



# Smruthi Organics Limited

---

Date: 12-05-2021

To

Corporate Relation Department

BSE Limited

P. J. Tower, Dalal Street,

Mumbai – 400 001.

To

Listing Department

Metropolitan Stock Exchange of India Ltd

4th floor, Vibgyor tower,

Opposite Trident Hotel

Bandra-Kurla Complex, Mumbai - 400098

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2021**

Please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2021, issued by H. R. Thakur, Practising Company Secretaries and Secretarial Auditor of the Company.

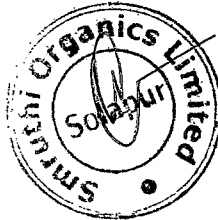
This is for your information and record.

Thanking you,

Yours Faithfully,

**For Smruthi Organics Limited**

*Urvashi*  
Urvashi D. Khanna  
Company Secretary & Compliance Officer




**Secretarial Compliance Report of Smruthi Organics Ltd for the year  
ended 31st March, 2021**

I, Hemantkumar.R.Thakur, Practising Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by Smruthi Organics Ltd (CIN: L24119PN1989PLC052562) ("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, 2021 ("Review Period") in respect of compliance with the provisions of: -
  - a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - b) 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 *except for remarks as mentioned in point j (a) and j (c) below;*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  
**H. R. THAKUR**  
F.C.S. 2090 C.P. 3193

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - (Not Applicable during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - (Not Applicable during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - (Not Applicable during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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 there-under, 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 295(1) of SEBI ICDR Regulations, 2018	Delay in implementation of bonus issue within two months as provided under regulation 295(1) of SEBI (ICDR) Regulations, 2018	Company has paid necessary fine to BSE Ltd and MSEI Ltd for delay of 10 days in



**H. R. THAKUR**  
F.C.S. 2090 C.P. 3193

			implementation of bonus issue. The Company has also received Trading Approval from the above stock exchanges.
--	--	--	--

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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 the Stock Exchange (BSE Ltd and MSEI Ltd) (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	Regulation 295(1) of SEBI (ICDR) Regulations, 2018	Fine imposed: Rs 2,21,023.60/-	Fine has already been paid by the company
2.	Metropolitan Stock Exchange of India Limited	Regulation 295(1) of SEBI (ICDR) Regulations, 2018	Fine imposed: Rs 2,21,023.60/-	Fine has already been paid by the company


(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Fine imposed by Metropolitan Stock Exchange of India Limited (MSEI) under Regulation 44(3) of SEBI (LODR) Regulations, 2015	FY 2019-2020: Regulation 44(3) of SEBI (LODR) Regulations, 2015 Fine imposed: Rs 11,800/-	Fine of Rs.11,800/- has already been paid by the company to MSEI Ltd.	Company paid the fine to MSEI Ltd.

Place: Mumbai

Date: 23<sup>rd</sup> April, 2021

UDIN: F002090C000168731

  
**H. R. THAKUR**  
F.C.S. 2090 C.P. 3193