

SEL MANUFACTURING COMPANY LIMITED

Regd Office: 274, Dhandari Khurd, G.T. Road, Ludhiana - 141 014, Punjab, India
Tel: +91-161-7111117, Fax: +91-161-7111118, Website: www.selindia.in
CIN: L51909PB2000PLC023679



SEL/BSE/2019-20

Dtd.: 30.04.2019

The Manager
Bombay Stock Exchange Limited
Floor 25, PJ Towers,
Dalal Street,
MUMBAI
400 001

Dear Sir/Madam

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019
SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019
Scrip Code: 532886 Scrip ID: SELMCL ISIN No: INE105I01012

We are pleased to enclose herewith the Annual Secretarial Compliance Report issued by the practicing Company Secretary for the year ended 31ST March, 2019.

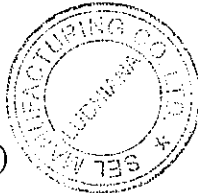
Hope you will find the above in order.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For SEL Manufacturing Company Limited


RAHUL KAPOOR
(COMPANY SECRETARY)



Encl.: As above

P. SHARMA & CO.

COMPANY SECRETARIES

St. No. 13, Dhobiana Road,

Bathinda

PUNJAB 151001

Ph. 98143-04159

E-Mail: pawansharmacs@gmail.com

Secretarial Compliance Report of SEL Manufacturing Company Limited for the year ended 31.03.2019


We, M/s P. Sharma & Co., have examined:

- (a) all the documents and records made available to us and explanation provided by SEL Manufacturing Company Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other relevant documents/filing which has been relied upon to make this certification,

for the year ended 31.03.2019 ("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/ Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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;
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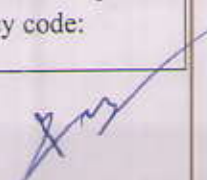
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as applicable

and circulars/ guidelines issued thereunder;

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) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,	The Board of the Company does not consist to have atleast half of the Board of Independent Directors as per the requirement under said clause of the Listing Regulations.	<p>The Company has not been able to appoint/replace new Independent Director(s) within the prescribed time, in place of Independent Director(s) who have resigned earlier from the Board of the Company.</p> <p>(Note: Further, as provided under SEBI (LODR) (Third Amendment) Regulations, 2018, the provisions as specified in Regulation 17 of the SEBI(LODR) Regulations, shall not be applicable during the insolvency resolution process period in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency code:</p>



(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 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	Stock Exchanges	Non-submission of Financial Results in time under Regulation 33 (3) of the SEBI (LODR) Regulations, 2015 for quarter and year ended 31 st March, 2018.	Under Standing Operating Procedure with respect to non-compliance of certain listing regulations, fine was imposed upon the Company by the Exchanges i.e. BSE Ltd. and The National Stock Exchange of India Ltd., respectively.	<p>The Exchanges were informed in respect of interalia the insolvency commencement date, the appointment of the IRP and the period during which the interim resolution professional was required not to take over management of the Company on account of the court orders.</p> <p>Accordingly, it had been requested to the Hon'ble Securities and Exchange Board of India ("SEBI") vide letter dated May 29, 2018 and Disclosure also made to Exchanges in this regard dated May 29, 2018 that extension of time period be allowed for the IRP to take on record the audited results on standalone basis and consolidated basis for the quarter and financial year ending March 31, 2018, which was not acceded to by Hon'ble SEBI.</p>

(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... (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
N.A.	N.A.	N.A.	N.A.	N.A.

Date: 27.04.2019
Place: Bathinda

For: P. Sharma & Co.
Company Secretaries



(Pawan Sharma)
Partner
ACS No. 15148
C.P. No: 12316