



HIND RECTIFIERS LIMITED

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Ref. No. HIRECT/SEC/2019-20/24

25th May, 2019

Corporate Relations Department
BSE Ltd.
1st Floor, New Trading Ring
Rotunda Building, Phiroz Jeejeebhoy
Towers, Dalal Street, Mumbai 400 001

Corporate Listing Department
The National Stock Exchange of India
Ltd.
"Exchange Plaza" 5th Floor, C-1, Block 'G'
Bandra Kurla Complex
Bandra (East) Mumbai 400 051

Security Code No. 504036/HIRECT
Type of Security: Equity

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Ref: SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

Dear Sir/ Madam,

In terms of Clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by Mahesh Soni, (Partner of GMJ & Associates) Practicing Company Secretary and the Secretarial Auditor of the Company.

This is for your information and records.

Thanking you,

Yours faithfully,

For Hind Rectifiers Limited,

Meenakshi Anchlia

Meenakshi Anchlia
(Compliance Officer)



Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF HIND RECTIFIERS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**
(Pursuant to SEBI circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019)

To,
The Board of Directors,
HIND RECTIFIERS LIMITED
Lake Road,
Bhandup West,
Mumbai - 400078.

We, **GMJ & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **HIND RECTIFIERS LTD** ("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 year ended 31.03.2019 ("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;

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...2...

- (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 review period)
- (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; (Not applicable to the company during the review 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 review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (i) Securities and Exchange Board of India (Settlement of Administrative and Civil Proceedings) Regulations, 2014 which is repealed and replaced with Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018;

and circulars/ guidelines issued thereunder;

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
None			

[Cont...3]



...3...

(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
None				

Note: Pursuant to Regulation 10 (5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, the acquirer (Mr. Saurabh Nevatia belonging to Promoter Group) defaulted in making prior intimation to the stock exchanges about the acquisition/transfer of shares, however intimation was made with a delay of 4 days; further the acquirer suo motu applied for settlement under Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and opted for the summary settlement route and paid the settlement amount.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

[Cont...4]



...4...

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				

**This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.*

For GMJ & ASSOCIATES
Company Secretaries



[MAHESH SONI]
PARTNER
FCS: 3706 COP: 2324
PLACE: MUMBAI
DATE: MAY 18, 2019.

