



SUNIL INDUSTRIES LIMITED

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

Corporate Office
315, Rewa Chambers
New Marine Lines, Mumbai - 400 020
Tel. : (022) 2201 7389 / 2208 7860
Fax : (022) 2208 4594
E-mail : info@sunilgroup.com
www.sunilgroup.com

CIN No.: L99999MH1976PLC019331

Date: 28th June, 2021

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 2021 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 31st March 2021 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 31st March, 2021

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 31st March, 2021 ("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**



- (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;
- (u) Disclosure of standardizing reporting of violations related to code of conduct under SEBI (PIT), 2015 as per SEBI Circular HO/ISD/ISD/CIR/P/2019/82 dated 19th July, 2019;



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- (v) Violation of Insider Trading SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020;
- (w) E-VOTING Facility as per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020;
- (x) Operational guidelines for Transfer and Dematerialization of re-lodged physical shares as per SEBI Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020;
- (y) Handling of Scores Complaints as per SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated 13 August, 2020;
- (z) Automation of System Driven Disclosures as per SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020.

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	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 dematerialized for entire FY ended 31.03.2021.	3,69,500 [Three Lakhs Sixty Nine Thousand Five Hundred] Equity shares constituting to 14.96% of the entire promoter holding are yet to be Dematerialised.

- (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.
NIL				



(d) The listed entity has taken the following actions to comply with the observations made 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 31.03.2020. (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	Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments applicable thereon. The Annual Disclosure submitted by promoters and Promoter group of the Company is not appearing on the website of the Stock Exchange.	Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments applicable thereon. The Annual Disclosure submitted by promoters and Promoter group of the Company is not appearing on the website of the Stock Exchange.	The Management has stated that the Promoters have provided the necessary disclosures to the Company.	As informed by the Management the Promoters have submitted the Annual Disclosures as required to the Company, however they were not reflected on BSE Portal for FY ended 31.03.2018 and 31.03.2019. However the Same are reflected for the financial year ended 31.03.2020.
2	--	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 dematerialised for entire FY ended 31.03.2020.	The Promoters has not completely dematerialised their holdings.	3,69,500 [Three lacs sixty thousand five hundred] Equity shares constituting to 14.96% of the entire promoter holding are yet to be Dematerialised.



3	NA	<p>Regulation 6(1) Non-compliance with requirement to appoint a qualified company Secretary as the compliance officer.</p> <p>BSE Limited Levied fine of Rs. 53,100/- (Fifty Three Thousand One Hundred) and Freezing of promoter holding of the Company.</p>	<p>The Company paid the requisite fine of Rs. 53,100/- to BSE Limited on 04.03.2020.</p>	<p>The Company paid the requisite fine to BSE Limited.</p>
4	NA	<p>Regulation 7 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Signed by Managing Director instead of Company Secretary and Compliance officer of the Company for half year ended September, 2019.</p>	<p>The Company Secretary cum Compliance officer has been appointed and he has signed the Reports for the Financial year ended 31.03.2021.</p>	<p>Company Secretary cum Compliance officer has been appointed by the Company and has signed the relevant Disclosures.</p>
5	NA	<p>Regulation 27 (2) c of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Signed by Managing Director instead of Company Secretary and Compliance officer of the Company for Quarter ended September, 2019.</p>	<p>The Company Secretary cum Compliance officer has been appointed and he has signed the Reports for the Financial year ended 31.03.2021.</p>	<p>Company Secretary cum Compliance officer has been appointed by the Company and has signed the relevant Disclosures.</p>

Note:

1. This report is based on the following: -

- a) This report is based on the data received through electronic mode. Physical verification of the data and corresponding documents could not be accessed due to COVID-19 pandemic and restrictions imposed by the Maharashtra Government and local authorities.




- b) Compliances required to be done by the Company during the Financial Year ended 31st March, 2021 (i.e. the period covered for the purpose of this Report is from 01st April, 2020 to 31st March, 2021).
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 in previous financial year ended 31st March, 2020, to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI.

Place: Mumbai.

Date: June 26, 2021

ICSI UDIN: F002827C000521741

**For HS Associates
Company Secretaries**



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

