

**Secretarial Compliance Report of ACROW INDIA LIMITED
for the year ended 31st March, 2020.**

I, **Company Secretary in Practice**, have examined:

- a) all the documents and records made available to me and explanation provided by 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/ 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 reporting 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 reporting period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the reporting period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the reporting 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 reporting period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- i) The Securities and Exchange Board of India (Registrar to an issue and share transfer agents) Regulations, 1993 (**Not applicable to the company during the reporting period**) and circulars and 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 Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Appointment of a qualified company secretary as compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015	Non- appointment of company secretary as compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015 for the quarters ended, March, 2019, June, 2019, September, 2019 and December, 2019	The company has not complied with provisions of clauses (ii) and (iii) of sub section (1) of Section 203 of the Companies Act, 2013, till quarter ended December, 2019

- (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.	NSDL/ BSE	Non-Appointment of a qualified company secretary as compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015	The demat accounts of the Promoters were suspended for debits by NSDL vide its letter dated 27 th February, 2020.	The company has appointed a qualified company secretary w. e. f. 18.03.2020 and has requested NSDL/BSE to defreeze the demat accounts. A fine of Rs. 539260 (inclusive of GST of Rs 82260) has been levied and the company has paid the said fine.



- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

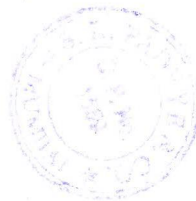
Sr.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the yearended 31.03.2020	Actions taken by the listed entity , if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	NIL	The company has not complied with provisions of clauses (ii) and (iii) of sub section (1) of Section 203 of the Companies Act,2013, till quarter ended December,2019	The company has appointed a qualified Company Secretary w.e.f. 18 th March, 2020	The company has now complied with provisions of clause (ii) of sub section (1) of Section 203 of the Companies Act, 2013 and Regulation 6(1) of SEBI (LODR) Regulations, 2015
2	NIL	The company has appointed a qualified company secretary w.e.f. 18.03.2020 and has requested NSDL/BSE to defreeze the demat accounts.	Since the company has appointed a qualified company secretary, it has requested NSDL/BSE Authority to defreeze the demat accounts of promoters.	The company has sent reminders to BSE on 19 th March,2020, 29 th March,2020, 30 th March,2020 and 22 nd April,2020 to defreeze the accounts. NSDL vide its letter dated 02.07.2020 advised the company that, BSE vide its email dated 29.06.2020 defroze the accounts of the promoters.

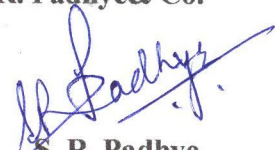
Note: This certificate has been issued based on the available information submitted by the company and its Directors and the registers, records, documents and papers maintained by the company.

For S. R. Padhye & Co.

Place: Mumbai
Date: 24th July, 2020

UDIN: F004270B000500480




S. R. Padhye
(Proprietor)
FCS: 4270
COP:1559