



Bhoomijha Murali M.Com., A.C.S., L.L.B.,
Company Secretary

13, Ground Floor, 14th Street,
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Secretarial compliance report of NB Footwear Limited
CIN: L19201TN1987PLC014902
for the year ended 31st March 2020

I have examined:

- (a) all the documents and records made available to us and explanation provided by NB Footwear Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2020 ("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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)	Deviations	Observations! Remarks of the Practicing Company Secretary
1.	Regulation 31 of SEBI (LODR) Regulations, 2015	Only one promoter holding shares in Physical Form	The company has been advised to dematerialize the physical holding

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations! remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Non- compliance of Regulation 27(2)- pertaining to filing Corporate Governance report for the quarter ended 31 st December 2018	Penalty	





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2.	BSE Limited	Non-compliance of Regulation 31-pertaining to filing shareholding pattern for the quarter ended 31 st March 2019	Penalty	
3.	BSE Limited	Non-compliance of Regulation 13(3)-pertaining to filing of statement of shareholder complaints for the quarter ended 30 th June 2019	Penalty	
4.	BSE Limited	Non-compliance of Regulation 31-pertaining to filing of shareholding pattern for the quarter ended 30 th June 2019	Penalty	
5.	BSE Limited	Non-compliance of Regulation 27(2)-pertaining to filing of Corporate Governance report for the quarter ended 30 th June 2019	Penalty	
6.	BSE Limited	Non-compliance of Regulation 19(1)/19(2) pertaining to constitution of Nomination & remuneration committee for the quarter ended September 2018/December 2018/March 2019	Fine	





7.	BSE Limited	Non-compliance of Regulation 20(2) pertaining to constitution of Stakeholder Relationship Committee for the quarter ended September 2018/December 2018/March 2019	Fine	
8.	BSE Limited	Delay in compliance of provisions of Regulations 6(1) pertaining to appointment of a Qualified Company Secretary as a Compliance officer for the quarter ended 30 th March 2019.	Fine	
9.	BSE Limited	Delay in compliance of Regulation 29(2)/29(3) pertaining to prior intimation of meeting of Board of Directors for the Board Meeting held on 14 th August 2019.	Fine	
10.	BSE Limited	Delay in compliance of filing of financials vide Regulation 33 for the Quarter ended 30 th June 2019	Fine	

(Handwritten signature)





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11.	BSE Limited	Delay in compliance of Regulation 6(1) & Regulation 7(1) for the quarter ended 30 th December 2018, 31 st March 2019, 30 th June 2019	Fine	
12.	BSE Limited	Freezing of Promoter's shareholding for non-compliance with Regulation 34 for the quarter ended 31 st March 2019	Fine	

Place: Chennai
Date: 25th June 2020



Bhoomijha Murali
Practicing Company Secretary
ACS No. 10779 CP 12673
UDIN: A010779B000382150