JATIN GUPTA & ASSOCIATES
COMPANY SECRETARIES

Secretarial compliance report of Samtel India Limited for the year ended 31st March, 2019

~~I/We~~ Jatin Gupta of M/s Jatin Gupta & Associates, Company Secretaries, Delhi have examined:

(a) all the documents and records made available to us and explanation provided by Samtel India 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 31st March, 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;
(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;~~
(e) ~~Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;~~
(f) ~~Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;~~
(g) ~~Securities and Exchange Board of India(Issue and Listing of NonConvertible and Redeemable Preference Shares) Regulations,2013;~~
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) And (other regulations as applicable) and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

JATIN GUPTA & ASSOCIATES * DELHI * COMPANY SECRETARIES

M : 9810447594, Ph. : 011-22756338 | E-Mail : jatinfcs@gmail.com
OFFICE : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC, Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

(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	*The appointment of KMP's is optimum, with the exception of CFO and Company Secretary. The Company hasn't appointed KMP as required pursuant to the provisions of Section 203 (4) of the Companies Act, 2013 and Regulation 6 of LODR*	Company was in receipt of notices from Registrar of Companies, Jaipur, Rajasthanas well as from the Stock Exchange with regard tonon appointment of qualified Company Secretary	As informed by management and their representatives, Company was willing to appoint KMP's but due to absence of adequate business activities and resultant liquidity issues, the appointment could not be made earlier as none of the qualified professional has consented to act as Company Secretary of the Company. ***The Company and its officers in defaults are liable for contravention of applicable provisions under Companies Act, 2013 and LODR as enunciated by SEBI and any other applicable provisions, as the case may be.*** The Company has appointed a Company Secretary with effect from 01.05.2019.
2	Payment of Annual Listing Fee to the Stock Exchange (BSE) where the equity shares of the company is listed	Companyis not regular in payment of Listing Fess.	As informed by management and their representatives, In the absence of adequate business activities the company is going through liquidity

JATIN GUPTA & ASSOCIATES * COMPANY SECRETARIES * DELHI

			crunch. Thus, due to non-availability of funds, company has failed to pay the Listing Fees. The arrear/delay in payment persists. ***The Company and its officers in defaults are liable for contravention of applicable provisions under LODR as enunciated by SEBI and any other applicable provisions, as may be applicable.***

(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 my 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 Ltd.	Non-appointment of qualified Co. Secretary Under Regulation 6(1) of the SEBI (LODR) Regulations 2015	Fine of Rs. 108560/- imposed by BSE Ltd. vide its letter dated 12.02.2019	In furtherance to exceptions stated hereinabove, and As informed by management and their representatives, Company vide its letter dated 18.2.2019 has explained the facts/difficulty due to which Regulation 6 of LODR could not be complied with and the matter has not achieved

JATIN GUPTA & ASSOCIATES
DELHI
COMPANY SECRETARIES

				finality as the demand is still not met by the Company and as per management representatives, there is no further communication from regulator in this regard. ***The Company and its officers in defaults are liable for contravention of applicable provisions under Companies Act, 2013 and LODR as enunciated by SEBI and any other applicable provisions, as the case may be.***
2	BSE Ltd.	Non payment of listing	Show cause notice was issued by BSE	In furtherance to exceptions stated hereinabove, and As informed by management and their representatives, Show Cause Notice was replied by the Company, wherein further time/waiver of payment of listing fee was sought in view of the liquidity/financial difficulties of the Company. ***The Company and its officers in defaults are liable for contravention of applicable***

JATIN GUPTA & ASSOCIATES * COMPANY SECRETARIES * DELHI

				provisions under Companies Act, 2013 and LODR as enunciated by SEBI and any other applicable provisions, as the case may be. As informed to us and to the best of our understanding the matter has not achieved finality as there is no further communication from regulator in this regard.

JATIN GUPTA & ASSOCIATES
COMPANY SECRETARIES
DELHI

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:**NOT APPLICABLE (Since it is the 1st compliance report)**

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(Note) :

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations :Not applicable, this being first report.

2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations :Not applicable, this being first report.

E.g. In the report for the year ended 31stMarch, 2021, the PCS shall provide a list of:

- *all the observations in the report for the year ended 31stMar, 2020 along with the actions taken by the listed entity on those observations.*
- *the observations in the reports pertaining to the year ended 31st Mar,2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)*

Place: Delhi
Signature:
Date: 08.06.2019

JATIN GUPTA & ASSOCIATES * COMPANY SECRETARIES * DELHI

Name of the Practicing Company Secretary : Jatin Gupta & Associates
FCS No.: 5651
C P No.: 5236