



Shree Rajeshwaranand Paper Mills Limited

MANUFACTURERS OF NEWS PRINT, WRITING & PRINTING PAPER

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Registered Office: Bharuch - Jhagadia Road, Village-Govali, Dist.: Bharuch, Gujarat - 393001

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19th June, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Company Code No. 516086

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year 2019-20

Please note that, pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, the Company has obtained Annual Secretarial Compliance Report for the year 2019-20 from Kashyap R. Mehta & Associates, Practising Company Secretaries.

We are now enclosing herewith the said Annual Secretarial Compliance Report.

This is in compliance with Reg. 24A of SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,

For SHREE RAJESHWARANAND PAPER MILLS LIMITED

Prakash R. Vora
PRAKASH R. VORA
MANAGING DIRECTOR

Encl: As above



To,
The Board of Directors,
SHREE RAJESHWARANAND PAPER MILLS LIMITED
Village: Govali, Bharuch Jhagadia Road,
Dist. Bharuch, Gujarat - 393 001

Sub.: Secretarial Compliance Report for the year ended on 31st March, 2020

We, Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad have examined:

- (a) all the documents and records made available to us and explanation provided by Shree **Rajeshwaranand Paper Mills Limited**("the listed entity/the Company"),
- (b) the filings/ submissions made by the listed entity to BSE Limited
- (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 on **31st March, 2020** 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 during the reporting year-----
- (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 during the reporting year-----
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
---Not applicable during the reporting year-----



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
---Not applicable during the reporting year-----

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
---Not applicable during the reporting year-----

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Website [Pursuant to Reg. 46 of SEBI (LODR) Regulations, 2015]	There is no functional website.	The Company does not maintain functional website.
2.	Appointment of Company Secretary and Compliance officer [Pursuant to Reg. 6 of SEBI (LODR) Regulations, 2015]	The Company Secretary of the Company resigned w.e.f. 17 th March, 2020 and since then, the Company did not have Company Secretary as Compliance officer.	The Company has yet not appointed a Company Secretary since the resignation of the outgoing Company Secretary.
3.	Regulation 17, 18, 19, 20 of SEBI (LODR) Regulations, 2015	Owing to the resignation of Mr. Amrish Patel and Ms. Anal Desai w.e.f. 24 th February, 2020 and 7 th March, 2020 respectively from the Board of Directors of the Company, the requirements of LODR pertaining to composition of Board of Directors, Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee as mandated under SEBI (LODR) Regulations, 2015 could not be met as on 31 st March, 2020. Also, the Company did not have Woman Director on its Board since the resignation of Ms. Anal Desai w.e.f. 7 th March, 2020.	The Company has since made new appointments to the Board as required under Reg. 25(6) of SEBI (LODR) Regulations, 2015 and reconstituted the committees. As on the date of the report, the Company is in compliance of the composition requirements of the Board and its committees as mandated under relevant regulations of SEBI (LODR) Regulations, 2015.



- (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 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
	-----	Not Applicable -----	-----	-----

- (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...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Point 12 of para II of Annexure to the SEBI Circular No. SEBI/ HO/ MIRSD/ DOP1/ CIR/ P/ 2018/ 73 dated 20 th April, 2018 relating to special efforts to collect copy of PAN, and bank account details of all securities holders holding securities in physical form.	31-03-2019	The Company has placed note for the same in the Annual Report for the year 2018-19.	The default continues till date.
2	Website [Pursuant to Reg. 46 of SEBI (LODR) Regulations, 2015]	31-03-2019	The Company had since updated its website and uploaded necessary documents.	The Company does have a website but it is not functional as on the date of the report.



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
3	Appointment of Company Secretary and Compliance officer [Pursuant to Reg. 6 of SEBI (LODR) Regulations, 2015]	31-03-2019	The Company had appointed a Company Secretary as Compliance Officer. However, the Company Secretary of the Company resigned w.e.f. 17 th March, 2020.	The Company did have a Company Secretary as Compliance Officer till 17 th March, 2020. Since the resignation of the Company Secretary, the Company is yet to appoint a full time Company Secretary as Compliance officer as on the date of this report.

FOR KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES



Place: Ahmedabad
Date: 19th June, 2020

KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 : COP-2052 : PR-583/2019
FRN: S2011GJ166500
UDIN: F001821B000357143

Notes:

- Due to restricted movement amid COVID-19 pandemic, we have conducted the assignment by examining the Secretarial Records including minutes, documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct.
- This Report is limited to the Statutory Compliances on laws / regulations /guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2019-20. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID-19 or still there is time line to comply with such compliances.