



Neelesh Gupta & Co.

COMPANY SECRETARIES

**Secretarial compliance report of Hind Syntex Limited
for the year ended 31st March, 2019**

I C.S. Neelesh Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Hind Syntex Limited (hereinafter called "the listed entity"), having its registered office at Plot No. 2,3,4 and 5 Industrial Growth Centre Kurawar Rajgarh MP 465667 IN
- (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 31st March, 2019 (hereinafter referred as "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;
 - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- and circulars/ guidelines issued thereunder;

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
	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.	NSE LETTER NO. NSE/LISTCOMP/46977 DATED 17TH JULY, 2018 Non-Compliance observed in CG Report submitted under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Composition of Board of Directors (Regulation 17), Reason: No Women Director on Board of the Company	NIL	Company has filed reply to the NSE vide Letter dated 18th July, 2018 clarifying The Women Director has resigned in the Board Meeting dated 30th May, 2018. We are looking for a Woman director to avoid such non-compliance and the same will be complied at the earliest. Company has appointed Women Director on 08th February, 2019. As per Rule 3 of Companies (Appointment & Qulaification of Directors) Rules, 2014 in case of intermittent vacancy of Woman director shall be



				<p>filled by the Board at the earliest but not later than immediate Board meeting or three months from the date of such vacancy whichever is later.</p> <p>In this case company has delayed appointment of woman director</p>
2.	<p>NSE LETTER NO. NSE/LISTCOMP/46977 DATED 17TH JULY, 2018 Non-Compliance observed in CG Report submitted under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	<p>Meeting of Committees (Regulation 18(2)(a)), Reason: Gap between meetings exceeds 120 days</p>	NIL	<p>Company has filed reply to the NSE vide Letter dated 18th July, 2018 clarifying</p> <p>The Gap between the meeting does not exceed 120 days because the date of the meeting of the Committee in the relevant quarter is 30/05/2018 and date of meeting in the previous quarter is 05/02/2018. The gap between these two dates is 113 days which is within the specified limit of 120 days. The date of meeting of the Committees in the relevant quarter, i.e. 30/05/2018 was entered but it is not showing in the report submitted to NSE</p>



(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	NIL	NIL	NIL

Date: 27/05/2019
Place: Indore

For Neelesh Gupta & Co.
Company Secretaries


CS. Neelesh Gupta
Proprietor
C.P. No.6846

