

Secretarial Compliance Report of Nikhil Adhesives Limited for the Financial year ended 31st March, 2021

To,
Nikhil Adhesives Limited

315, The Summit, Business Bay, Behind
Gurunanak Petrol Pump, Opp. Cinemax
Andheri Kurla Road, Andheri East,
Mumbai – 400 093.

We, D. M. Zaveri & Co, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Nikhil Adhesives Limited ("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 document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2021 ("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;
 - (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) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ; **(Not Applicable during the Review Period)**
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the Review Period)**
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable during the Review Period)**
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued thereunder;

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh M. Zaveri
B Com., F.C.S.

145, 1st Floor, Kesar Residency, Above Bhagwati Restaurant, Sector 3, Charkop, Kandivali (West), Mumbai – 400 067.
Tel.: 022-28679660, 022-49712722 (M). 98203 20503, E-mail.: dmz@dmzaveri.com, Website: www.dmzaveri.com

and based on the above examination, 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)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay of two days in filling of disclosures of related party transactions for the half year ended 31 st March 2020 which is required to be filed within 30 days from the date of publication of financial results.	There was delay of two days in filling of disclosures of related party transactions for the half year ended 31 st March 2020 which is required to be filed within 30 days from the date of publication of financial results. As represented by the management the above delay occur in view of current pandemic situation and due to work from home situation.

- (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 our examination of those records;
- (c) 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: - As per representation given by the management of the Company

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
NIL				

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observation of Practising Company Secretary in previous reports	Observation made in the secretarial compliance report for the year ended 31 st March 2020	Action taken by listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1.	N.A.	During the period from 29-03-2019 to 26-08-2019 there was no Company Secretary appointed in the Company however, the Company has appointed Company Secretary and Compliance Officer within reasonable time gap of 6 months as provided in Sec. 203 of Companies Act, 2013.	The Company has appointed Ms. Rachana Deepak Baria as Company Secretary and Compliance officer of the company with effect from 26-08-2019.	The Company has complied with the provision of Reg. 6(1) of SEBI (LODR), 2015 by appointing Company Secretary as compliance officer after delay of 4 months and 28 days w.e.f. 26 th August 2019.
2.	N.A.	There was a delay to comply with Regulation 30 & 33 to be read with Schedule III Part A(a)(4)(h) w.r.t. filing of un-audited Financial Statements of the Company for the quarter ended on 30-09-2019 within 45 days from the end of quarter. Further there was a delay of 8 min. in filing of outcome of the board meeting required to be submitted with Stock Exchange within 30 minutes of the closure of such board meeting.	NIL	As represented by the management the above mention delay occur due to technical difficulties faced by the Company while uploading results and further due to connectivity issue with BSE portal.
3.	N.A.	There was delay by the Company in respect of intimation given to Stock Exchange for closure of trading window during the FY-2019-20 as follows; a) Intimation given on 04/04/2019 after delay of 3 days for the quarter ended on 31 st March 2019;	NIL	As represented by the management the above delay occur unintentional and was occurred inadvertently. Further during the first half of the year there was no Company Secretary appointed in the Company.

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		b) Intimation given on 23/07/2019 after delay of 23 days for the quarter ended on 30 th June 2019; c) Intimation given on 03/10/2019 after delay of 3 days for the quarter ended on 30 th September 2019; d) Intimation given on 03/01/2020 after delay of 3 days for the quarter ended on 31 st December 2019.		
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(e) The listed entity has complied with the clause 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter issued to the Statutory Auditors.

For D. M. Zaveri & Co.
Company Secretaries

Dharmesh Zaveri
(Proprietor)
FCS. No.: 5418
CP No.: 4363

Place: Mumbai
Date: 30th June 2021

ICSI UDIN: F005418C000545672