

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Dt.26.05.2020

Scrip Code:540080

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

Dear Sir/Madam,

With reference to caption subject, we attached herewith the Annual Secretarial Compliance Report for the year ended 31st March,2020

Kindly acknowledge the receipt

For Narayani Steels Limited

Arun Kumar Meher

Arun Kumar Meher.
Company Scretary.



Steel



Coal



Minerals



Import



Export



Logistics



Warehousing



Agriculture



Brokerage



**Secretarial Compliance Report
Of
M/s. Narayani Steels Limited (L27109WB1996PLC082021)
For the year ended 31.03.2020**

I Bharat Chandra Das, Company Secretary in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Narayani Steels Limited (L27109WB1996PLC082021),
- (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 31.03.2020 ("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 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (e) Securities Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993 and circulars/ guidelines issued there under 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
01	MCA/SEBI(LODR) Regulations,2015	Non appointment of a New Independent Director in place of Mr Atul Kumar Saxena who demised in the month of February,2020	Company has been advised to appoint a New Independent Director in place of Mr.Atul Kumar Saxena and it was informed that the process has been initiated.

(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 hereunder:


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.
01	BSE	BSE imposed fine on June 17,2019 for Late submission of Financial Results for the Quarter ended March 2019 (LIST/COMP/540080//Reg.33-Mar-19/99/2019-20)	Fine of Rs.5,900/-	Company paid fine impose by BSE
02	BSE	BSE imposed fine on December 02,2019 for Non-Submission of Financial Results for the Quarter ended September 2019(LIST/COMP/540080//Reg.33-Sep-19/239/2019-20)	Fine of Rs.1,06,200	Company paid fine impose by BSE

(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
NA	NA	NA	NA	NA

For **GOPINATH NAYAK & ASSOCIATES**
Company Secretaries




BHARAT CHANDRA DAS
Partner
M. No: 25843
CP. No: 9834
UDIN: A025843B000278205

Place: Bhubaneswar

Date: 26.05.2020