



NB FOOTWEAR LIMITED

CIN No : L19201TN1987PLC014902

Registered Office : Old No. 42, New No. 62, 53rd Street, Ashok Nagar, Chennai – 600083

Phone No : +919840011617 Email : nbfootwearltd@gmail.com Web: www.nbfootwear.in

May 17, 2025

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, 2025

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, 2025, 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


(S Krishnan)
Company Secretary
ACS : 6778



AMITA SAXENA
M.Sc., ACMA, FCS
Company Secretary in Practice

C-1802, ACURA, RUSTOMJEE URBANIA, Mumbai Nasik Highway, Thane (W) – 400601
(O) 022-49790841 (M) -9821319306, Email: amitavijay1994@yahoo.co.in

**Secretarial Compliance Report of
NB FOOTWEAR LIMITED (CIN-L19201TN1987PLC014902)
For the year ended March 31, 2025**

I, CS AmitaSaxena, 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) such other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the 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- as there was no reporting event 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 Applicable- as there was no reporting event during the year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable- as there was no reporting event during the year under review)**





- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable- as there was no reporting event during the year under review)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
(Not Applicable- as there was no reporting event during the year under review)

and circulars / guidelines issued thereunder;

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 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 Master Circular	SEBI/ HO/C FD/ PoD2/ CIR/P /0155 Dt. 11.11.2024	Delay in furnishing prior intimation about the meeting of the board of directors	BSE Limited	Fine	Delay in furnishing prior intimation about the meeting of the board of directors held on Feb 22, 2025	10000	Listed Entity paid the fine within time	Delay was due to inadvertence	Nil





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
2	Standard Operating Procedures SEBI Master Circular	SEBI/HO/CFD/CMO/PMD/POD2/CIR/P/0155 Dt. 11.11.2024	Non-submission of the financial results for the quarter within the period prescribed under the regulation	BSE Limited	Fine	Financial results for the quarter ended December 31, 2024 were taken on record on February 22, 2025, beyond 45 days after end of quarter	30000	Listed Entity paid the fine within time	As the new promoter director was travelling, there was delay in finalization of results.	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.

I hereby report that, during the Review Period the compliance status of the Listed Entity with the following requirements:

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.	No	The Company is not maintaining record of attendance of directors at Board Meeting.





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	None None
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	None None None
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	None
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	None





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	None
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 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
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	None
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 thereunder except as provided under separate paragraph herein	No	BSE has imposed fine on the Company for i. Non-submission of the financial results for December 2024 quarter within the period prescribed ii. Delay in furnishing prior intimation of meeting of Board of Directors





12.	Resignation of statutory auditors from Listed entities and their material subsidiaries	N.A.	During the review period neither there was any removal nor resignation of Statutory Auditors of the Listed Entity. Listed Entity does not have any subsidiary.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	1. There was intervention of more than 120 days between the consecutive Audit Committee meetings held on October 10, 2024 and February 22, 2025 2. Since December 2024, there was number of changes in directors and resolutions passed through postal ballot towards shifting of registered office etc, however no return of the same have been filed with ROC under the Companies Act.

I further report that the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations **is not applicable to the Listed Entity**

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.
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 17, 2025
Peer Review Certificate No. 1046/2020

Amrita Saxena
FCS No: 3964 CP No: 3438
ICSI UDIN : F003964G000365952

