
payable
(Inclusive
of 18%
GST) is
Rs.
2,76,120/-
and Rs.
2,76,120/-
to BSE and
NSE
respectivel
y. The
Company
paid the
fines on
March 20,
2025.

- (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 (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended March 31, 2024	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
None						

- I. 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.	<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).	Yes	The company has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS~1) and General Meetings (SS~2) issued by the Institute of Company Secretaries of India.
2.	<u>Adoption and timely updation of the Policies:</u>		
	i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	None
	ii. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.	Yes	None

3.	<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. 	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity.</p>	Yes	None
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary Companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	None
6.	<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 SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance</p>	Yes	None

	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.		
8.	<p><u>Related Party Transactions:</u></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 committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>N.A.</p>	<p>None</p> <p>During the Financial Year 2024-2025, the listed entity has obtained prior approval of Audit Committee for all Related party Transactions.</p>
9.	<p><u>Disclosure of events or information:</u></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><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></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.</p>	N.A.	No Action(s) were taken against the company and its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges under SEBI Regulations and circulars / guidelines issued thereunder during the period under review except fine was levied by the Stock Exchanges (BSE & NSE)

			for Delay in Reconstitution of some Committees of the Board for Quarters ending September 30, 2024 and December 31, 2024.
12.	<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 entities.</p>	N.A.	There was no instance of resignation of Auditor.
13.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.</p>	N.A.	No additional non-compliances was observed for SEBI regulation/ circular/ guidance note during the year under review.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'.

We further, report that the listed entity is in compliance / not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (In case of Not Applicable- NA to be mentioned) – **Not Applicable**

Assumptions & Limitation of scope and Review:

1. The 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 certify 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.

For **Chandanbala Jain & Associates**
Practicing Company Secretaries

Chandanbal
a Ojas
Mehta

Digitally signed by Chandanbala Ojas Mehta
DN: cn=Chandanbala Ojas Mehta, o=Chandanbala Ojas Mehta, email=chandanbala@mehta.com, c=IN
[Signature] 2025.05.24 10:26:43 +0530

Chandanbala O. Mehta
Proprietor
CP No.: 6400; (FCS: 6122)
PR No.: 1517/2021

Dated: May 24, 2025

Place: Japan

UDIN: F006122G000433111