

Date: 22-05-2023

To Corporate Relation Department **BSE** Limited P. J. Tower, Dalal Street. Mumbai - 400 001.

To Listing Department Metropolitan Stock Exchange of India Ltd Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai – 400070

Scrip Code: 540686

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2023

Please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2023, 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

Company Secretary & Compliance Office



REGISTERED &

: 'BALAJI BHAVAN' 165-A, RAILWAY LINES, SOLAPUR-413 001. (INDIA) ■ PHONE: 0091-217-2310267, 2310367

CORPORATE OFFICE

MUMBAI OFFICE: PH.: 022-24129211

FACTORY

: UNIT II : PLOT NO. A-27, M.I.D.C. CHINCHOLI, TAL. MOHOL, DIST. SOLAPUR - 413 255. (INDIA)

PHONE: 0217-2357771, 2357772, 774,775 ■ VISIT US: www.smruthiorganics.com

E-mail: eaga@smruthiorganics.com ■ CIN:- L24119PN1989PLC052562

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Secretarial Compliance Report of Smruthi Organics Ltd for the year ended on 31st March, 2023

- I, Hemantkumar. R. Thakur, Practising Company Secretaries, have examined:
- (a) all the documents and records made available to us 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 certificate, for the year ended 31st March, 2023 ("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
 - 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(Not Applicable during the review period);
- (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 during the review period);

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- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(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 Securities) Regulations, 2021 (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 (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

(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:

guidelines issued there-under, except in respect of matters specified below.										
Sr.	Com-	Regu	Deviati	Action	Type	Details	Fine	Obser-	Man-	Re-
No	pliance	latio	ons	Taken	of	of	Amou	vation	age-	mark
	Require	n/		by	Actio	Violatio	nt	s/	ment	s
	ment	Circu			n	n		Remar	Re-	
	(Regu-	lar						ks of	spons	
	lations/	No.						the	e	
	circular							Practic		
	s/							ing		
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	lines							ny		
	includi							Secret		
	ng							ary		
	specific									
	clause)									
Nil										

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Com-	Regu-	Deviati	Actio	Typo	Details	Fine	Obser	Manag	Do
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	е	/		Taken	Actio	Violati	oun	/	Re-	
	Requir	Circul		by	n	on	t	Remark	sponse	
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	lines							-		
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	Nil									
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In Addition to the above the following affirmations are being provided hereunder:

Sr.	Particulars	Compliance	Observations
No.		Status	
(a)	Secretarial Standards:	Yes	
	The compliances of the listed entity are in		
	accordance with the applicable Secretarial		
	Standards (SS) issued by the Institute of		
	Company Secretaries India (ICSI)	-	
(b)	Adoption and timely updation of the Policies:	Yes	
	All applicable policies under SEB! Regulations are		
	adopted with the approval of board of directors		
	of the listed entity		

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	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
(c)	Maintenance and disclosures on Website:	Yes	
	The Listed entity is maintaining a functional website.		
	Timely dissemination of the documents/information under a separate section on the website		
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website		
(d)	Disqualification of Director:	Yes	
	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
(e)	Details related to Subsidiaries of listed entities have been examined w.r.t.:	Not Applicable	
	(a) Identification of material subsidiary companies		
	(b) Disclosure requirement of material as well as other subsidiaries		

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(f)	Preservation of Documents:	Yes	
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
(g)	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The Performance Evaluation was carried out in the first quarter of the financial year 2022-23.
(h)	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	Omnibus and regular approvals of the Audit Committee has been obtained for all Related
			Party Transactions entered into by the Company.
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Not Applicable	
(i)	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	

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(j)	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
(k)	any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No action was taken	
(1)	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	None	Nil

(e) The listed entity has complied with the provisions of Para 6 of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 in terms of appointment of Statutory Auditors of the Listed entity- Not Applicable.

Place: Mumbai

Date: 20th May, 2023

UDIN:F002090E000324027