

**Secretarial compliance report of Fine Organic Industries Ltd for the year ended 31<sup>st</sup> March 2019**

To,  
The Members,  
Fine Organic Industries Limited,  
Fine House, Anandji Street, Off. M G Road,  
Ghatkopar (E), Mumbai - 400077.

We have conducted the issuance of the annual secretarial compliance report of the applicable statutory provisions and the adherence to good corporate practices by **Fine Organic Industries Limited**, (hereinafter called the company). This Annual Secretarial Compliance Report was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and based on Internal Audit Reports, returns filed, Statutory Auditor's Report, Audited & signed Annual Accounts for financial year ended 31<sup>st</sup> March 2019, Director's Report for the financial year ended 31<sup>st</sup> March 2019 and other records maintained by the Company and also the information provided by the Company, its Company Secretary, Compliance Officer, Board of Directors, its officers, agents and authorized representatives as well as the Management Representations and Management Certifications made by the Company during the conduct of annual secretarial compliance report, based on the certificates & reports received from the Registrar & Transfer Agent, based on the certificate received for the share capital reconciliation audit and based on the certificate received in respect of transfer of shares; we hereby report that in our opinion & as per our understanding & belief, the company has, during the period covering the financial year ended on 31<sup>st</sup> March 2019 generally complied with the statutory provisions as mentioned hereunder, in the manner and subject to the reporting made hereinafter:

We have examined:

- a) all the documents and records made available to us and explanation provided by **Fine Organic Industries Ltd**,
- 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** 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, wherever applicable;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever applicable;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, Not Applicable during the financial year under review;
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Not Applicable during the financial year under review;
  - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Not Applicable during the financial year under review;
  - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013, Not Applicable during the financial year under review;
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, wherever applicable;
- and circulars/ guidelines issued thereunder;

and based on the above examination and based on our examination of the books, papers, minute books, forms and based on Internal Audit Reports, returns filed, Statutory Auditor's Report, Audited & signed Annual Accounts for financial year ended 31st March 2019, Director's Report for the financial year ended 31st March 2019 and other records maintained by the Company and also the information provided by the Company, its Company Secretary, Compliance Officer, Board of Directors, its officers, agents and authorized representatives as well as the Management Representations and Management Certifications made by the Company during the conduct of annual secretarial compliance report, based on the certificates & reports received from the Registrar & Transfer Agent, based on the certificate received for the share capital reconciliation audit and based on the certificate received in respect of transfer of shares; 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.



- (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/our examination of those records.
- (c) There are no 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.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable during the financial year under review.

For Ks & Associates,  
Company Secretaries

*Kartik*  
29.5.19

Kartik Shah  
C.P. No. 5163  
Membership No. 5732  
Place: Mumbai  
Date: 29.05.2019

