



(Under Corporate Insolvency Resolution Process vide Order of Hon'ble NCLT dated 29.05.2020)

December 10, 2020

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. BSE Scrip Code: 519260	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1,G Block Bandra – Kurla Complex Bandra (E) Mumbai- 400051. NSE Scrip Symbol: SANWARIA
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Subject:- Compliance under Regulation 24 (A) of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

Dear Sir/Madam,

Pursuant to Regulation 24 (A) of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015, please find enclosed herewith Secretarial Compliance Report for Sanwaria Consumer Limited duly issued by M/s P.K Rai & Associates, Practicing Company Secretaries, Bhopal for the year ended 31st March, 2020.

We request you to kindly take this information on your records.

Thanking You

For Sanwaria Consumer Limited

Company Secretary



P.K. RAI
M.Com.,L.L.B., FCS

P.K. RAI & ASSOCIATES

PRACTICING COMPANY SECRETARIES

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Ref.: **Secretarial compliance report of SANWARIA CONSUMER LIMITED** Date :
for the year ended 31st March, 2020

I, CS PRAVEEN KUMAR RAI have examined:

- (a) all the documents and records made available to us and explanation provided by SANWARIA CONSUMER LIMITED ("the listed entity"),
 - (b) the filings/ submissions made by the listed entity to the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE),
 - (c) website of the listed entity (<https://www.sanwariaconsumer.com/>),
 - (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 there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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 (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the Review period)
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the Review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the Review period)
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the Review period)
- (i) Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; (Not applicable to the company during the Review

period)0

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 there under, 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 23 (9) Of SEBI (LODR) Regulations, 2015 as amended up to date	The company has not submitted disclosures of Related party transactions to the stock exchanges within 30 days from the date of publication of its standalone and consolidated financial results for the half year ended 30 th September, 2019.	The Company has still not submitted disclosures of Related party transactions to the stock exchanges for the half year ended 30 th September, 2019. Although it has submitted the disclosures of related party transactions to both the stock exchanges i.e. NSE and BSE for the half year ended 31 st March, 2020.
2.	Regulation 47 (1) (a) of SEBI (LODR) Regulations, 2015	The company has not published in the newspaper, the notice of the Board meeting where financial results were discussed.	The Company has submitted this information to NSE and BSE. The Company has partially complied with the regulation.

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3.	Regulation 46 (2) of SEBI (LODR) Regulations, 2015	The company has not disseminated the specified information under a separate section on its website such as code of conduct of Board of Directors and senior management personnel, policy on dealing with related party transactions, contact information of the designated officials who are responsible for handling investor grievances, shareholding pattern etc.	The details of its business have been disseminated by the company on its website. The company has adopted all the policies as required by SEBI (LODR) Regulations but the same has not been disseminated on its website
4.	Regulation 17 (1) (b) of SEBI (LODR) Regulations, 2015	The Company has not complied with the requirement of minimum number of independent directors i.e. at least half of the total number of directors.	As per Regulation 17 (1) (b) of SEBI (LODR) Regulations, at least half of the total number of directors shall be independent directors but currently company has only 2 independent directors.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.

(c) A delay has been observed in complying with the following regulations for the half year ended 31st March, 2020.

- Regulation 7 (3) of SEBI (LODR) Regulations, 2015
- Regulation 23 (9) of SEBI (LODR) Regulations, 2015

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- Regulation 40 (9) and (10) of SEBI (LODR) Regulations, 2015

(d) A delay has been observed in complying with the following regulations for the quarter ended 31st March, 2020.

- Regulation 13 (3) and (4) of SEBI (LODR) Regulations, 2015
- Regulation 27 (2) (a) of SEBI (LODR) Regulations, 2015
- Regulation 33 (a) of SEBI (LODR) Regulations, 2015
- Regulation 55A of SEBI (LODR) Regulations, 2015

(e) 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 there under:

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.	National Stock Exchange of India Limited	According to the letter from NSE dated 2 nd August, 2019, the Company has not made required submission as per listing regulations to the Exchange and/or not paid the fine amount levied for observed non-compliance till date.	The NSE issued a warning letter to the Company that if the Company fails to ensure compliance with identified regulation and/or payment of fines within 7 days from the date of this letter i.e. 9 th August 2019, then the Exchange will initiate freezing of promoter and promoter group holdings as per SEBI circular no. SEBI/HO/CFD/CM D/CIR/P/2018/77 dated May 03, 2019.	The company has made the payment of levied fines.

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

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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 47(1) (a) of SEBI (LODR) Regulations, 2015: The company has not published the notice of the Board meeting where financial results were discussed in the newspaper.	31 st March, 2019	The company has not taken any action regarding this observation.	No comments to offer
2.	Regulation 47 (3) of SEBI (LODR) Regulations, 2015: The company has not submitted to the stock exchange the information specified in Regulation 47(1).	31 st March, 2019	The company has not taken any action regarding this observation.	No comments to offer

Date: 02/12/2020

Place: Bhopal

For P.K. Rai & Associates



CS PRAVEEN KUMAR RAI
M. No.:6313
CP No.: 3779