



BHAMBRI & ASSOCIATES

Company Secretaries

ANNUAL SECRETARIAL COMPLIANCE REPORT

of

MARSHALL MACHINES LIMITED

for the Year Ended 31st March, 2022

{Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08.02.2019}

MARSHALL MACHINES LIMITED

C 86, Phase V Focal Point

Ludhiana Punjab 141010

We, Bhambri & Associates - Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **MARSHALL MACHINES LIMITED** ("the listed entity") (CIN: L29299PB1994PLC014605),
- the filings/ submissions made by the listed entity to the stock exchange (NSE),
- website of the listed entity,
- Minutes of Board and Committees of Board of Company, and
- other Secretarial Records,

for the year ended 31st March, 2022 ("Review Period") on test basis in respect of compliance, as applicable, with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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, as applicable, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



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- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder;

and based on the above examination of the records on test basis, 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 Practicing Company Secretary
1	Regulation 33 of SEBI LODR Regulations 2015 for QE 31.03.2021	Compliance with the regulation was delayed by 8 Days.	The Company has not complied with the Regulation 33 w. r. t. delayed filing of Financial Results for the Quarter Ended 31.03.2021. The Fine was imposed on the Company by the exchange (NSE) of Rs. 47,200/- As per the Company the delay was on account of COVID 19.
2	Regulation 31 of SEBI LODR Regulations 2015 for QE 30.09.2021	Compliance with the regulation was delayed by 5 Days.	The Company has not complied with the Regulation 31 w. r. t. delayed filing of Shareholding Pattern for the Quarter Ended 30.09.2021. The Fine was imposed on the Company by the exchange (NSE) of Rs. 11,800/-
3	Regulation 13(3) of SEBI LODR Regulations 2015 for QE 30.09.2021	Compliance with the regulation was delayed by 5 Days.	The Company has not complied with the Regulation 13(3) w. r. t. delayed filing of Statement of Investor Complaints for the Quarter Ended 30.09.2021



			The Fine was imposed on the Company by the exchange (NSE) of Rs. 5,900/-
4	Regulation 14 of SEBI LODR Regulations 2015	Non-Payment of Annual Listing Fee for FY 2022-23	As on the date of the Report, the Company has not paid the Annual Listing Fee to the NSE for the FY 2022-23 which was due on 30 th April 2022.

(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	NSE	Non-Compliance with regulation 33 for QE 31.03.2021	Fine of Rs. 47,200/- was Paid by the Company	The Company has not complied with the Regulation 33 w. r. t. delayed filing of Financial Results for the Quarter Ended 31.03.2021. The Fine was imposed on the Company by the exchange (NSE) of Rs. 47,200/- As per the Company the delay was on account of COVID 19.
2	NSE	Non-Compliance with regulation 31 for QE 30.09.2021	Fine of Rs. 11,800/- was Paid by the Company	The Company has not complied with the Regulation 31 w. r. t. delayed filing of Shareholding Pattern for the Quarter Ended 30.09.2021. The Fine was imposed on the Company by the exchange (NSE) of Rs. 11,800/-
3	NSE	Non-Compliance with regulation 13(3) for QE 30.09.2021	Fine of Rs 5,900/- was Paid by the Company	The Company has not complied with the Regulation 13(3) w. r. t. delayed filing of Statement of Investor Complaints for the Quarter Ended 30.09.2021. The Fine was imposed on the Company by the exchange (NSE) of Rs. 5,900/-



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		NA		

Place: Ludhiana
Dated: 28.05.2022
UDIN: A060218D000414220



Bhambri & Associates
Company Secretary in whole time practice
C. P. No. 22626