



Refer: MSL/BSE/NSE/

27 May, 2019

BSE Limited  
25th Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
Scrip Code: **523371**

National Stock Exchange of India Ltd  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai 400 051  
Scrip Code: **MAWANASUG**

**Sub : Submission of Annual Secretarial Compliance Report for the Year ended 31st March, 2019**

Dear Sir,

In Compliance with the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Annual Secretarial Compliance Report for the year ended 31st March, 2019 issued by M/s. Nirbhay Kumar & Associates, Company Secretaries.

Thanking you,

Yours faithfully,

**(ASHOK KUMAR SHUKLA)**  
**COMPANY SECRETARY**

Encl: as above.

**MAWANA SUGARS LIMITED**

CIN : L74100DL1961PLC003413

**Corporate Office:**

Plot No. 3 , Institutional Area  
Sector-32, Gurgaon-122 001 (India)  
T 91-124-4298000 F 91-124-4298300

**Registered Office:**

5th Floor, Kirti Mahal, 19 Rajendra Place  
New Delhi-110 125 (India)  
T 91-11-25739103 F 91-11-25743659

E corporate@mawanasugars.com  
www.mawanasugars.com





SECRETARIAL COMPLIANCE REPORT OF

MAWANA SUGARS LIMITED

FOR THE YEAR ENDED AS ON 31<sup>ST</sup> MARCH 2019

We Nirbhay Kumar & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Mawana Sugars 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 on 31<sup>st</sup> March 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, includes:-

- (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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- (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;
- (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;
- (g) \*Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulations, 2018

Note : \* No event took place under these regulations during the audit period.

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
1	As per Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the listed entities shall have at least one Woman Director on the Board of Directors.	The Company was in non-compliance with appointment of woman director for 146 days during the financial year 2018-19 due to resignation of Mrs. Parmjit Kaur w.e.f. 02.05.2018.	The Company has appointed Mrs. Manju Vira Gupta as Independent Woman Director w.e.f. 26.12.2018.

(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 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
1.	BSE and NSE have imposed penalty on the company in pursuance of SEBI Circular no.SEBI/HO/CFD/CMD/CIR/P/2018/77 dated 03.05.2018 for the quarter ended on 30.09.2018 (for 60 days) & 31.12.2018 (for 86 days)	Non-compliance of regulation 17(1) of SEBI (LODR), 2015 pertaining to Non-appointment of Independent Woman Director.	BSE and NSE vide their letter dated 31.10.2018 & 05.11.2018 respectively have impose a fine of Rs.354000/- (including GST). for Non-compliance for 60 days the quarter ended 30.09.2018.  Further, BSE and NSE have also vide their letter dated 31.01.2019 have impose a fine of Rs.507400 (including GST) for Non-compliance of 86 days for the quarter ended on 31.12.2018.	The Company has paid the penalty imposed by BSE & NSE and complied by provisions of SEBI (LODR), 2015

(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 (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
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This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports is not applicable.

Place: New Delhi  
Date: 26/05/2019

for Nirbhay Kumar & Associates

*Nirbhay Kumar*  
26.05.2019

Nirbhay Kumar  
M. No. 21093  
C P No.: 7887

