



**Secretarial Compliance Report of
Elegant Floriculture & Agrotech (India) Limited
for the year ended 31st March, 2020**

To,
Elegant Floriculture & Agrotech (India) Limited
CIN: L01110MH1993PLC073872
101, Sagarika CHS Ltd.,
Plot No. 89, Juhu Tara Road,
Opp. Palm Grove Hotel,
Santacruz (West), Mumbai - 400 049.

We, M/s. N. Bagaria & Associates, Practicing Company Secretaries, Mumbai have examined:

- (a) all the documents and records made available to us and explanation provided by Elegant Floriculture & Agrotech (India) Limited (having CIN: L01110MH1993PLC073872),
- (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 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;



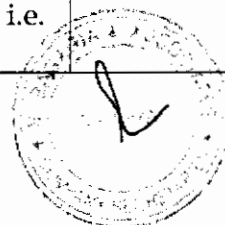
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the period under review)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the period under review)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the period under review)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the period under review)**;
- (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 period under review)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

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.	Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Appointment of qualified Company Secretary as the Compliance Officer of the Company	The Company Secretary cum Compliance Officer of the Company has resigned w.e.f. 14 th February, 2020. The Company did not fill the vacancy till the end of the reporting period i.e. March 31, 2020.	The Company did not appoint the Compliance Officer till the end of the reporting period i.e. March 31, 2020.



2.	Regulation 47(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Publishing in newspaper the notice of meeting of board of directors where financial results shall be discussed	The Company has not published in newspapers the notice of meeting of Board of Directors held on 17 th May, 2019 where financial results for the quarter ended 31 st March, 2019 were discussed.	The Company has intimated the Stock Exchange about the meeting of Board of Directors, but it has not published in newspaper the notice of Board meeting dated 17 th May, 2019.
3.	Regulation 47(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Publishing in newspaper the financial results of the Company	The Company has not published in newspapers the financial results of the Company for the quarter ended 31 st March, 2019, which was declared in the Board Meeting dated 17 th May, 2019.	The Company has intimated the Stock Exchange about the financial results for the quarter ended 31 st March, 2019 on 17 th May, 2019, but it was not published in newspaper.

(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
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	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.	The Company did not appoint the Company Secretary cum Compliance Officer till the end of the reporting period	31 st March, 2019.	The Company appointed Company Secretary cum Compliance Officer w.e.f. 30 th May, 2019.	The Company has made the default good by appointing Company Secretary cum Compliance Officer w.e.f. 30 th May, 2019.



2.	The Company has not published in newspapers the notice of meeting of the Board of Directors where financial results shall be discussed	31 st March, 2019.	The Company has made a compliance checklist to ensure that the compliances are made on timely basis.	The Company has made the default good by publishing notice of the board meetings in newspapers except as reported above at S. No. (2) of clause (a).
3.	The Company has not published in newspapers the financial results of the company except financial results for quarter ended 30 th September, 2018	31 st March, 2019.	The Company has made a compliance checklist to ensure that the compliances are made on timely basis.	The Company has made the default good by publishing financial results in newspapers except as reported above at S. No. (3) of clause (a).

**For N. Bagaria & Associates
Company Secretaries**

N. Bagaria

**Narottam Bagaria
Partner**



FCS No. - 5443

C.P. No. - 4361

UDIN: F005443B000504183

Date: 25th July, 2020

Place: Mumbai