

Nupur Recyclers Limited

(Formerly known as Nupur Recyclers Private Limited)

CIN - L37100DL2019PLC344788

Date: May 30, 2024

To

The Manager- Listing Compliance
National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla complex, Bandra (E), Mumbai 400051

Scrip Code: NRL; ISIN: INE0JM501013

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2024

Ref: Regulation 24 (A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam

Please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s Arun Goel & Associates, for the financial year ended on March 31, 2024 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on your record and acknowledge the same.

Thanking You

FOR NUPUR RECYCLERS LIMITED
For NUPUR RECYCLERS LIMITED

Company Secretary
Shilpa Verma

Company Secretary & Compliance Officer

M. No: F10105

compliance@nupurrecyclers.com

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www.nupurrecyclers.com

ARUN GOEL & ASSOCIATES

COMPANY SECRETARIES

Office: 50, Ashoka Part-3, Faridabad, Haryana – 121003

SECRETARIAL COMPLIANCE REPORT OF NUPUR RECYCLERS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members

Nupur Recyclers Limited

Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12,

Arjun Gali, New Mandoli Industrial Area

Delhi-110093

We, M/s Arun Goel & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Nupur Recyclers 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:

- (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 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 and Sweat Equity) Regulations, 2021 (*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 Securities) Regulations, 2021(*Not Applicable during the review period*);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrar to an issue and share transfer Agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (depositories and participants) regulations, 2018;

and circulars/ guidelines issued thereunder; We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1	<p>Secretarial Standard:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India(ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and Mandatorily applicable.</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI</p>	Yes Yes	- -



3	<p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p> <p>-</p>
4	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	<p>Yes</p>	<p>-</p>
5	<p>To examine details related to Subsidiaries of listed entities:</p> <p>Identification of material subsidiary companies</p> <p>Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p>
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>	<p>Yes</p>	<p>-</p>
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 as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>-</p>
8	<p>Related Party Transactions:</p> <p>The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>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>	<p>Yes</p> <p>NA</p>	<p>-</p> <p>As prior approval of the Audit Committee obtained</p>
9	<p>Disclosure of events or information:</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.	Yes	-
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	-
11	Actions taken by SEBI or Stock Exchange(s), if any: 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.	Yes	No actions were taken against the listed entity /promoters / directors / subsidiaries
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No any additional Non-Compliance were observed

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	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	NA	The auditors of the listed entity have not resigned during the review period.
	If the auditor has resigned after 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 as well as the next quarter; or	NA	
	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	NA	



	review audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2	Other conditions relating to resignation of statutory auditor		
	<p>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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>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 Audit Committee the details of information /explanation sought and not provided by the management, as applicable.</p> <p>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>Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Audit in gas specified by ICAI 1NFRA, in case where the listed entity/ its material subsidiary has not provided in formation as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>-</p> <p>The auditors of the listed entity have not resigned during the review period.</p> <p>-</p>
3.	The listed entity has obtained information from the Auditor upon resignation, in the format as specified 111 Annexure- A 111 SEBI Circular CIRI CFD/CMD 11114/2019 dated 18th October, 2019.	NA	The auditors of the listed entity have not resigned during the review period.



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

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under. There were no instances for actions to be taken against the Company/ 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	Compliance Requirement (Regulations/ circulars/ guideline including specific clause)	Regulation/ Circular No	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL/NA										

The listed entity was not required to take any action(s) on compliance as there were no observation(s) in the previous report issued for the Financial Year 2022-23.

Sr. No	Compliance Requirement (Regulations/ circulars/ guideline including specific clause)	Regulation/ Circular No	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL/NA										

Assumptions & Limitations of Scope and Review:

Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, and are the responsibilities of the management of the listed entity.

Our responsibility is to certify based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.



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 M/s Arun Goel & Associates,
Company Secretaries
ICSI Unique Code: S2013HR228900
Firm Peer Review No. 1703/2022**



**Membership No. F 9892
COP. No: 12508**

**Date : 28.05.2024
Place : Faridabad
UDIN : F009892F000488216**