

Date: 28th May, 2022

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 on 31st March, 2022

Scrip Code: 532933 ISIN: INE386I01018

Dear Sir/Madam,


Pursuant to Regulation 24A of the SEBI (LODR) Regulations read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019; we herewith submit Annual Secretarial Compliance Report for the year ended on 31st March, 2022 issued by Ms. Shraddha Jain, Practicing Company Secretary.

Kindly take the same into your records.

Thanking You,
Yours faithfully,

For, PORWAL AUTO COMPONENTS LIMITED

For Porwal Auto Components Ltd.


HANSIKA MITTAL
COMPANY SECRETARY

Authorised Signatory

Regd. Off. & Works :

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

+91 7292 405101, 421300 +91 7292 405120

admin@porwalauto.com www.porwalauto.com

CIN-L34300MP1992PLC006912

Shraddha Jain

Practicing Company Secretary

107, Gold Arcade,

3 /1, New Palasia,

Indore (MP), India - 452003

Phone: (0731) 2535841

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SECRETARIAL COMPLIANCE REPORT OF PORWAL AUTO COMPONENTS LIMITED

For the year ended 31st March, 2022

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

- (a) all the documents and records made available to me and explanation provided by **Porwal Auto Components Limited** (CIN: L34300MP1992PLC006912), ("the 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 31st March, 2022 ("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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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

SHRADDHA JAIN

PRACTISING COMPANY SECRETARY

ACS: 39488 CP: 14717

107, GOLD ARCADE

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- (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 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; 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 there under
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 to the extent applicable
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009, which is not applicable to the Company during the Review Period;

and circulars/guidelines issued there under 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 Requirement (Regulations/ circulars / guidelines including specific clause) | 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 there under 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 ===== | | | | |

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(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of Statutory Auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: Indore

Date: 28/05/2022

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PRACTISING COMPANY SECRETARY

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Shraddha Jain

ACS No.: 39488

C P No.: 14717

PR No.: 1765/2022

UDIN No.: A039488D000420825