

HITCO TOOLS LTD.



AN ISO 9001 - 2015 COMPANY

Works : # 78, III Phase, Peenya Industrial Area, Bangalore - 560 058. Karnataka, INDIA. Tel: +91-80-2839 2265
E-mail : sales@hittco.com Website : www.hittco.com CIN No. L28939KA1995PLC016888

29th May, 2023

To,
Dept. of Corporate Services – Listing,
BSE Limited,
25th Floor, P.J tower,
Dalal Street, Mumbai – 400001.

Scrip code: 531661
ISIN: INE863C01019

Sub: Secretarial Compliance Report for the Financial Year ended March 31st, 2023.

Dear Sir/ Ma'am,

With respect to above captioned subject, we would like to submit herewith the Annual Secretarial Compliance Report for financial year ended 31st March, 2023, issued by Mr. Manjeet of M/s Manjeet & Associates, Practicing Company Secretary.

This is for your information and record.

Thanking you,

Yours faithfully,
FOR HITCO TOOLS LIMITED

PREETI SAXENA
Company Secretary cum Compliance Officer
Mem. No.: 46292

Enclosed as stated above.

AN ISO 9001-2015 COMPANY



Secretarial Compliance Report of Hittco Tools Limited
for the year ended 31st March, 2023.

[Under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015]

I have examined:

- (a) all the documents and records made available to us and explanation provided by M/s Hittco Tools 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, 2023 ("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 (Depositories and Participants) Regulations, 2018;
- c) Securities and Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- Not applicable as there was no buy back during the reporting period;
- f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008- not applicable to the Company;
- h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
- j) Securities and Exchange Board Of India (Register to an Issue and Share Transfer Agents,) Regulations, 1993 regarding the companies Act and dealing with the client and circular/ Guidelines issued thereunder.



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

Sr. No.	Particular	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	NIL
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 & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	NIL
3	Maintenance and disclosures on Website: <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	NIL
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	NIL
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA Yes	Listed entity does not have any material subsidiary. It has formed a policy for determining material subsidiary.
6	Preservation of Documents: 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.	Yes	NIL
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	NIL
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior	Yes NA	There was no related party transaction entered into by listed entity for which prior approval was not



	approval has been obtained.		obtained.
9	Disclosure of events or information: 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	NIL
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	NIL
11	Actions taken by SEBI or Stock Exchange(s), if any: 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 (**).	Yes	No action taken against the listed entity or its promoters or Directors or Subsidiary.
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	There was no any additional non-compliance observed for all SEBI regulation/ circular/ Guidance note etc. during the review period.

* Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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.	Particular	Compliance Status (Yes/No/ NA)	Observations/ Remarks of the Practising Company Secretary
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	NA	NIL
	ii. 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	NIL
	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.	NA	NIL
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information /	NA	NIL



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

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	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

Assumption & 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 Securities and Exchange Board of India (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 **Manjeet and Associates**

Mr. Manjeet

No-63, 1st Floor, 1st Main Road 11th
Cross Road, NGEF Layout,
Nagarabhavi, Bangalore KA 560072
FCS No.11588; CP No.22581
UDIN: **F011588E000400350**

Place: Bangalore

Date: May 27, 2023