

**Date: 30.05.2019**

To,  
The Dy. Gen. Manager,  
Corporate Relationship Dept.,  
BSE Limited  
PJ Tower, Dalal Street,  
Mumbai-400001  
Equity Scrip Code: 533006

**Dear Sir,**

**Sub: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2018-2019.**


Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019. Please find attached Annual Secretarial Compliance Report of the Company for the Financial Year 2018-19 issued by M/s. Roy Jacob & Co., Practicing Company Secretary.

Kindly take the same on your record.

Thanking You,

**Yours Faithfully,**

**For Birla Cotsyn (India) Limited,**

  
(Vipin Varkhawat)  
Chief Financial Officer



**Encl: As Above.**



**Secretarial Compliance Report**

of

**BIRLA COTSYN (INDIA) LIMITED**

For the year ended 31/03/2019

We, Roy Jacob & Co, Company Secretaries, having our office at 207, Anjani Complex, Periera Hill Road off Andheri-Kurla Road, Nr. WEH Metro Station, Andheri-East, Mumbai-400099 have examined:

- (a) all the documents and records made available to us and explanation provided by **BIRLA COTSYN (INDIA) 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,

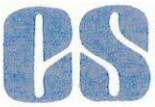
for the year ended 31/03/2019 ("Review Period") in respect of compliance with the provisions of :

- (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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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;

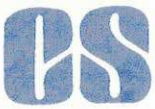
and based on the above examination, I/We hereby report that, during the Review Period:

- (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	Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	Delayed by 40 days for filing for the Quarter ended 31/12/2018.	Nil
2.	Regulation 31(1) of SEBI (LODR) Regulations, 2015	Delayed by 35 days for filing for the Quarter ended 31/12/2018	Nil
3	Regulation 23(1) of SEBI (LODR) Regulations, 2015	Has not formulated policy on related party transactions	Nil
4	Regulation 30(4) of SEBI (LODR) Regulations, 2015	Has not framed the policy for determination of materiality.	Nil

- (b) The Hon'ble National Company Law Tribunal had admitted a petition under section 7 of the Bankruptcy and Insolvency Code, 2016 and appointed Insolvency Resolution professional under the provisions of IBC Code, 2016.
- (c) The Company had defaulted in repayment of public deposits and on application by the company National Company Law Tribunal by an order dated 27th January 2016 rescheduled the payment. However the Company has not repaid the amounts in compliance with the NCLT order.
- (d) 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.





- (e) 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	NA	NA	NA	NA

- (f) 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	Observation mad 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 on the action taken by the listed entity
1	NA	NA	NA	NA

Place: Mumbai  
Date : 30/05/2019



For Roy Jacob & Co,  
Company Secretaries

  
(Roy Jacob)  
Proprietor  
FCS No. 9017  
COP No.: 8220