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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: 24.05.2019

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” 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Mumbai – 400 051

BSE Scrip Code: 514274

NSE SYMBOL: AARVEEDEN

Dear Sir/Madam,

Sub:- Submission of Annual Secretarial Compliance Report for the year ended 31.03.2019
Ref: SEBI circular CIR/CFD/CMPI /27 /2019 dated February 8, 2019

In compliance of Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the company has appointed Mr. Tapan Shah, Practicing Company Secretary, Ahmedabad as Secretarial Auditor of the Company for the financial year ended 31st March 2019.

He had carried out the secretarial audit and submitted Annual Secretarial Compliance Report.

With reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we have enclosed the Annual Secretarial Compliance Report for the year ended 31.03.2019.

We request you to kindly take this on record.

For, Aarvee Denims and Exports Ltd.

Yashaswini Pandey
Company Secretary

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF AARVEE DENIMS & EXPORTS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**

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:

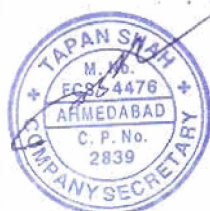
- a) all the documents and records made available to me and explanation provided by **Aarvee Denims & Exports Limited** (the Company),
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) other documents/ filing, as may be relevant, which has been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

for the year ended 31 March, 2019 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.

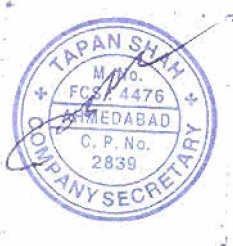


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- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- N.A.
- e) Securities 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.
- n) SEBI (Depositories and Participant) Regulations, 2018 ;

and based on the above information, 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.
- (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.



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- (c) 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.
- (d) No Observations has been issued on the Company, as this is a first report of the Company.

Place: Ahmedabad

Name of Company Secretary : **TAPAN SHAH**Date: 23rd May, 2019Membership No. : **FCS4476**C P No. : **2839**