



NB FOOTWEAR LIMITED

CIN No: L19201TN1987PLC014902

Corporate Office : Old No.42, New No. 62, 53rd street, Ashok Nagar Chennai - 600083

E-mail : nbfootwearltd@gmail.com | Web: www.nbfootwear.in

May 12, 2023

To,
Corporate Relation Department
BSE Limited,
P. J. Towers, 1st Floor,
Dalal Street, New Trading Ring,
Rotunda Building, Fort,
MUMBAI – 400 001.

REF: COMPANY CODE NO. 523242.

SUB: Annual Secretarial Compliance Report for the year ended March 31, 2023

Dear Sir,

Pursuant to Regulation 24A of SEBI Listing Regulations, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, as issued by Ms. Amita Saxena, Company Secretary in Practice,

Hope you will find the same in order.

Thanking you,

Yours faithfully,

For NB Footwear Limited

(Kannan A Yadav)
Managing Director
(DIN: 00249225)



Amita Saxena

M. Sc., ACMA, FCS

Company Secretary in Practice

501, Swapnavan, RSC-3C, PPK-17, Lokmanya Nagar, Thane (W) 400 606. Tel.: (R) 25811669 (O) : 2547 7077
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**Secretarial Compliance Report of
NB FOOTWEAR LIMITED (CIN-L19201TN1987PLC014902)
for the year ended March 31, 2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by NB Footwear Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 87/84A, Mosque Street, Seduvalai Village, Vellore - 632104. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, CS Amita Saxena, Company Secretary in Practice, have examined:

- (a) all the documents and records made available to me and explanation provided by NB FOOTWEAR LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (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 year ended March 31, 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;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (Not attracted during the year under review)





- (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 attracted during the year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(Not attracted during the year under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(Not attracted during the year under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
(Not attracted during the year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
(Not attracted during the year under review)

and circulars /guidelines issued thereunder

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by ICSI as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	





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 Board of Directors of the listed entity• All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes Yes	
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 Yes Yes	
4.	<u>Disqualification of Director:</u> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	
5.	<u>Details related to Subsidiaries of listed entity have been examined w.r.t:</u> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirements of material as well as other subsidiaries</p>	NA NA	The listed entity does not have any subsidiary
6.	<u>Preservation of Documents:</u> <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	





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 SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (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	NA NA	During the period under review the listed entity has not entered into any related party transaction
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 there under.	Yes	
10.	<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	Yes	As at March 31, 2023 the listed entity has maintained Structured Digital Database in compliance of the regulations
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 circulars/ guidelines issued there under except as provided under separate paragraph herein	No	A fine of Rs. 2000/- was imposed under Standard Operating Procedures on account of late submission of Annual Secretarial Compliance Report for 2022 by one day.





12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	I have not observed any other non-compliance as per the record produced before me for my verification except as reported at point 11 above
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I hereby further report that, during the Review Period:

- (a) Compliances relating to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Not Applicable; since during the review period neither there was any removal nor resignation of Statutory Auditors of the listed entity.

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of matters specified below:

S. No	Compliance Requirement (Regulation/ Circular/ Guidelines indicating specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount (INR)	Observation Remark of PCS	Management Response	Remark
1	Standard Operating Procedures	SEBI/ HO/C FD/C MD/C IR/P/ 2020/12 Dt. 22.01.2020	Delay of one day in submission of Annual Secretarial Compliance Report	BSE Limited	Fine	Delay of one day in submission of Annual Secretarial Compliance Report	2000	Company paid the fine in time	Delay was due to inadvertence	Nil

- (b) Since no observation was made in previous report, the reporting of actions taken by the listed entity to comply with the observations made in previous reports does not arise during the period under review.

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. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.





Amita Saxena
Company Secretary in Practice

3. I 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.

Place: Thane
Date: May 09, 2023
Peer Review Certificate No. 1040/2020 Dt. 24.12.2020
ICSI UDIN : F003964E000276863


Amita Saxena
FCS No: 3964 CP No: 3438

