



# BHATT & ASSOCIATES

## COMPANY SECRETARIES LLP

### SECRETARIAL COMPLIANCE REPORT OF AARVI ENCON LIMITED

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

*[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019]*

To,

**Aarvi Encon Limited,**  
603, B1 Wing, Marathon Innova,  
Marathon Nextgen Complex,  
Lower Parel (W), Mumbai – 400013.

We have examined:

- a. all the documents and records made available to us and explanation provided by **Aarvi Encon 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 31<sup>st</sup> March, 2020 (“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;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

Regulations, 2011,

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- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not Applicable;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – Not Applicable;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – Not Applicable;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder and based on the above examination, I 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.	Pursuant to regulation 34(1) the listed entity shall submit to stock exchange a copy of Annual Report along with notice of Annual General Meeting (AGM) not later than the day of commencement of dispatch to its shareholders.	The requisite intimation / disclosure were made to stock exchange.	Delay in submission of Annual Report for year ended March 31, 2019 along with notice of Annual General Meeting to stock exchange however the Company has sent the Annual Report to all the shareholders in accordance with the requirements of the Companies Act, 2013.
2	Pursuant to regulation 34(2)(e) and Schedule V of SEBI (Listing Obligations and Disclosure		Disclosures of all matters as required to be stated in Management Discussion and



	Requirements) Regulations, 2015 w.r.t. Annual Report shall contain various information as prescribed.		Analysis Report is made in Annual Report for the year ended March 31, 2019 except few such as Internal Control System and their adequacy, Discussion on the financial performance, risk etc.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my 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.	National Stock Exchange of India Limited (NSE)	<p>Delay in submission of Annual Report for year ended March 31, 2019 along with notice of Annual General Meeting to stock exchange.</p> <p>(Pursuant to regulation 34 the listed entity shall submit to stock exchange a copy of Annual Report along with notice of Annual General Meeting not later than the day of commencement of dispatch to its shareholders)</p>	<p>NSE levied fine on the Company vide SEBI Circular SEBI/HO/CFD/CMD/CIR/P /2018/77 dated May 03, 2018, pursuant to which Company submitted its response and explained genuine reason for not submitting the same on time and accordingly requested for waiver of penalty imposed on it. Thereafter considering the response submitted by the Company, the Exchange has waived off the entire penalty imposed on the Company.</p>	<p>Delay in submission of Annual Report for year ended March 31, 2019 along with notice of Annual General Meeting to stock exchange, however the Company has sent the Annual Report to all the shareholders in accordance with the requirements of the Companies Act, 2013.</p>



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

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

On account of pandemic "COVID 2019" and nationwide lockdown imposed by governments, the audit process has been modified, wherein certain documents/records etc. were verified in electronic mode and have relied on the representations received from the Company for its accuracy and authenticity.

**For Bhatt & Associates Company Secretaries LLP**

**Place:** Mumbai

**Date:** 29.06.20



  
**Bhavika Bhatt**  
**Designated Partner**

**ACS No.:** 36181, **CP NO.** 13376

**UDIN:** A036181B000392790