

**Secretarial Compliance Report of
Elegant Floriculture & Agrotech (India) Limited
for the year ended 31st March, 2021**

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, 2021 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 was appointed on 25 th December, 2020 after a gap of more than six months from the vacancy caused due to resignation of previous Company Secretary cum Compliance Officer.	The Company Secretary cum Compliance Officer was appointed after a gap of more than six months from the vacancy.
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 meetings of Board of Directors held on 11 th November, 2020 and 13 th February, 2021 where financial results 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 meetings dated 11 th November, 2020 and 13 th February, 2021.

(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
1.	BSE Limited	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Fine	The Company has applied for Waiver of Fine
2.	BSE Limited	Non-compliance with the requirements pertaining to the composition of the Board	Fine	The Company has applied for Waiver of Fine
3.	BSE Limited	Delay in furnishing prior intimation about the meeting of the board of directors for Meeting held on November 11, 2020 for Financial Results	Fine	The Company has applied for reconsideration.

(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 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.	31 st March, 2020	The Company has immediately started looking out for a new candidate to be its Company Secretary but due to lockdown imposed by the Government considering the severity of the pandemic situation of Novel Coronavirus Disease (COVID-19) in the month of March, 2020, the efforts of the Company became standstill.	The Company has made the default good by appointing Company Secretary cum Compliance Officer w.e.f. 25 th December, 2020.

2.	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	31 st March, 2020	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 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	31 st March, 2020	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.

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

**Narottam Bagaria
Partner**

**FCS No. - 5443
C.P. No. - 4361**

UDIN: F005443C000549008

**Date: 30th June, 2021
Place: Mumbai**