

MR & Associates
Company Secretaries
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SECRETARIAL COMPLIANCE REPORT
OF
SHALIMAR WIRES INDUSTRIES LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020
[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]

To,
The Members,
Shalimar Wires Industries Limited
25, Ganesh Chandra Avenue,
Kolkata 700013

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **Shalimar Wires Industries 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 on 31st 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;

- (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; - **Not Applicable for the period under review**
- (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; -**Not Applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable for the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable for the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable for the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016;

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 30 (read with Schedule III) & 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Few intimations delayed	The Company shall take utmost care in future.

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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 my/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 vide email dated 15.10.2019	Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Late submission of annual report for the Financial Year ended 31.03.2019.	The Company has made the payment of fine for delayed submission of Annual Report of the Company for Non-Compliance under Regulation 34 the said regulation.	The Company shall take utmost care in future.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **N/A**

(e) The listed entity had suitably modified the terms of appointment of statutory auditors in terms of Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

(f) As stated by the Company, the disclosure of related party transactions under Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not required as there being no such major transactions.

(g) The listed entity had received notices from BSE via email levying fine for delay in compliance with Regulation 13(3), 17(1), 18(1), 19(1), 19(2), 20(2), 21(2), 27(2) and 31 in the month of June' 2020 for which the Company had replied with suitable explanations to the Stock Exchanges for delay due to COVID 19 pandemic situation and the matter is pending to resolve.



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(h) Due to the impact to pandemic situation caused by COVID-19, the disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI circular - SEBI/HO/CFD/CMD1/CIR/P/2020/84 May 20, 2020 had been intimated to Stock Exchange on 24.07.2020.

(i) The trading window is closed for designated employee and closed relatives from the end of every quarter till 48 hours after the declaration of financial results pursuant to Schedule B (point 4) of SEBI (Prohibition of Insider Trading) Regulations 2015 as amended and the company has been advised to intimate the Stock Exchange before the end of each quarter.

Place : Kolkata

Date : 28.07.2020

For M R & Associates
Company Secretaries



Partner

C P No.: A34974

UDIN : A034974B000515951

Note : The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended across the country to contain the spread of the virus. Due to COVID-19 pandemic impact, the documents were obtained through electronic mode and verified with requirements. It is further stated that due to the pandemic situation cause by COVID-19, few intimations to Stock Exchanges under relevant SEBI Regulations other than those reported above were done, which were within the extension period granted by such regulatory authorities.