

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

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SECRETARIAL COMPLIANCE REPORT OF CRAVATEX LIMITED FOR THE YEAR ENDED 31ST MARCH, 2020

I, Hemanshu Kapadia, Proprietor of **Hemanshu Kapadia & Associates**, Practicing Company Secretaries, having office at Office No. 12, 14th Floor, Navjivan Commercial Co-op Soc. Ltd. Building No. 3, Lamington Road, Mumbai, Maharashtra 400008, have examined the following as under:

- a) all the documents and records made available to me and explanation provided by **CRAVATEX LIMITED** ("the listed entity") having CIN L93010MH1951PLC008546,
- b) the filings/ submissions made by the listed entity to the stock exchange,
- 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, 2020 ("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) 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 to the Company during the Audit 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 to the Company during the Audit Period)**;

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit 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, 1996;

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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
1.	Regulation 33(2)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	Financial Results	The consolidated financial statements for quarter ended 31/12/2019 submitted to BSE have been authenticated by the management and the auditors. However the same needs to be signed by the designate person as provided under clause (b) of sub-regulation 2 of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.	Regulation 34 read with Schedule V(C) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	Disclosure in Annual Report	The Company has made disclosure in relation to Sexual Harassment of Women at Workplace in Board's Report. However it also needs to disclose the same under Corporate Governance as specified in Schedule V(C) Point 10(l) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
3.	Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	Delay in transfer, and name change	There was delay in issue of share certificate in 1 case pertaining to transfer for 55 shares and 1 case for change in name for 160 shares. As explained to us the above delays were due to heavy work load with RTA.

- 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 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.
NIL				

- 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	Observation made in the Secretarial Compliance Report for the Year Ended	Action taken by the Listed Entity, If Any,	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1.	The Company has not made	March 31,	The Company has	In the Annual

	disclosures as specified in Schedule V(C) Point 2(g), Point 5(c), Point 9(c) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in the Corporate Governance Report in Annual Report of the Company for the financial year 2017-18.	2019.	made disclosure as specified in Schedule V(C) Point 2(g), Point 5(c), Point 9(c) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in the Corporate Governance Report in the Annual Report for the financial report 2018-19.	Report for the financial year 2018-19 disclosure as specified in Schedule V(C) Point 2(g), Point 5(c), Point 9(c) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 were made in Corporate Governance Report.
2.	There were delay in issue of duplicate share certificate and certificates in few cases pertaining to transfer, transmission, transposition and name deletion. However as explained by the RTA, there was the delay in the quarter while processing physical transfer of shares due to surge in volume on account of various SEBI circular with regards to fixing the deadlines for the transfer for the financial year 2018-19, this delay was across the RTA industries which was already reported to SEBI by the Association (RAIN).	March 31, 2019	The delay was with RTA and management has instructed the RTA that the delay should not occur again.	I concur.

For **Hemanshu Kapadia & Associates**
Practising Company Secretaries

Hemanshu Kapadia
Proprietor
C.P. No.: 2285
Membership No.: F3477
UDIN: F003477B000401523

Date: June 30, 2020
Place: Mumbai