

SIL/CS/2019-2020/17

30<sup>th</sup> May 2019

To,  
Listing Manager,  
Department of Corporate Services  
Bombay Stock Exchange  
P. J. Towers, Dalal Street,  
Mumbai – 400001

**Scrip Code: 532841**

**Subject:** Submission of Secretarial Compliance Report for the year ended on March 31, 2019

Dear Sir/Madam,

Pursuant to Regulation 24 (A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith the Secretarial Compliance Report for the financial year ended on March 31, 2019, issued by M/s. Suvir Govind Saraf, Practicing Company Secretary (C.P. No. 11409).

Kindly take the same on record and note the compliance.

Thanking you,

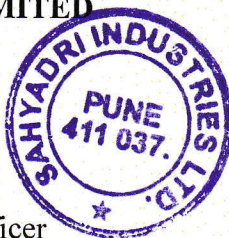
Yours faithfully,

**FOR SAHYADRI INDUSTRIES LIMITED**



**Prasad Zinjurde**

Company Secretary & Compliance Officer



SECRETARIAL COMPLIANCE REPORT OF SAHYADRI INDUSTRIES LIMITED.  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

To,

Sahyadri Industries Limited

39/D Gultekdi J N Marg

Pune.

I, Suvir Govind Saraf, have examined:

- a) all the documents and records made available to me and explanation provided by Sahyadri Industries 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 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, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
- b) Securities and Exchange Board of India -(Issue of Capital and Disclosure Requirements), Regulations, 2009 (till 8<sup>th</sup> November 2018) and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 effective from 09<sup>th</sup> November, 2018 (not applicable to the listed entity during the Review Period);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (not applicable to the listed entity during the Review Period);





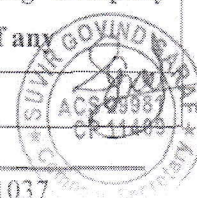
- d) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (till 10<sup>th</sup> September, 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 effective from 11<sup>th</sup> September, 2018 **(not applicable to the listed entity during the Review Period)**;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the listed entity during the Review Period)**;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the listed entity 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 listed entity during the Review Period)**;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client to the extent of the securities issued **(not applicable to the listed entity during the Review Period)**;
- i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- j) 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, 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.	Nil	Nil	Nil

- (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 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.	Nil	Nil	Nil	Nil

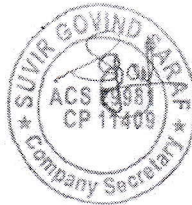


(d) The listed entity has taken the following actions to comply with the observations made in previous reports: NA for this year

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
1.	NA	NA	NA	NA

Place: Pune

Date: May 29, 2019



A handwritten signature in black ink, appearing to read 'Saraf', with a horizontal line extending to the right.

Suvir Saraf

M No.29981

C.P. No. 11409