

GARWARE MARINE INDUSTRIES LIMITED

Regd. Office : 102 Buildarch Wisteria, 1st Floor, Ram Maruti Road, Dadar (W), Mumbai - 400 028. Tel.: 91-22-24364024
Corp. Office : 101, Swapnabhoomi, 'A' Wing, S. K. Bole Road, Dadar (W), Mumbai - 400 028. Tel.: 91-22-2423400 Fax : +91-22-24362764
CIN NO: L12235MH1975PLCO18481

23.05.2019

BSE Ltd.
02nd Floor, P.J. Towers
Dalal Street, Mumbai
400023

Scrip Code:509563

For the year ended: 31st March, 2019.

Subject: Secretarial Audit Report for the F.Y. 2018-19 from Rajkumar R. Tiwari, Practicing Company Secretary, as per SEBI Circular No. CIR/CFD/CMD1/27/2019 DATED 08TH February, 2019.

Kindly take on your record the enclosed Secretarial Audit Report for the F.Y. 2018-19 from Rajkumar R. Tiwari, Practicing Company Secretary, as per SEBI Circular No. CIR/CFD/CMD1/27/2019 DATED 08TH February, 2019.

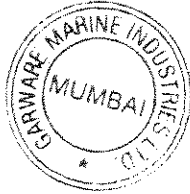
Thanking you,

Yours faithfully

For Garware Marine Industries Limited



Pallavi P. Shedge
Company Secretary
ACS 29787



Encl: as above.



garware.marine@gmail.com / investorredressal@garwaremarine.com
Website : www.garwaremarine.com

PLEASE ADDRESS ALL COMMUNICATION TO THE COMPANY AND NOT TO INDIVIDUALS

Rajkumar R. Tiwari

M.Com. LL.M., DFM. PGDCM&IA., M.Phil., DIPL, DLL, DTL, FCS
Practising Company Secretary

1413, Navjivan Society-3
Lamington Road
Mumbai Central
Mumbai 400 008
Tele. 23011981 (M) 9820353375
e-mail:raj_nj13@hotmail.com

To,
The Board of Directors
Garware Marine Industries Limited
CIN: L12235MH1975PLC018481
102, Buildarch Wisteria, 1st Floor,
Ram Maruti Road, Dadar - (West),
Mumbai-400028

Sir / Madam,

Annual Secretarial Compliance Report for the Financial Year 2018-19

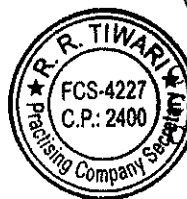
I have been engaged by **Garware Marine Industries Limited** (hereinafter referred to as 'the Company') bearing **CIN: L12235MH1975PLC018481** whose equity shares are listed on the BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars / guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars / guidelines issued there under from time to time and issue a report thereon.

The audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Place: Mumbai
Date: 20th May, 2019



Rajkumar R. Tiwari
20/05/2019
Rajkumar R. Tiwari
Company Secretary in whole time practice:
P. No.:2400 FCS No.:4227

Rajkumar R. Tiwari

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Practising Company Secretary

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Annual Secretarial Compliance Report of Garware Marine Industries Limited for the year ended 31st March, 2019

(Issued pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019)

I, Rajkumar R. Tiwari, Practising Company Secretary (Membership No. FCS 4227 & CP No. 2400), Mumbai have examined:

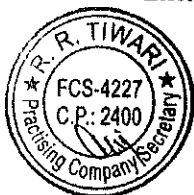
- (a) all the documents and records made available to me and explanation provided by **Garware Marine Industries Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (up to 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)



Rajkumar R. Tiwari

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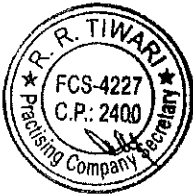
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Regulations, 2018 (with effect from 11th November, 2018) – **Not Applicable as there was no reportable event during the financial year under review;**

- (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 (up to 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018) - **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as there was no reportable event during the financial year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable as there was no reportable event during the financial year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issue Company) - **Not Applicable as there was no reportable event during the financial year under review;**

and circulars / guidelines issued thereunder;

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



Rajkumar R. Tiwari

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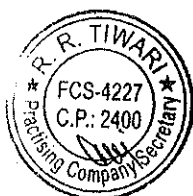
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not 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.
NIL				



Rajkumar R. Tiwari

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(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 31 st March, 2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company.				

Place: Mumbai
Date: 20th May, 2019



Signature: *[Handwritten Signature]*

CS Rajkumar R. Tiwari
Practising Company Secretary
FCS No. 4227 C P No. 2400

