



**Secretarial Compliance Report of M/s. Elpro International Ltd.
for the year ended 31st March, 2019**

I, Jayshree A. Lalpuria have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s. Elpro International Ltd.** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (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 31st March, 2019 ("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, 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 (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- (g) 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 Audit Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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 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.	Submission of Shareholding pattern under Regulation 31 (1)(c) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of shareholding pattern to BSE Ltd. beyond period of 10 days, after allotment of 31,128,820 Equity Shares of Re. 1/- each on 21 st April, 2018 on Rights basis	The allotment for Rights Issue of 31,128,820 Equity Shares of Re. 1/- each was done on 21 st April, 2018. The shareholding pattern which was required to be submitted within 10 days of allotment i.e. on or before 1 st May, 2018, was submitted on 5 th May, 2018.
2	Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with BSE circular no. LIST/COMP/25/2017-18 dated 27 th March, 2018 (mandatory filing of disclosures under SEBI (Prohibition of Insider Trading Regulation), 2015 in XBRL mode)	Delay in submission of particulars to BSE Ltd. (in XBRL mode) relating to disposal of 15,00,000 Equity Shares of the Company received from Ms. Yamini Dabirwala (promoter of the Company), done on 20 th April, 2018	Ms. Yamini Dabirwala, Promoter of the Company intimated to the Company on 24 th April, 2018 about disposal of 15,00,000 Equity Shares of the Company done on 20 th April, 2018. Disclosure for the same which was required to be submitted by the Company to BSE Ltd. within two trading days of receipt of the disclosure, was made on 28 th May, 2019 (in XBRL mode)

- (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.
NIL				

(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 31 st March,.....	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For JAYSHREE A. LALPURIA & CO.

J. Lalpuria
PROPRIETOR

Signature _____

Name of the Practicing Company Secretary: Jayshree A. Lalpuria

ACS No.: 17629

C P No.: 7109

Place: Mumbai

Date: 30th May, 2019

