

mysore petro chemicals limited

29th May, 2019

SECT/306

BSE Limited

Corporate Relationship Department

1st Floor, P J Towers

Dalal Street

Mumbai - 400 001

Scrip Code: 506734

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019

In terms of Clause 3(b) of the circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by SEBI, we submit herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2019 issued by M/s Makarand M Joshi & Co. Practicing Company Secretaries.

Kindly take the same on your record.

Yours faithfully,

For Mysore Petro Chemicals Limited

Nilesch Panchal
Chief Financial Officer



Encl: As Above

Makarand M. Joshi & Co.

Company Secretaries

Ecstasy 803-804, 9th Floor, Citi of Joy, JSD Road, Mulund West, Mumbai 400080 (T) 022-21678100

Secretarial Compliance Report For The Financial Year Ended 31st March, 2019

To
The Members,
Mysore Petro Chemicals Limited
D. 4, Jyothi Complex,
134/1, Infantry Road,
Bangalore 560001

We, M/s Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **Mysore Petro Chemicals 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 2019 ("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 (hereinafter referred to as LODR);
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018 (**Not Applicable to the Company during the Audit Period**);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018; - **(Not Applicable to the Company during the Audit Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014**(Not Applicable to the Company during the Audit Period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit 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 Audit Period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) The Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and The Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 notified on 03rd October, 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:-

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Regulation 30 read with Schedule III of LODR requires the listed entity to submit the proceedings of Annual General Meeting (AGM) within 24 hours of conclusion of said meeting	Delay in submission to Stock Exchange	The proceedings of AGM held on 14 th August, 2018 was submitted to the Stock Exchange on 16 th August, 2018.
Regulation 34 of LODR requires the listed entity to include in its Annual Report, Management Discussion and Analysis Report (MDAR) - either as a part of directors report or addition thereto	Failure to include few points as MDAR in Directors Report	The Directors Report of the Company includes only a few contents of MDAR.



(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

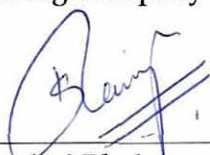
(c)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.

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.
No Reportable event during the period				

(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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
No Reportable event during the period				

For Makarand M. Joshi & Co.
Practicing Company Secretaries



Kumudini Bhalerao
Partner
FCS No: 6667
CP No. 6690



Place: Mumbai

Date: 29.05.2019