



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

CIN No.: L99999MH1976PLC019331

Date: 28th May 2022

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 2022 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 2022 issued by Mr. Hemant Shetye, Designated Partner of HSPN & Associates LLP, 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



HSPN & ASSOCIATES, LLP

COMPANY SECRETARIES

LLPIN: AAZ-8456 | Unique Code: L2021MHE011400
(Formerly known as HS ASSOCIATES
Unique Code: P2007MH004300)

HEMANT S. SHETYE (Designated Partner)
B.COM., LLB(Gen.), FCS
Insolvency Professional

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Secretarial compliance report for the year ended 31st March, 2022

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

I Mr. Hemant Shetye, Designated Partner of HSPN & Associates LLP have examined:

- all the documents and records made available to me and explanation provided by Sunil Industries Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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 and Sweat Equity) Regulations, 2021 erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, & 2014 & SEBI (Issue of Sweat Equity) Regulations, 2002; - **not applicable for the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 & Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - **not applicable for the period under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;
- (i) 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;
- (j) 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;
- (k) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018;
- (l) 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;
- (m) 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;
- (n) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;
- (o) 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;
- (p) 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;



- (q) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01,2019;
- (r) 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;
- (s) Framework for listing of Commercial paper as per SEBI circular SEBI/HO/DDHS/CIR/P/2019/115 dated 22nd October 2019 read with Non-compliance with provisions related to continuous disclosures as per SEBI Circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/231 dated November 13, 2020;
- (t) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated 18, 2019;
- (u) Disclosures 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;
- (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 13th 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;
- (aa) Common and Simplified Norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details, and Nomination dated SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 November 03, 2021;
- (ab) Issuance of Securities in dematerialized form in case of Investor Service Requests dated SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 January 25, 2022;
- (ac) Format of compliance report on Corporate Governance by Listed Entities dated SEBI/HO/CFD/CMD-2/P/CIR/2021/567 May 31, 2021;
- (ad) disclosure obligations of listed entities in relation to Related Party Transactions. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021;
- (ae) Automation of disclosure requirements under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011-System Driven Disclosures - Ease of doing business circular no. SEBI/HO/CFD/DCR-3/P/CIR/2022/27 dated March 7, 2022.



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

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 31.03.2022.	47,000 [Forty-Seven Thousand only] Equity shares constituting to 1.90% of the entire promoter holding are yet to be Dematerialised.
2	BSE Circular DCS/COMP/28/ 2016-17 March 30, 2017 read with Reg.33(3) of (Listing Obligations and Disclosure Requirements) Regulations, 2015	The pdf filing of the financial results for quarter ended 30-09-2021 have been uploaded beyond 30 minutes from the conclusion of Board meeting .	The minor delay was due to technical reason.

- (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 in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports For the year 2020	Observations made in the secretarial compliance report for the year ended 31.03.2021.	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 for FY ended 31.03.2018 and 31.03.2019	Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments applicable thereon. 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	The Management has stated that the Promoters have provided the necessary disclosures to the Company.	The Annual Disclosures as per Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, promoters have submitted the same to BSE within prescribed time, However Annual disclosures for the year 2018 and 2019 were not reflected on BSE portal. The Annual disclosures for the year 2020 and 2021 were reflected on BSE Website.
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.	Regulation 31(2) of Securities and Exchange Board of India (LODR) Regulations, 2015. 3,69,500 [Three lacs sixty-Nine thousand five hundred only] Equity shares constituting to 14.96% of the entire promoter holding are yet to be Dematerialised.	The Company has dematerialised 3,22,500 (Three Lacs Twenty-Two Thousand Five Hundred only) equity shares during the year and balance Equity shares are in the process of dematerialization.	47,000 [Forty-Seven Thousand only] Equity shares constituting to 1.90% of the entire promoter holding are yet to be Dematerialised.



Note:

1. This report is based on the following: -
 - a) Compliances required to be done by the Company during the Financial Year ended 31st March, 2022 (i.e. the period covered for the purpose of this Report is from 01st April, 2021 to 31st March, 2022).
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, 2021, to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI.

**For HSPN & ASSOCIATES LLP
Company Secretaries**



**Hemant S. Shetye
Designated Partner
FCS No.: 2827
COP No.: 1483**

**Date: 27th May, 2022
Place: Mumbai
ICSI UDIN: F002827D000407286
PEER REVIEW NO: P2007MH004300**