



Regd. Office : 191, Shahwadi, Narol - Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad.-382405.
Ph : +91-79-30417000, 30017000 Fax : +91-79-30417070 CIN : L17110GJ1988PLC010504
E-mail : info@aarvee-denims.com • Website : www.aarvee-denims.com

Date: 30.07.2020

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| To, The Manager (Listing) The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | To, The Manager (Listing) The National Stock Exchange of India Ltd "Exchange Plaza" Bandra-Kurla Complex Mumbai - 400 051 |
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Company Code: 514274 (BSE)

Company Code: AARVEEDEN (NSE)

SUB: DISCLOSURE OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020.

Dear Sir/Madam,

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated July 20, 2020, please find enclosed herewith the Annual Secretarial Compliance Report of the Company duly certified by the Practicing Company Secretary M/s Tapan Shah & Associates, Ahmedabad, Gujarat for the year ended 31st March, 2020.

You are requested to please take the same on your record and reference.

Thanking you,

Yours faithfully

For, AARVEE DENIMS & EXPORTS LIMITED

SD/-

**Darshak Thaker
(Company Secretary & Compliance Officer)
(M.NO: ACS 46919)**

Encl: Annexure -1

**SECRETARIAL COMPLIANCE REPORT OF AARVEE DENIMS & EXPORTS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

To,
Board of Directors of
Aarvee Denims & Exports Limited
CIN : L17110GJ1988PLC010504
191, Shahwadi,
Nr. Old Octroi Naka,
Narol, Ahmedabad – 382405

I, Mr. Tapan Shah, Practicing Company Secretary have examined:

- a) all the documents and records made available to me and explanation provided by **Aarvee Denims & Exports Limited** (‘the Company’),
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) other documents/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended 31 March, 2020 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 thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

Apart from above, 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, as amended from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:- N.A.



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- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- N.A.
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- N.A.
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- N.A.
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013:- N.A.
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- i) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016:- N.A.
- j) Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008:- N.A.
- k) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003:- N.A.
- l) SEBI (Issue of Sweat Equity) Regulations, 2002:- N.A.
- m) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended from time to time;
- n) SEBI (Depositories and Participant) Regulations, 2018, as amended from time to time ;
- o) SEBI (Investor Protection and Education Fund) Regulation, 2009;

and based on the above information and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the Period under review:

- (a) The Company has generally complied with all the material provisions of the above applicable Regulations and circulars/ guidelines issued thereunder, except :



: 3 :

1. The Company had no woman Director on the Board for the period 10th August,2019 to 14th November,2019
 2. Due to resignation of one of the Independent Director as on 25th October,2019, total Independent Directors on the Board were less than the required 5, during the period from 25th October,2019 till 31st March,2020
 3. The Company had no Company Secretary (KMP) for the period 18th August,2019 to 20th September,2019.
- (b) The Company 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) The Company has prima facie complied with and included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.
- (d) As per the undertaking and declaration given by the Management and concern person, no actions has been taken against the Company/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges, under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (e) No Observations has been issued on the Company in the previous report and so compliance on the observation will not apply to the Company.

Signature: TAPAN RAJANIKANT SHAH
Digitally signed by TAPAN RAJANIKANT SHAH
Date: 2020.06.22 18:17:24 +05'30'

Place: Ahmedabad

Name of Company Secretary : **TAPAN SHAH**

Date: June 22,2020

Membership No. : **FCS4476**

C P No. : **2839**

UDIN : **F004476B000365892**

Note :

Due to restricted movement amid COVID-19 pandemic, I have conducted the Secretarial audit by examining the secretarial records including Minutes, Documents, Registers and



other records, etc., some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to me are the true and correct.

