



# SUNIL INDUSTRIES LIMITED

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

**Corporate Office**  
315, Rewa Chambers  
New Marine Lines, Mumbai - 400 020  
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E-mail : info@sunilgroup.com  
www.sunilgroup.com

**Date: 17<sup>th</sup> July, 2020**

To,  
Department of Corporate Service (DCS-CRD),  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Subject: Submission of Annual Secretarial Compliance Report for the year ended 31st March 2020 under Reg. 24 A of SEBI LODR Regulations, 2015**

**Ref.: Sunil Industries Limited -BSE code: 521232**

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March 2020 issued by Mr. Hemant Shetye, Partner HS Associates, Practicing Company Secretaries. Request you to take the same on your record and acknowledge

Yours faithfully,

FOR SUNIL INDUSTRIES LIMITED



**Mr. Sourabh Sahu**  
**Company Secretary & Compliance Officer**  
**ACS : 55322**  
**Contact - 0251-2870749**

**Secretarial compliance report for the year ended 31<sup>st</sup> March, 2020**

To  
Board of Directors  
Sunil Industries Limited  
D 8 MIDC Phase II Manpada Road,  
Dombivli (East) Thane 421201.

I Hemant Shetye, Partner of HS Associates have examined:

- a) all the documents and records made available to me and explanation provided by Sunil 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 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (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 for 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 (Buyback of Securities) Regulations, 2018; - **not applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **not applicable for the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **not applicable for the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - **not applicable for the period under review**



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- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;
- (j) Annual Secretarial audit report and annual secretarial compliance report for listed entities as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019;
- (k) Disclosure of reasons for delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018;
- (l) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018;
- (m) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 read with SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;
- (n) Standard Operating Procedure for suspension and revocation of trading of specified securities circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018;
- (o) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;
- (p) Monitoring of Foreign Investment limits in listed Indian companies SEBI circular IMD/FPIC/CIR/P/2018/74 dated April 27, 2018 read with SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018;
- (q) Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions, debt securities, as per SEBI circular CIR/CFD/CMD/93/2017 dated August 4, 2017;
- (r) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01, 2019;
- (s) Disclosure of significant beneficial ownership in the shareholding pattern as per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2019/36 dated March 12, 2019;
- (t) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019;





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**and based on the above examination, I/We 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	Regulation 7 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Signed by Managing Director instead of Company Secretary and Compliance officer of the Company for half year ended September, 2019.	The Company Secretary cum Compliance officer had resigned prior to the signing the report and hence the Managing Director had signed on behalf the company since the post of Company Secretary was vacant as on the date of signing the specified Report.
2	Regulation 27 (2) c of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Signed by Managing Director instead of Company Secretary and Compliance officer of the Company for Quarter ended September, 2019.	The Company Secretary cum Compliance officer had resigned prior to the signing the report and hence the Managing Director had signed on behalf the company since the post of Company Secretary was vacant as on the date of signing the specified Report.
3	Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Hundred percent of Shareholding of promoter group was not in dematerialized for entire FY ended 31.03.2020.	3,69,500 (Three Lakh Sixty Nine Thousand Five Hundred) Equity shares constituting to 14.96% of the entire promoter holding are yet to be Dematerialised.
4	Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments applicable thereon.	The Annual Disclosures submitted by promoters and Promoter group of the Company are not appearing on the website of the Stock Exchange for the FY ended 31.03.2019	As informed by the Management the Promoters have submitted the Annual Disclosures as required to be made to the Company.



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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/our examination of those record.
- (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	BSE Limited (Stock Exchange)	Regulation 6(1) Non-compliance with requirement to appoint a qualified company Secretary as the compliance officer.	Levied fine of Rs. <b>53,100/- (Fifty Three Thousand One Hundred) and Freezing of promoter holding of the Company.</b>	The Company has been levied penalty for Non-Appointment of Company Secretary and Compliance Officer for the Quarter ended 31.03.2019.  The Company paid the requisite fine of <b>Rs. 53,100/- (Fifty Three Thousand One Hundred)</b> to BSE Limited on 04.03.2020

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

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<b>Not applicable</b> the Report for 31 <sup>st</sup> March, 2019 being the 01 <sup>st</sup> report as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, hence there are no previous reports applicable.	Reg. 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments applicable thereon. The Company had appointed Company Secretary who Resigned on 11 <sup>th</sup> May, 2018. Thereafter the company failed to fill the vacancy of Company Secretary within the stipulated period of 6 Months from the said resignation.	The post was filled on 15 <sup>th</sup> February, 2019 on appointment of new company Secretary	The Company had filled the vacant post of company secretary cum the compliance officer on 15 <sup>th</sup> February, 2019 beyond the stipulated period of 6 Months from the resignation of previous Company Secretary.





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2		<p>Regulation 6(1) Non-compliance with requirement to appoint a qualified company secretary as the compliance officer.</p> <p>Levied fine of BSE Limited had levied fine of <b>Rs. 1,08,560/- (One Lakh Eight Thousand Five Hundred Sixty)</b></p>	<p>The Company paid the requisite fine of <b>Rs. 1,08,560/- (One Lakh Eight Thousand Five Hundred Sixty)</b> to BSE Limited on 26/08/2019</p>	<p>The Company had been levied penalty for Non-Appointment of Company Secretary and Compliance Officer and the requisite fine of <b>Rs. 1,08,560/- (One Lakh Eight Thousand Five Hundred Sixty)</b> was paid by the Company on 26/08/2019.</p>
3		<p>Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments applicable thereon. The Annual Disclosures submitted by promoters and Promoter group of the Company are not appearing on the website of the Stock Exchange.</p>	<p>The Management has stated that the Promoters have provided the necessary disclosures</p>	<p>As informed by the Management the Promoters have submitted the Annual Disclosures as required to the Company, however they are not reflected on BSE Portal for FY ended 31.03.2018 and 31.03.2019.</p>

**Note:**

1. This report is based on the following: -
  - a) Data received from the Company partially through electronic mode as physical verification of the data and corresponding documents from the month of March 2020 could not be accessed during the course of audit due to the ongoing nationwide lockdown on account of COVID-19 pandemic.
  - b) Compliances required to be done by the Company during the Financial Year ended 31st March, 2020 (i.e. the period covered for the purpose of this Report is from 01st April, 2019 to 31st March, 2020)
2. There was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period and the Company has suitably modified the terms of appointment of its existing statutory auditor to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 issued by SEBI.

**Place: Mumbai.**

**Date: 17<sup>th</sup> July, 2020**

**ICSI UDIN: F002827B000469216**

**For HS Associates  
Company Secretaries**

**Hemant S. Shetye  
Partner  
FCS No.: 2827  
CP No.: 1483**

