

25th June, 2020

BSE Limited
Listing Dept. / Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Ltd.
Listing Dept., Exchange Plaza, 5th Floor,
Plot No. C/1, G. Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Security Code : 539301
Security ID : ARVSMART

Symbol : ARVSMART

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020.

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019, we are attaching herewith the Annual Secretarial Compliance Report duly issued by N.V.Kathiria & Associates, Practising Company Secretary, Ahmedabad for the year ended 31st March, 2020.

You are requested to take the above on record.

Thanking You,

Yours Faithfully,

For Arvind SmartSpaces Limited


Prakash Makwana
Company Secretary



Encl: As above





**Secretarial compliance report of Arvind SmartSpaces Limited
for the year ended 31st March, 2020**

We, **N. V. Kathiria & Associates**, have examined:

- (a) all the documents and records made available to us and explanation provided by Arvind SmartSpaces Limited ("**the Company**"),
- (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, 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 ("**SEBI LODR Regulations**");
- (b) Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



N. V. KATHIRIA & ASSOCIATES

Company Secretaries

and based on the above examination, 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 17(1) of the SEBI LODR Regulations	Not having Woman Director on Board of the Company for 35days in Year	The non-compliance occurred consequent to introduction and applicability of New Regulation 17(1A), pursuant to which existing woman Director had to resign as a director. And on 05-08-2019, the Company has complied with the requirements of Regulation 17(1) of the SEBI LODR Regulations by appointing woman director on the Board of the Company.

- (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 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	BSE Limited	Non-Compliance of Regulation 17(1) of the SEBI LODR Regulations	Fine	Paid by the Company on 08-11-2019 and also complied with the requirements of Regulation 17(1) of the SEBI LODR Regulations by appointing woman director on the Board of the Company.
2	National Stock Exchange of India Limited			



N. V. KATHIRIA & ASSOCIATES

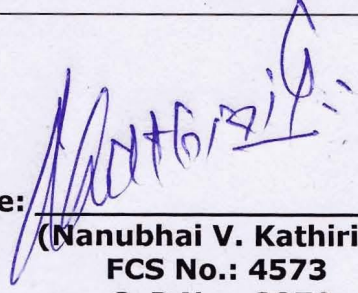
Company Secretaries

- (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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
- NIL -				

Place: Ahmedabad
Date: 17.06.2020



Signature: 

(Nanubhai V. Kathiria)
FCS No.: 4573
CoP No.: 3278

(UDIN: F004573B000348532)