

Secretarial compliance report of Acrow India Limited

for the year ended 31st March, 2019

{Pursuant to sections 11 and 11A of the Securities and Exchange Board of India, Act 1992 read with Regulations 24A and 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

To,

The Members,

Acrow India Limited,

At. P.O. Ravalgaon, Taluka Malegaon,

Nashik, 423108 Maharashtra.

We, S. R. Padhye & Co. Practicing Company Secretary have examined:

- a. All the documents and records made available to us and explanation provided by M/S Acrow India Limited. ['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/filings, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st 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 issue thereunder, have been examine 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, 2010;
- 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;
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008;
- g. Securities and Exchange Board of India Issue and Listings of Non-Convertible and Redeemable Preference Shares) Regulations 2013
- h. Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015; and based on the above examination, We 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:



We report that the Company has not complied with provision of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The company has received a notice from BSE Ltd. for non compliance with Regulation 6(1) of SEBI (LODR) Regulation, 2015 for the quarter ended March, 2019 regarding non appointment of qualified company secretary as compliance officer.

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as to appear from my/our 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. | BSE Limited | Non compliance with Regulation 6(1) of SEBI (LODR) Regulation, 2015 for the quarter ended March, 2019 regarding non appointment of qualified company secretary as compliance officer. | Rs. 1,000 per day (Computed till quarter ended March 31, 2019) | We report that the Company has not complied with provision of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The company has received a notice from BSE Ltd. for non compliance with Regulation 6(1) of SEBI (LODR) Regulation, 2015 for the quarter ended March, 2019 regarding non appointment of qualified company secretary as compliance officer. |

- 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 31 st March, 2019 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| N.A. | | | | |

Place: Mumbai

Date: 29.05.2019



Signature:

Shrirang Padhye

Name:-Shrirang Padhye

FCS : 4270

C. P. : 1559