

ENVAIR ELECTRODYNE LTD.



Date: 07/07/2021

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal street, Mumbai 400 001

Scrip Code: 500246

Sub: Annual Secretarial Compliance Report for the financial year 2020-21

Dear Sir/Madam,

In Compliance with SEBI circular no. CIR/CFDCMD1/27/2019 dated February 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2021 issued by our Secretarial Auditor I. U. Thakur, Practicing Company Secretary.

Kindly take the same on your records.

Thanking you,

Your faithfully,

FOR ENVAIR ELECTRODYNE LTD

A handwritten signature in blue ink, appearing to read "Abhimanyu", is written over a horizontal line. The signature is slanted upwards from left to right.

**ABHIMANYU
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Secretarial Compliance Report of **ENVAIR ELECTRODYNE LIMITED** for the year ended
31st March 2021.

To,
ENVAIR ELECTRODYNE LIMITED
(CIN: L29307MH1981PLC023810)
117 GENERAL BLOCK, MIDC BHOSARI
PUNE MH 411026 IN

I, **I.U. Thakur** have examined:

- (a) All the documents and records made available to us and explanation provided by ENVAIR ELECTRODYNE LIMITED ("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 31st March 2021 ("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, **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;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder.

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	Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	The Company has delayed the submission of Financial Results for the Quarter ending 30th June 2020	We observed that the listed entity was required to submit its Unaudited Standalone Financial Results for the Quarter ended June, 2020 with the Exchange by 14th August, 2020. The SEBI vide Circular No. SEBI/HO/CFD/CMD1/CI R/P/2020/140 dated July 29 th , 2020 extended the timeline for submission of financial results under



			Regulation 33 of the LODR Regulations, for the quarter/half year/financial year ended 30th June 2020, to September 15, 2020. The same were submitted on 19th September, 2020. The Company duly intimated the stock exchange regarding the postponement of Board Meeting which was scheduled on 15 th September, 2020 at 4.30 PM because of sad demise of family member of company's accountant due to corona virus and the same was rescheduled to Saturday, 19th September 2020 at 4.30 PM.
2	Regulation 30 SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	The Company has delayed the disclosure of Outcome of Board Meeting within thirty minutes of the conclusion of the Board Meeting	We observed that the Quarterly Financial Statements for the quarter ended on 30 th September 2020 were not intimated to Stock Exchange within time specified under the said Regulation.

(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/our examination of those records.

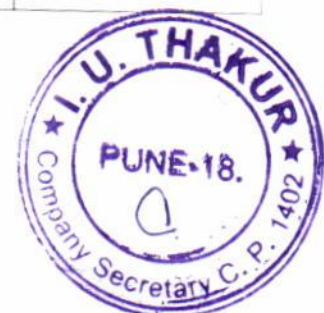
(c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken	Details of Violations	Details of action Taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing company Secretary, if any.
-	-	-	-	-



(d) The listed entity has taken the following actions to comply with the observations made in the 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, 2020	Actions taken by the listed entity, if any.	Comments of the Practicing company Secretary on the actions taken by the listed entity
1.	We observed that, for the quarter ended 31 st June 2019 - the window for trading in the shares of the Company was closed from 09 th July 2019 instead of 01 st July 2019.	As per this regulation read with BSE circular, the 'Trading Window' of the company will remain closed for all designated persons and their immediate relatives from the end of each quarter till the conclusion of 48 hours after the declaration of financial results of such quarter	-	The company has ensured that the window for trading in the shares of the Company shall be closed as per the time prescribed by SEBI Regulation
2.	We observed that the Quarterly Financial Statements for the quarter ended on 30 th September 2019 were uploaded timely as per SEBI Regulations but the statement of cash flow for half year ended on 30 th September 2019 was missed & submitted later on 10 th December 2019.	Reg 30: Events specified in sub-para 4 of PARA A of Schedule III (h. Financial Results) shall be made within thirty minutes of the conclusion of the Board Meeting Reg 33(a): The listed entity shall submit quarterly standalone financial results to the stock exchange within forty-five days of end of each quarter. Reg 33(f): The listed entity shall	-	The company has ensured that the provisions of Regulation 30 shall be duly complied



		also submit as part of its standalone financial results for the half year, by way of a note, statement of cash flows for the half year.		
3.	We observed that the Mr. Jayesh Madhavji Parmar (DIN: 00802843) Director of the Company is disqualified under section 164(2) of the Companies Act, 2013 for a period of five years from 01/11/2018 to 31/10/2023 (As per the List of Disqualified Directors under Drive-III by Goa ROC dated 26th November 2019).	Certificate of Non-Disqualification of Directors	Cessation of Disqualified Director	The Company has passed the Board Resolution dated 31/07/2020 for Cessation of Disqualified Director

Place: Pune
Date: 07th July 2021



I. U. Thakur
I U THAKUR
Practicing Company Secretary
FCS No.2298
C.P. No.1402
Peer Review No:497/2016
UDIN: F002298C000589566

DISCLAIMER: Due to the second wave of COVID -19 pandemic and the lockdown restrictions in the State of Maharashtra, physical examination of documents was not possible; we have therefore relied upon the documents provided by the Company in electronic mode for Audit purpose.