

Date: 29th July, 2020

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 31st March, 2020

Scrip Code: 532933 ISIN: INE386I01018

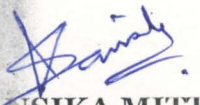
Dear Sir/Madam,

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 31st March, 2020.

Kindly take the same into your records.

Thanking You,
Yours truly,

For, **PORWAL AUTO COMPONENTS LIMITED**



HANSIKA MITTAL
COMPANY SECRETARY

Shraddha Jain

Practicing Company Secretary

107, Gold Arcade,

3 /1, New Palasia,

Indore (MP), India - 452003

Phone: (0731) 2535841

E-mail: shraddhajain2204@gmail.com

SECRETARIAL COMPLIANCE REPORT OF PORWAL AUTO COMPONENTS LIMITED For the year ended 31st March, 2020

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

- all the documents and records made available to us and explanation provided by **Porwal Auto Components Limited** (CIN: L34300MP1992PLC006912), (a Listed Company)
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- The Securities and Exchange Board of India (Listing obligations And Disclosure Requirements) Regulations, 2015;
- 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*
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *which is not applicable to the Company during the Review Period*
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *which is not applicable to the Company during the Review Period*
- 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*
- 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*
- 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:

- The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-


SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
ACS: 39488 CP: 14717,
107, GOLD ARCADE
OPP. CUREWELL HOSPITAL
NEW PALASIA, INDORE (M.P.)

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
None				

- (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				

- (e) The listed entity has modified the terms of appointment of Statutory Auditors who have already been appointed by including in their terms of appointment, the conditions mentioned in clauses 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

Place: Indore
Date: 29/07/2020

SHRADDHA JAIN

PRACTISING COMPANY SECRETARY

ACS: 39488 CP: 14717,

107, GOLD ARCADE

OPP. CUREWELL HOSPITAL

NEW PALASIA, INDORE

Shraddha Jain
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UDIN No.: A039488B000522223