



Parle Industries Limited

(Formerly known as Parle Software Ltd.) CIN:L21000MH1983PLC029128

Regd. Office: C/406, Crystal Plaza, New Link Road, Andheri (W), Mumbai : 400 053.
Tel.: 022 40132875 Website: www.parleindustries.com, Email: info@parleindustries.com

To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Scrip Code – 532911

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/ Madam,

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed the annual secretarial compliance report for the year ended 31st March, 2024.

This is for your information and records.

This will also be hosted on the Company's website, at www.parleindustries.com

Thanking you,

FOR PARLE INDUSTRIES LIMITED

(Deepika Tater)



Company Secretary & Compliance Officer

Date: 30th May, 2024

Place: Mumbai

SECRETARIAL COMPLIANCE REPORT OF PARLE INDUSTRIES LIMITED
FOR FINANCIAL YEAR ENDED ON 31st MARCH, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Parle Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Unit No. C/406, 4th Floor, Crystal Plaza Premises Co-Op Soc Ltd., Plot Nos. B-4 & B-5, New Link Road, Andheri West, Mumbai 400053. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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 31st March, 2024, 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:

We M/s. Nishant Bajaj & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Parle Industries 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, 2024 ("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, as applicable:

- (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 to the Company during the period under review.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not Applicable to the Company during the period under review.
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

- a) 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.
- b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified in **Annexure – A** to the report.
- c) The listed entity has taken the following actions to comply with the observations made in previous reports as appended as **Annexure – B** to the report.
- d) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIRICFD/CMD1/114/2019 dated 18th October, 2019

Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1. Compliances with the following conditions while appointing/ re-appointing an auditor		
I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter, or	Yes	M/s. DMKH & Co. resigned as Statutory Auditors of the Company vide its Resignation letter dated 11 th August, 2023 due to
II. If the auditor has resigned after 45 days from the end of a quarter of a financial year. The auditor		



<p>before such resignation has issued the limited review/ audit report for such quarter as well as the next quarter, or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		<p>its other occupancy and commitments. Further, Auditor has issued Limited Review Report for quarter ended June, 2023.</p>
<p>2 Other conditions relating to resignation of statutory auditor</p>		
<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity material subsidiary such as non-availability of Information/ non-cooperation by the management which has hampered the audit process. The auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the</p>	<p>NA</p>	<p>The Statutory Auditor M/s. DMKH & Co., Chartered Accountant has resigned due to its other occupancy and commitments.</p>



<p>Audit Committee the details of information/ explanation sought and not provided by the management, as applicable</p> <p>c. The Audit Committee/ Board of Directors, as the case may be deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer In its audit report which is In accordance with the Standards of Auditing as specified by ICAI/ NFRA in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
<p>3 The listed entity/ its material subsidiary has obtained Information from the Auditor upon resignation, in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/11412019 dated 18th October 2019</p>	<p>Yes</p>	<p>The listed entity has obtained information from the Auditor upon resignation in the format as specified in Annexure A of SEBI Circular CIR/CFD/CMD1/11412 19 dated 18th October 2019. Also, listed entity has reported about the said resignation of the Auditor within time specified under the regulations.</p>



e) In terms of the NSE Circular Ref No: NSE/CML/2023/30 dated 10th April, 2023 and the BSE Circular No: 20230410-41 dated 10th April, 2023, and amendments therein, our affirmations, is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
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)	Yes	None
2.	Adoption and timely updation of the Policies: 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 & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Company 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	None
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Examine details related to Subsidiaries of the company: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	None
6.	Preservation of Documents: The company is preserving and maintaining records as	Yes	None



	prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: 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.	Related Party Transactions: (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company 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.	Yes	None
9.	Disclosure of events or information: The Company 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.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: Action(s) has been taken against the Company/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.	NA	NA
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA



Annexure – A

Sr. No.	Compliance Requirement (Regulations / circulars/ guide- lines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation	Reg. 74(5) of SEBI (DP) Regulations, 2018	Delay in submission for quarter ended June, 2023, September 2023, December 2023 and March 2024	-	-	Delay in filing	-	Delay in filing for quarter ended June 2023 by 3 days, for quarter ended September 2023 by 4 days, for quarter ended December 2023 by 1 day and for quarter ended March 2024 by 4 days	The Company has filed the same on 18 th July 2023 for quarter ended June 2023, on 19 th October 2023 for quarter ended September 2023, on 16 th January 2024 for quarter ended December	-



									2023 and on 19 th April 2024 for quarter ended 31 st March 2024	
2	Regulation	Reg. 27(2) of SEBI (LODR) Regulations, 2015	Delay in submission for quarter ended June, 2023	-	-	Delay in filing	-	Delay in filing for quarter ended June 2023 by 3 days.	The Company has filed the same on 24 th July 2023 for quarter ended June 2023.	-
3	Regulation	Reg. 31(1)(b) SEBI (LODR) Regulations, 2015	Delay in submission for quarter ended June, 2023 and September 2023	-	-	Delay in filing	-	Delay in filing for quarter ended June 2023 by 8 days and for quarter ended September 2023 by 5 days	The Company has filed the same on 29 th July 2023 for quarter ended June 2023 and on 26 th October 2023 for quarter ended September 2023	-



4	Regulation	Reg. 31(1)(b) SEBI (LODR) Regulations, 2015	Delay in submission for quarter ended June, 2023 and September 2023	-	-	Delay in filing	-	Delay in filing for quarter ended June 2023 by 8 days and for quarter ended September 2023 by 5 days	The Company has filed the same on 29 th July 2023 for quarter ended June 2023 and on 26 th October 2023 for quarter ended September 2023	-
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ANNEXURE B

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation	Regulation 23(9)	Delay in submission of Reg 23(9) for the Quarter ended 31.03.2022 and 30.09.2022	Company	Advisor	Late submission of Related party Transaction under Regulation 23(9) for the Year ended 31.03.2022 and 30.09.2022	-	The Company has delayed in filing reg 23(9) with BSE for the Quarter ended 31.03.2022 and 30.09.2022	The Company has filed the same on 22.06.2022 for the Quarter ended 31.03.2022 and 28.12.2022 for the half year ended 30.09.2022	
Not applicable										



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 certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We 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.

FOR NISHANT BAJAJ & ASSOCIATES

Practicing Company Secretaries

Peer Reviewed Firm- 2582/2022



Nishant Bajaj

M.No.: 28341

CP No.: 21538

Date: 27th May, 2024

Place: Mumbai

UDIN: F012990F000442749

