

SHEKHAWATI POLY-YARN LIMITED

Date: 29th July, 2020

To,

The Listing Department BSE Limited P. J. Towers, Dalal Street, Mumbai – 400 001 Fax : 02222722037 Email : corp.relations@bseindia.comp Scrip Code: 533301	The Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Fax : 02226598237/38 Email : cmlist@nse.co.in Scrip Symbol: SPYL
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Sub : Certificate under Regulation 24A of the LODR (Listing Obligations and Disclosure Requirements) Regulations, 2018 for the year Ended on 31.03.2020

Dear Sir/Madam,



Please find enclosed herewith the Certificate for Annual Secretarial Compliance Report received from GMJ & Associates, Company Secretaries under Regulation 24A of the LODR (Listing Obligation and Disclosure Requirements) Regulations, 2018 for the year Ended on 31.03.2020.

Kindly take it on your record and oblige.

Thanking You,

Yours truly,

For Shekhawati Poly-Yarn Limited



Meena Agal
Company Secretary & Compliance Officer

SECRETARIAL COMPLIANCE REPORT OF SHEKHAWATI POLY-YARN LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020

To,
The Members,
Shekhawati Poly-Yarn Limited
Plot No. 185/1, Naroli Village,
Near Kanadi Phatak,
Dadar & Nagar Haveli- 396 235

We, **GMJ & Associates, Practicing Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Shekhawati Poly-Yarn 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, 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");



[Cont...2]

... 2 ...

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 (Buy-Back 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;
- j) 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 circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



[Cont...3]

(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.	Disclosure under Regulation 23(9) of the SEBI (LODR) Regulations, 2015 relating to disclosure of Related Party Transactions.	Disclosure was made beyond 30 days from the date of publication of the standalone financial results of the Company for the half year ended 31 st March, 2019.	--
2.	Intimation for Closure of Trading Window as per SEBI (Prohibition of Insider Trading) Regulations, 2015.	Intimation for the quarter ended 30 th June, 2019 was filed on 9 th July, 2019.	--
3.	Outcome of the Board Meeting under Regulation 30 of the SEBI (LODR) Regulations, 2015.	Outcome of the board meeting held on 14 th November, 2019 was given to BSE Limited beyond 30 minutes from conclusion of the board meeting.	Outcome could not be submitted within the prescribed time limit due to some technical glitch with the website of BSE Limited at that particular point in time, however, the Company had acted diligently and the same was submitted with National Stock Exchange of India Limited within 30 minutes of conclusion of the board meeting.

(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 our examination of those records.

[Cont...4]



(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, 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				

Compliance with appointment / re-appointment of Statutory Auditor:

SEBI vide Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 stated that "the listed entity/ material subsidiary shall ensure that the conditions as mentioned in 6(A) and 6(B) of the said Circular are included in the terms of appointment of the statutory auditor at the time of appointing/re-appointing the auditor. In case the auditor has already been appointed, the terms of appointment shall be suitably modified to give effect to 6(A) and 6(B) above.

We hereby certify that, during the Review Period the listed entity has complied with the provisions of the above circular by suitably modifying the terms of appointment of statutory auditors, who have already been appointed.

For GMJ & ASSOCIATES
Company Secretaries

Maheshwari

[CS PRABHAT MAHESHWARI]
PARTNER
M. No. : FCS 2405
COP No.: 1432
UDIN: F002405B000398779



PLACE: MUMBAI
DATE: 29TH JUNE, 2020