

16<sup>th</sup> July, 2020

To  
The Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
Scrip Code: 509635

The Manager - Listing  
National Stock Exchange of India  
Limited  
Exchange Plaza, 5<sup>th</sup> Floor, 'G' Block  
Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051  
SYMBOL: HINDCOMPOS

Dear Sir,

**Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated 8<sup>th</sup> February 2019; please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 issued by Mr. Manish Baldeva, Practicing Company Secretary.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Hindustan Composites Limited



**Vikram Soni**  
Company Secretary & Compliance Officer  
Membership No. A36705



Encl: As Above

**Regional Sales Offices**

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East : 29, Ganesh Chandra Avenue, Bando House, Room No. 207, 2nd Floor, Kolkata - 700 013. • Tel.: 91-33-2236078 • Fax : 91-33-22360788
West : B-11, Paragon Condominium, 1st Floor, P. B. Marg, Worli, Mumbai - 400 013. • Tel.: 91-22-2495 1355 • Fax : 91-22-2495 1365
North : 401, Rohit House, 3 - Tolstoy Marg, New Delhi - 110 001 • Tel.: 91-11-2331 3845 • Fax : 91-11-23313846
South : New No. 931, Old No. 478, Ramaniyam Citadel Apartment, 2nd Floor, Poonamallee High Road, Arumbakkam, Chennai - 600 106. • Tel : 91-44-2363 3722

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## SECRETARIAL COMPLIANCE REPORT OF HINDUSTAN COMPOSITES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

*[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

We, M Baldeva Associates, Companies Secretaries, Thane, have examined:

- (a) all the documents and records made available to us and explanation provided by Hindustan Composites Limited ("the listed entity");
- (b) the filings and submissions made by the listed entity to the stock exchanges viz., BSE Ltd. (Scrip Code:509635) and National Stock Exchange of India Ltd. (symbol: HINDCOMPOS);
- (c) following websites:
  1. The listed entity i.e. [www.hindcompo.com](http://www.hindcompo.com);
  2. The BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and
  3. The National Stock Exchange of India Ltd. i.e. [www.nseindia.com](http://www.nseindia.com)
- (d) other documents or reports filed with the aforesaid stock exchanges from time to time.

for the year ended 31<sup>st</sup> March, 2020 ("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 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 during the review period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable during the review period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable 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 during the review period)**;

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and
- (j) The Depositories Act, 1996 and the Regulations and Bye-laws framed 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, circulars and guidelines issued thereunder, except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Company to issue certificates within thirty days of the date of lodgment for transfer, sub-division, consolidation renewal, exchange or endorsement of calls/allotment monies as specified under provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	One request for transfer / transmission of shares and issue of duplicate share certificate was not processed within the stipulated time as specified under Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company has delivered equity share certificates within 30 days of receipt thereof lodged for transfer, sub-division, consolidation, renewal, exchange as specified under Regulation 40 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, <i>except delay in one case</i> . However, same was processed subsequently within time line and in accordance with the procedure provided under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated 06.11.2018.

- (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 our examination of those records.
- (c) The following is the detail of action 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.
1.	BSE Ltd.	Non-Submission of the financial results (consolidated) for the quarter ended June 2019 to BSE Ltd. within specified time.	Fine of Rs. 75,000 + 18% GST	The BSE vide its circular no LIST/COMP/30/2019-20 dated September 26, 2019 subsequently clarified that the Company is required to submit consolidated financial results from the quarter ending September 30, 2019, and not from the quarter ended June 30, 2019, accordingly the Company was not required to pay any fine as imposed.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports – **Not Applicable, as no observations were made in previous report for the financial year ended 31<sup>st</sup> March 2019.**

*Note: In the wake of COVID-19 pandemic outbreak, the Company provided documents maintained by it by electronic means for my audit and I could not verify the original documents physically. However, the management of the Company has confirmed that all documents provided by electronic means are true and correct copies of original documents.*

For **M Baldeva Associates**  
Company Secretaries

MANISH KUMAR BALDEVA  
Digitally signed by MANISH KUMAR BALDEVA  
Date: 2020.06.29 16:25:13 +05'30'

**CS Manish Baldeva**  
Proprietor

M. No. FCS 6180 C. P. No. 11062  
UDIN: F006180B000398275

Place : Thane  
Date: 29<sup>th</sup> June, 2020