

June 2, 2020

To,  
The Secretary  
BSE Limited  
Security Code - 517385

To,  
The Secretary  
National Stock Exchange of India Limited  
Symbol - SYMPHONY

**Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2020**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith an Annual Secretarial Compliance Report issued by M/s. SPANJ & Associates, Company Secretaries for the financial year ended March 31, 2020.

Kindly take the above on your record.

Thanking you,

Yours Truly,  
**For, Symphony Limited**

**Mayur Barvadiya**  
**Company Secretary**

Enc. As above

Email: [companysecretary@symphonylimited.com](mailto:companysecretary@symphonylimited.com)

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**Company Secretaries**  
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**SECRETARIAL COMPLIANCE REPORT OF**  
**SYMPHONY LIMITED**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

I, Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries in Practice having office at TF/1, Anison Bldg, 3rd Floor, State Bank of India Lane, Swastik Soc., Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009 have examined:

- (a) all the documents and records made available to us and explanation provided by the Company, its officers, agents and authorized representatives in electronic form in online system due to lockdown on account of COVID 19 during the conduct of the Audit of **SYMPHONY LIMITED** having its registered office at "Symphony House", 3<sup>rd</sup> Floor, F. P. 12, T. P. 50, Off S. G. Highway, Bodakdev, Ahmedabad - 380059, Gujarat, India ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

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 whichever were applicable to the company during the year, have been examined, include:-



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- (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 **(No events during the year);**
- (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 **(No events during the year);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(No events during the year);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(No events during the year);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(No events during the year);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

However, it has been observed that there were no events requiring compliance under the regulations covered under para (b), (d), (e), (f) and (g) mentioned hereinabove.

Based on the above examination, We hereby report that, during the Review Period:

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- (a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder which were applicable to the company *except as mentioned in Clause (c)*.
- (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 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.
01	BSE Ltd. And National Stock Exchange of India Ltd.	Delay in furnishing prior intimation about meeting of Board of Directors under Reg 29 (2) / (3) of SEBI (LODR)	Fine of Rs.10,000 imposed by each stock exchange aggregating to Rs.20,000/-	As informed to us, the Company had clarified its stand vide its letter dated June 24, 2019 addressed to both exchanges, that Outcome of Board Meeting dated May 22, 2019 in respect to buy back of shares was merely an expression of interest by the Board and not a

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				<p>buy back proposal. Further it was stated in the said announcement that price, exact quantum and other details shall be decided by the Board in their ensuing Meeting(s) and hence prior notice was not required.</p> <p>However, the Company has paid the amount to both stock exchanges.</p>
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(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
NIL				

Date: 29<sup>th</sup> May, 2020  
Place : Ahmedabad



Sign: Ashish C Doshi  
**ASHISH C DOSHI, PARTNER**  
**SPANJ & ASSOCIATES**  
Company Secretaries  
ACS/FCS No.: F3544  
COP No.: 2356  
P R Certi No. : 702/2020  
UDIN : F003544B000297024