



NEW INDIA RETAILING & INVESTMENT LIMITED

REGD. OFFICE : 9/1, R. N. MUKHERJEE ROAD, (5TH FLOOR), KOLKATA - 700 001, PHONE : 2248-7068, 2243-0497/8
CIN : L15421WB1933PLC023070, Website : www.niril.in, e-mail : newindia@birlasugar.org

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata 700 001

Date: 30th May 2025

Dear Sir/Madam,

Ref. : Company Code : 10024004- New India Retailing & Investment Limited

Sub: Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2025

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Annual Secretarial Compliance Report for the financial year 2024-25.

You are requested to kindly take the above information on record.

This is for your information and records.

Thanking you,
Yours faithfully,
For New India Retailing & Investment Limited

Abhay Singhal
Chief Financial Officer
PAN : BPYPS7877B



MR & Associates

COMPANY SECRETARIES
(Peer Reviewed Firm)

46, B. B. Ganguly Street, 406, Kolkata - 700 012
Tel No: 033 2237 9517 / 4007 7907
Email : mrosso1996@gmail.com / goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT OF NEW INDIA RETAILING & INVESTMENT LIMITED

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,
The Members,
NEW INDIA RETAILING & INVESTMENT LIMITED
9/1 R N Mukherjee Road,
Birla Building, Kolkata- 700001

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s NEW INDIA RETAILING & INVESTMENT LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at "9/1 R N Mukherjee Road, Birla Building, Kolkata - 700001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that in our opinion, the listed entity has, during the review period covering the Financial Year ended on March 31, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. NEW INDIA RETAILING & INVESTMENT 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 on 31st March, 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 reportable event during the Financial 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 reportable event during the Financial Year under review.**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable as there was no reportable event during the Financial Year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as applicable; - **Not Applicable as there was no reportable event during the Financial Year under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

- I. (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) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.) | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|--|----------------------|-------------|---|---------------------|---------|
| Nil | | | | | | | | | | |

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

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year..... | Compliance Requirement (Regulations/circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|--|--|---|---|---|
| 1. | The compliance officer resigned on 29.01.2024 and the new compliance | 2023-24 | Any vacancy in the office of the Compliance Officer shall be filled by the listed | The compliance officer resigned on | The Compliance officer has been appointed on 14 th may, 2024 | The company has appointed CS and Compliance officer on 14.05.2024 after a |



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|---|---|---------|---|---|---|---|
| | officer was appointed on 14.05.2024 i.e. after a gap of more than 3 months from the date of said vacancy. | | entity at the earliest and in any case not later than three months from the date of such vacancy. | 29.01.2024 and the new compliance officer was appointed on 14.05.2024 i.e. after a gap of more than 3 months from the date of said vacancy. | | gap of more than 3 months from the date of said vacancy. |
| 2 | The CS and Compliance Officer of the Company resigned on 29 th January, 2024. While the intimation of resignation was submitted to stock exchange on the same day itself, the resignation letter of CS was not submitted to the SE within 7 days from the date of resignation. | 2023-24 | The letter of resignation Company Secretary shall be disclosed to the stock exchange within seven days from the date of such resignation. | The CS and Compliance Officer of the Company resigned on 29 th January, 2024. While the intimation of resignation was submitted to stock exchange on the same day itself, the resignation letter of CS was not submitted to the SE within 7 days from the date of resignation. | The resignation letter was duly submitted by the Company to the Stock Exchange on 30.05.2024. | The resignation letter was duly submitted by the Company to the Stock Exchange on 30.05.2024. |

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

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks of the Practicing Company Secretary |
|---------|---|--------------------------------|---|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | - |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & | Yes | - |



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|----|--|-----|--|
| | updated on time, as per the regulations/circulars/guidelines issued by SEBI | | |
| 3. | <p>Maintenance and disclosures on Website:</p> <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 | The Web-link provided in the corporate governance report filed with the stock exchange contains the link to the home page of the website and does not direct to the specific document. |
| 4. | <p>Disqualification of Director:</p> <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 | We have relied on the director non-disqualification certificate furnished to us by the Management. |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | N/A | The company does not have any subsidiary company as on Financial Year ended 31.03.2025 as per the information given by the management. |
| 6. | <p>Preservation of Documents:</p> <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 | We have relied on the management representation and verification on a sample basis. |
| 7. | <p>Performance Evaluation:</p> <p>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.</p> | Yes | The review of the performance evaluation was done at the board meeting held on May 14, 2024 as per the minutes furnished by the Company |



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|-----|--|---------------|--|
| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p> | Yes NA | As per the representation made by the management, the required approval for Related Party Transactions had been obtained. |
| 9. | <p>Disclosure of events or information:</p> <p>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 thereunder.</p> | Yes | - |
| 10. | <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | Yes | - |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 above [(a) & (b)].</p> | Yes | We have relied upon the confirmation received from the Company in this regard. However the communications from CSE had been replied. |
| 12. | <p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p> | N/A | There has been no instance of resignation of a statutory auditor during the Review Period. |
| 13. | <p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p> | Yes | As above |

We further report that during the audit period, the Company Secretary / compliance officer had resigned on 04.03.2025 for which the Company is in the process of appointing a new Company Secretary / Compliance Officer within the prescribed time limit under SEBI Regulations.

We further report that as per the explanation provided by the Management, the integrated filing as mandated by the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31.12.2024, is not yet enabled at the CSE portal, hence the filing could not be done as per the said Circular.



We further report that the listed entity is in compliance not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – N/A


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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and also based on opinions furnished to us by the Company
4. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. We have obtained the Management Representation about the compliance of regulations, wherever required. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March 31, 2025.
5. 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.
6. This report pertains solely to the compliances and other applicable matters arising during the audit period from April 1, 2024, to March 31, 2025.

Place: Kolkata
Date: 30.05.2025



For MR & Associates
Company Secretaries
For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 5598/2024


[CS M R Goenka]
Partner
FCS No. 4515
C P No. 2551

UDIN: F004515G000501431