

Date: 29<sup>th</sup> May, 2019

To,  
The General Manager-Listing  
BSE Limited  
PJ Towers, Dalal Street  
Mumbai (M.H.) - 400001

**Subject: Submission of Annual Secretarial Compliance Report under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31<sup>st</sup> March, 2019**

**Scrip Code: 532933 ISIN: INE386I01018**

Dear Sir/Madam,

With reference to the above captioned subject read with SEBI Circular CIR/CFD/ CMD1/27/2019 dated February 08, 2019; we herewith submit Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019 obtained from Practicing Company Secretary.

Kindly take the same into your records.

Thanking You,  
Yours truly,

**For, PORWAL AUTO COMPONENTS LIMITED**



**HANSIKA MITTAL**  
**COMPANY SECRETARY**

Regd. Off. & Works :

Plot No. 209 & 215, Sector-1, Industrial Area, Pithampur - 454 775. (M.P) - INDIA

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CIN-L34300MP1992PLC006912

**SECRETARIAL COMPLIANCE REPORT  
OF  
PORWAL AUTO COMPONENTS LIMITED  
For the year ended 31<sup>st</sup> March, 2019**

I, Shraddha Jain, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by **Porwal Auto Components Limited** (CIN: L34300MP1992PLC006912), (a Listed Company)
- (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 ("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) The Securities and Exchange Board of India (Listing obligations And Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; which is not applicable to the Company during the Review Period
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; which is not applicable to the Company during the Review Period
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; which is not applicable to the Company during the Review Period
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; which is not applicable to the Company during the Review Period
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; which is not applicable to the Company during the Review Period
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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 (Regulations/ circulars / guidelines including specific clause)	Requirement	Deviations	Observations/ Remarks of the Practicing Company Secretary
===== None =====				

- (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	Bombay Stock Exchange Ltd.	Non-compliance with the provision of Regulation 18(1), 19(1) of SEBI (LODR) Regulations, 2015 for the quarter ended September, 2018.	Rs. 2000/- per day for the quarter ended September, 2018 i.e. Rs. 184000/-	The Company has complied with the provisions of Regulation 27(2) 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) of SEBI (LODR) Regulations, 2015. Hence, the BSE has <b>waived off</b> the penalty imposed on the Company via mail dated 22 <sup>nd</sup> November, 2018.

- (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 =====				

Place: Indore  
Date: 28/05/2019

Shradha Jain  
ACS No.: 39488  
C P No.: 14717

