

**CIN: L51900MH1985PLC036687**

**Date: 18.05.2022**

To,  
Department of Corporate Services,  
**BSE Limited**  
P. J. Towers, Dalal Street,  
**Mumbai- 400001**

Dear Sir/Madam,

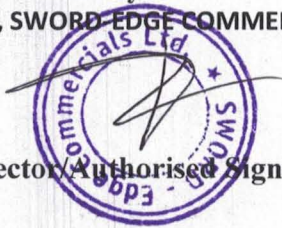
**Sub: Annual Secretarial Compliance Report for the Financial Year 2021-22**

In compliance with **SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019**; please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2022 issued by secretarial auditor Ms. Daksha Negi Practicing Company Secretaries.

You are requested to take the same on your record.

Thanking you,

**Yours faithfully**  
**FOR, SWORD-EDGE COMMERCIALS LIMITED**



**Director/Authorised Signatory**

## ANNUAL SECRETARIAL COMPLIANCE REPORT

*Secretarial compliance report of SWORD-EDGE COMMERCIALS LIMITED for the year ended 31st March, 2022*

I have examined:

- (a) all the documents and records made available to me and explanation provided by M/s.SWORD-EDGE COMMERCIALS LTD ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity: www.swordedgecommercialsltd.in
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **March 31, 2022** ("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;
- 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 to during the review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the Review Period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the Review Period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable during the review period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 up to October 2, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 w.e.f. October 3, 2018;

and circulars/ guidelines/Amendments issued thereunder,

and based on the above examination, thereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable and in the manner prescribed, 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 6(1) of SEBI (LODR) Regulation, 2015	Non-Compliance with requirement to appoint a qualified Company Secretary for quarter ended on December-2021	The Company has not complied as it is looking for a qualified Company Secretary.
2	Regulation 17(1) of SEBI (LODR) Regulation, 2015	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director For quarter ended on December-2021	The company has already complied with the same and appointed independent Woman Director.
3	Regulation 14 of SEBI (LODR) Regulation, 2015	Non-Payment of Annual Listing Fees (ALF) dues to BSE Limited	Company has paid listing fee
4	Regulation 27 of SEBI (LODR) Regulation, 2015	Acknowledgement for sending the notices of the Meeting of the Board, General and Committees meetings are not maintained by the company.  Minutes and Attendance Registers of the Board meeting and General Meeting for the period under review were not available to check.	Notices, Attendance Registers and Minutes book of General meetings, Board meetings and various committee meetings were not available to check/review.
5	Regulation 46 of SEBI (LODR) Regulation, 2015	The listed entity should maintain a functional website containing the required details as specified in the SEBI (LODR) Regulations, 2015 are not available on website of the company	Some information's as per SEBI (LODR) Regulation 2015 are not available/ updated on website 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 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, Practising Company Secretary, if any.
1	BSE Limited	Regulation 6(1) of SEBI (LODR) Regulation, 2015	Levied monetary fines	Company is in searching for a Qualified Company Secretary.
2	BSE Limited	Regulation 17(1) of SEBI (LODR) Regulation, 2015	Levied monetary fines	Company has already complied with the same. And fines were waived off by the BSE Limited.
3	BSE Limited	Regulation 14 of SEBI (LODR) Regulation, 2015- Non-Payment of Annual Listing Fees (ALF) dues to BSE Limited	Warning letter	Company has paid listing fee.
4	BSE Limited	Freezing of promoter demat account for Non-compliance/non-payment of fines for Regulation 6(1)/ for December 2021	Warning letter	Company has not complied with the regulation.

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
Not Applicable				

**Note:**

(a) In period under review financial year 2021-22 the listed entity stock split from 10 Rs each to 1 Rs each w.e.f 18.04.2022.

(b) In period under review financial year 2021-22 the Memorandum of Association of the listed entity has changed as Authorised capital is increased from 11, 00,00,000 to 22,00,00,000 due to issue of bonus shares.

(c) In period under review financial year 2021-22 the listed entity has issued bonus shares in ratio of 1:1 on 04.02.2022

For, Daksha Negi & Associates

Place: Ahmedabad  
Date: 17.05.2022



COMPANY SECRETARIES

*Dakshay*  
[S DAKSHA NEGI]  
Practising Company Secretary  
ACS No: A41607  
C. P. NO.: 20353

UDIN: A041607D000336242