



Refer: MSL/BSE/NSE/

25 June, 2021

BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: **523371**

National Stock Exchange of India Ltd
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400 051
Scrip Code: **MAWANASUG**

**Sub : Submission of Annual Secretarial Compliance
Report for the Year ended 31st March, 2021**

Dear Sir,

In Compliance with the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Annual Secretarial Compliance Report for the year ended 31st March, 2021 issued by M/s. Nirbhay Kumar & Associates, Company Secretaries.

Thanking you,

Yours faithfully,
For **Mawana Sugars Limited**

(ASHOK KUMAR SHUKLA)
COMPANY SECRETARY
Encl : As Above

MAWANA SUGARS LIMITED

CIN : L74100DL1961PLC003413

Corporate Office:

Plot No. 03, Institutional Area
Sector-32, Gurugram-122 001 (India)
T 91-124-4298000 F 91-124-4298300

Registered Office:

5th Floor, Kirti Mahal, 19, Rajendra Place
New Delhi-110125 (India)
T 91-11-25739103 F 91-11-25743659

E corporate@mawanasugars.com
www.mawanasugars.com





NIRBHAY KUMAR & ASSOCIATES

Company Secretaries

J – 22, Flat No. 4, Rama Park Road, Mohan Garden, Uttam Nagar, New Delhi – 110059

E-mail – nirbhaykumar77@gmail.com Mobile - 9868717020

SECRETARIAL COMPLIANCE REPORT FY 2021

To,
The Board of Directors
Mawana Sugars Limited
5th Floor, Kirti Mahal,
19 Rajendra Place,
New Delhi-110125

We Nirbhay Kumar & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Mawana Sugars Limited (CIN- L74100DL1961PLC003413) (“the listed entity”),
- (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 financial year ended on 31st March 2021 (“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, includes:-

- (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;



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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) SEBI (Depositories and Participants) Regulations, 2018

Note: * No event took place under these regulations during the audit period.

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)(c) Non-compliance: "The board of directors of the top 1000 listed entities (with effect from April 01, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors."	Company has not complied with this regulation.	Company has not appointed six directors on Board. Consequent to this BSE and NSE has imposed penalty on the Company vide different letters. Company has also written several letters for waiver of penalty. However the Company has appointed Mr. Satish Agrawal (Non-Executive & Non-Independent Director) with effect from 09.12.2020 and complied the requirement of SEBI LODR and the same has been communicated to stock exchanges.



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- (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
	BSE and NSE	Regulation 17(1)(c) Non-compliance: <i>"The board of directors of the top 1000 listed entities (with effect from April 01, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors."</i>	BSE vide letter dated 20 th August 2020, 17 th November 2020 and 05 th March 2021 and NSE vide letter dated 20 th August 2020, 17 th November 2020 and 15 th February 2021 has imposed penalties on the Company.	Company vide different letter requested for waiver of penalty. <u>Letters written to BSE</u> 1. Letter dated 4.12.2020 written to BSE for waiver of penalty of Rs. 5,36,900. 2. Letter dated 4.12.2020 written to BSE for waiver of penalty of Rs. 5,42,800. However, the amount has been paid to BSE. 3. Letter dated 8.3.2021 written to BSE for waiver of penalty of Rs. 4,07,100 <i>BSE vide its letter dated 10.5.2021 waived the penalty for quarter ended on 30th June 2020 and 30th September 2020. The amount already paid will be adjusted in subsequent fee/payment payable to BSE.</i> <u>Letter written to NSE</u> 4. Letter dated 4.12.2020 written to NSE for waiver of penalty of Rs. 5,36,900.



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				<p>5. Letter dated 4.12.2020 written to NSE for waiver of penalty of Rs. 5,42,800.</p> <p>6. Letter dated 19.02.2021 written to NSE for waiver of penalty of Rs. 4,07,100.</p> <p>The representations made to NSE for waiver of penalty are still pending.</p>
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(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
Not applicable during the year under review				

Place: New Delhi
Date: 25.06.2021

For Nirbhay Kumar & Associates

Nirbhay Kumar
M. No. 21093
C. P. No.: 7887

UDIN - A021093C000512298

