



MAHAN INDUSTRIES LTD.

CIN : L91110GJ1995PLC024053

Regd. Office : 3rd Floor, D. K. House, Nr. Mithakhali Bridge, Ahmedabad-380 006.
Ph. : 079-26568789, 30024897 e-mail ID : mahan.int@gmail.com Web : www.mahan.co.in

Date: 20th July, 2020

To,
BSE Limited
Dalal Street
Mumbai

Equity Scrip Code: 531515

Dear Sir/ Madam,

Subject: Annual Secretarial Compliance Report for the financial year ended on 31st March, 2020

In compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the regulation'), read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 ('the circular'), please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s Gaudana & Gaudana, Practicing Company Secretaries for the financial year ended 31st March, 2020.

You are requested to take the above on your record.

For Mahan Industries Limited


Yogendra Kumar Gupta
Managing Director
(DIN: 01726701)

Encl: Annual Secretarial Compliance Report



Gaudana & Gaudana

(Company Secretaries)

Formerly known as Arvind Gaudana & Company
#307, Ashirwad Paras, Nr. Prahladnagar Garden
Corporate Road, Prahladnagar, Satellite, Ahmedabad-380015.
Ph.: +91 79 40324567/68 Email: arvindg_cs@yahoo.com

Secretarial Compliance Report of MAHAN INDUSTRIES LIMITED for the year ended 31st March, 2020

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Mahan Industries Limited** (hereinafter called as "the listed entity")
- (b) the filings/submission 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 on 31st March, 2020 (hereinafter called as "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 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) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (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 as the listed entity has not bought back/proposed to buy- back any of its securities during the review period]**
- (e) Securities and Exchange Board of India (Share Based Employee benefits) Regulation, 2014; **[Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008; **[Not applicable as the listed entity has not issued and listed any debt securities during the Review Period]**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation, 2013; **[Not applicable as the listed entity has not issued and listed any preference shares during the Review Period]**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
- (i) Securities and Exchange Board Of India (Depositories and Participants) Regulation, 2018; **(to the extent applicable)**

And circulars/guidelines issued thereunder;

And based on the above examination, I/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 requirements (Regulations, circulars, guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|--|--|
| 1. | Regulation 6(1) of SEBI (LODR) Regulations, 2015 | Non- compliance with requirement to appoint a qualified Company Secretary as the Compliance Officer. | <p>The listed entity has not appointed a qualified Company Secretary as the compliance officer for the period 4th September, 2019 to 13th February, 2020.</p> <p>However, as per Section 203(4) of Companies Act, 2013, this does not amount to a non-compliance as the vacancy was filled-up within a period of six months.</p> |

- (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 action 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, latter, debarment, etc. | Observation |
|--------|--------------------|--|--|-----------------------------------|
| 1. | BSE SEBI MCA | As per SEBI's direction, BSE Ltd. vide letter no. SEBI/HO/ISD/O W/P/2017 dated 07.08.2017 informed that MCA directed SEBI to initiate action as per SEBI laws and regulations for 331 Shell Company. | i. The listed entity received mail from BSE vide letter no. L/SURV/OFL/K M/COMP/31515 dated 10/08/2017. ii. On representation by listed entity, BSE vide letter no. L/SURV/OFL/K M/2017-18/SHELL/COMP/531515/1 dated 14/03/2018 gives decision. | Observation mentioned as Note- I. |

Note- I.

- The trading of Shares were put under GSM IV and shares transfer were restricted as per rules.
- The trading in securities of the listed entity reverted to the status as it stood prior to issuance of SEBI letter dated 07/08/2017.
- An independent auditor was appointed to conduct forensic audit of the listed entity for verification, including the credentials/ financials of the listed entity



vide BSE letter no. L/SURV/OFL/KM/2017-18/SHELL/COMP/531515/2 dated March 21, 2018.

The listed entity is strictly directed to provide the information/documents as sought by the Exchange.

The person acting in control and directors of the listed entity who are prima facie liable for action as directed by SEBI should not be permitted to exit the listed entity.

- iv. The Forensic Audit is conducted by Independent Auditor, C P Jain & Co., Chartered Accountants, Ahmedabad, appointed by BSE.
- v. The listed entity has replied on 30/04/2019 to queries raised by the Forensic Auditor vide his letter dated 09/04/2019.
- vi. The listed entity has requested BSE to lift the Suspected Shell Company Status vide letter dated 20/11/2019.
- vii. The Forensic Auditor appointed by BSE has raised observations on certain matters vide their report dated 17/12/2019.
- viii. BSE vide its letter no. L/SURV/OFL/KM/2019-20/SHELL/FAR/COMP/531515/1 dated 02/01/2020 directed the listed entity to submit point wise response along with all the necessary documents on the observations raised by the Forensic Auditor in his report till 13/01/2020.
- ix. The listed entity has submitted the response sought by the BSE on the observations raised by the Forensic Auditor via their letter dated 20/01/2020.
- x. The listed entity has submitted letter to BSE dated 26/02/2020 requesting the BSE to provide opportunity for personal hearing with official of Surveillance Department of BSE.



- (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 report | 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 |
|--------|--|---|---|--|
| 1. | Non-compliance with requirement to appoint a qualified Company Secretary as the Compliance Officer. [Regulation 6(1) of SEBI (LODR) Regulations, 2015] | BSE vide letter No. LIST/COMP/531515/R eg. 6(1) - Dec18/1113/2018-19 dated 12 th February, 2019 levied monetary fine of Rs. 1000 per day plus 18% GST till the date of compliance. | A Company has paid fine amounting of Rs. 33,040/- vide NEFT dated 19 th March, 2019. | As mentioned in the report for the year ended 31 st March, 2019, the listed entity has paid fine levied by Bombay Stock Exchange. |
| 2. | Delay/late payment of Annual Listing Fees ("ALF") by Company to BSE Limited. [Regulation 14 of SEBI (LODR) Regulations, 2015] | There was a delay in payment of Annual Listing Fees ("ALF") to BSE. | The Listed entity paid fees amounting of Rs. 2,17,000/- after deducting TDS of Rs. 25000/- through NEFT on 4 th January, 2019. | As mentioned in the report for the year ended 31 st March, 2019, the listed entity has paid the Annual Listing Fees. |

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|----|---|--|--|--|
| 3. | Non/ late compliance of Regulation 27 (2) of SEBI (LODR) Regulation, 2015 for the period ended December, 2017. | The listed entity received mail from BSE on 13 th April, 2018 for Freezing of Promoter Demat accounts for nonpayment of fine levied by BSE for late/non submission of Corporate Governance Report as per Regulation 27 (2) of SEBI (LODR) Regulation, 2015 for the period ended December, 2017. | The listed entity has paid fine amounting of Rs. 20,060/- as on 14 th April, 2018 to the stock exchange. | As mentioned in the report for the year ended 31 st March, 2019, the listed entity has paid fine levied by Bombay Stock Exchange. |
| 4. | Non-compliance with requirement of appointment of Chief Financial Officer as a Key Managerial Personnel (KMP).[Regulation 17(7) of SEBI (LODR) Regulations, 2015] | The listed entity has not appointed Chief Financial Officer as a Key Managerial Personnel till 3 rd July, 2018 and appointed with effect from 4 th July, 2019. | The listed entity has not appointed Chief Financial Officer as a Key Managerial Personnel with effect from 4 th July, 2019. | As mentioned in the report for the year ended 31 st March, 2019, the listed entity has appointed Chief Financial Officer as a Key Managerial Personnel with effect from 4 th July, 2019. |



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|----|---|---|---|---|
| 5. | As per SEBI's direction, BSE Ltd. vide letter no. SEBI/HO/ISD/OW/P/2017 dated 07.08.2017 informed that MCA directed SEBI to initiate action as per SEBI laws and regulations for 331 Shell Company. | The Observation is already written as Note I. | The Observation is already written as Note I. | The Observation is already written as Note I above. |
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Place: Ahmedabad
Date: 14/07/2020



Yours faithfully,
For Gaudana & Gaudana
(Company Secretaries)

CS Arvind Gaudana
Senior Partner
FCS No: 2838, C.P. No: 2183
UDIN: F002838B000453519