

P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

55F, SantIsher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424

E-Mail: cspsdua@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
PUNJAB CHEMICALS AND CROP PROTECTION LIMITED
FOR THE YEAR ENDED 31.03.2020

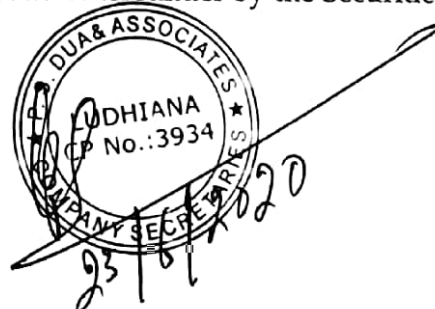
(Pursuant to SEBI Circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by
Securities Exchange Board of India)

To

Punjab Chemicals and Crop Protection Limited
(CIN: - L24231PB1975PLC047063)
Milestone 18, Ambala Kalka Road,
Village & P.O Bhankharpur,
Derabassi, Mohali, PB 140201 IN

I, Pritpal Singh Dua, Practicing Company Secretary (FCS No: - 4552; Certificate of Practice No: - 3934) have examined:

- (a) All the documents and records made available to us and explanation provided by Punjab Chemicals and Crop Protection Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Documents, reports, certificates, produced before us by the Company and information available at the website of Bombay Stock Exchange & National Stock Exchange 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 :
 - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
 - (ii) 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");



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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 - Not Applicable to the Company during the Review Period.
- (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- Not Applicable to the Company during the Review Period.
- (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;

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.



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Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NONE			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) As per the undertaking and declaration given by the Management, no action has been taken against the Company / 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.
- (d) The following are the details of actions taken against the Listed Entity/ its Promoters/ Directors/ Material Subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder as per the information provided to us. **NIL**

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				



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The company has received emails from SEBI dated 08.08.2019 & dated 04.10.2019 pertaining to "Disclosure of material information by M/s Punjab Chemicals and Crop Protection Ltd, in regard to Sale of its Subsidiary". The same has been replied to by the listed entity, vide its emails dated 14.08.2019 and 19.10.2019, respectively.

Pursuant to the emails, the Adjudicating Officer of SEBI has issued a Show Cause Notice to the Company, Managing Director and Director (Operations and Business Development), vide reference no. SEBI/EAD/AA/KL/10923/2020 dated 10th June, 2020 [after the Audit Period] under Rule 4 of the Securities Contracts (Regulations) (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005 read with Section 23E of the SCRA and Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 read with Section 15 HB of the SEBI Act, 1992, for an alleged violation with the certain provisions of Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is in the process of obtaining a legal opinion in this regard from its legal counsel, as per the information provided to us.

- (e) 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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable as no observation was made in the previous report				



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Note: Considering the situation due to pandemic "COVID-19" and lockdown being declared nationwide, the process of the audit has been modified. Some of the books, documents, records, e-forms (forms) and returns, registers, minutes were not verified physically and the same were made available in electronic form and were verified on the basis of the representations received from and made by the management of the Company, its officers, agents and authorized representatives for its accuracy and authenticity. Accordingly, whenever, in the report, words such as "examined", "review", "verification", being stated it should be construed as inclusive of examination, review, verification, of electronic records.

Place: - Ludhiana

Date: = 23.06.2020

Signature: -

Name of Company Secretary in Practice: - P. S. Dua

FCS No. 4552

C P No. 3934

UDIN: F004552B000367739



This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.


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**ANNEXURE A TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020
OF
PUNJAB CHEMICALS AND CROP PROTECTION LIMITED**

- 1) Maintenance of records with reference to the SEBI Act, SCRA and Regulations thereunder is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our audit.
- 2) We have followed the audit practices and procedures as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. We have sought and obtained all the information electronically and explanations, which to the best of our knowledge and belief were necessary for the purposes of our Secretarial Compliance Report. The verifications were done on a random test basis to ensure the correctness of the facts reflected in the records.
- 3) We have obtained the representations from the management of the Company about the compliance of laws, Regulations and occurrence of events.

**Place: - Ludhiana
Date: - 23.06.2020**

Signature: - 
Name of Company Secretary in Practice: - P. S. Dua
FCS No. 4552
C P No. 3934
UDIN: F004552B000367739

