

**SECRETARIAL COMPLIANCE REPORT OF KHATOR FIBRE & FABRICS  
LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

We, M/s. P. P. Shah & Co., Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by Khator Fibre & Fabrics 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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018;
- (e) SEBI (Share Based Employee Benefits) Regulations, 2014;
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;



(h) SEBI (Prohibition of Insider Trading) Regulations, 2015;

(i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars / guidelines issued thereunder; 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.	Reg. 6(1) of SEBI (LODR) Regulations, 2015	The Company has not appointed Company Secretary as Compliance Officer.	The Company has filed reply to BSE Ltd. for waiver of fine imposed by BSE Ltd.
2.	Reg. 31 of SEBI (LODR) Regulations, 2015	The Company has late filed its Shareholding Pattern for the quarter ended 31 <sup>st</sup> March, 2018.	The Company have paid the necessary fine to BSE Ltd. for late filing of Shareholding pattern.
3.	Reg. 33 of SEBI (LODR) Regulations, 2015	The Company has late filed its Financial Results for the quarter ended 31 <sup>st</sup> March, 2018.	The Company have paid the necessary fine to BSE Ltd. for late filing of Financial Results.
4.	Chapter IV regarding compliance with Corporate Governance provisions as per Reg. 15(2) of SEBI (LODR) Regulations, 2015	The Company is voluntarily complying with the compliance of Corporate Governance and for some of the clauses, the Company is eligible for exemption.	The non-compliance of some of the clauses of corporate governance, the Company is eligible for exemption under Reg. 15(2) of SEBI (LODR) Regulation, 2015.
5.	Reg. 46 of SEBI (LODR) Regulations, 2015	The Company has not disclosed the details required in its website.	The Company has not complied with posting of Annual Reports, Quarterly Results and Shareholding Pattern.
6.	Reg. 19(1) and (2) of SEBI (LODR) Regulations, 2015	The constitution of Nomination and Remuneration Committee is not as per the Reg.	The Company has filed reply to BSE Ltd. on 18 <sup>th</sup> April, 2019 that under Reg. 15(2), the Company



		19(1) and (2)	is eligible for exemption under Reg. 19(1) and (2). Accordingly, the said fine is not payable but the confirmation from BSE Ltd. is pending.
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- (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.
1.	BSE Ltd.	Non appointment of Company Secretary as Compliance Officer	Fine of Rs. 92,000 + 18% GST for the quarter ended 31 <sup>st</sup> December, 2018	The Company has requested BSE Ltd. to waive the fine but BSE Ltd. has rejected the request. Till date, the Company has not paid the fine.
2.	BSE Ltd.	Late filing of Shareholding Pattern for quarter ended 31 <sup>st</sup> March, 2018	Fine of Rs. 4,000 + 18% GST for the quarter ended 31 <sup>st</sup> March, 2018	The Company has paid the fine.
3.	BSE Ltd.	Late filing of Financial Results for quarter ended 31 <sup>st</sup> March, 2018	Fine of Rs. 5,000 + 18% GST for the quarter ended 31 <sup>st</sup> March, 2018	The Company has paid the fine.
4.	BSE Ltd.	Non-compliance with the constitution of Nomination and Remuneration Committee	Fine of Rs. 1,84,000 + 18% GST for the quarter ended 31 <sup>st</sup> December, 2018	The Company has filed reply to BSE Ltd. on 18 <sup>th</sup> April, 2019 that under Reg. 15(2), the Company is eligible for exemption under Reg. 19(1) and (2). Accordingly, the said fine



				is not payable but the confirmation from BSE Ltd. is pending.
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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
<i>The Secretarial Compliance Report was introduced by the SEBI vide Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 from the financial year 2018-19. Accordingly, this being the first financial year of applicability of this Report, the previous year's comparative information is not available. Hence, this information is not provided.</i>				

Place: Mumbai

Date: 14<sup>th</sup> May, 2019



Signature: Pradip C. Shah

**Pradip Shah**  
**For P. P. Shah & Co.,**  
**Practising Company Secretaries**  
**FCS No. 1483, C P No.: 436**