

CG Power and Industrial Solutions Limited

Registered Office:
CG House, 6th Floor, Dr Annie Besant Road, Worli, Mumbai 400 030, India
T: +91 22 2423 7777 F: +91 22 2423 7733 W: www.cgglobal.com
Corporate Identity Number: L99999MH1937PLC002641



Smart solutions.
Strong relationships.

Our Ref: COSEC/38/2020-21

July 27, 2020

By portal

The Corporate Relationship Department

BSE Limited
1st Floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Scrip Code : 500093

The Assistant Manager – Listing

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Scrip Id : CGPOWER

Dear Sir/Madam,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2020

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated July 27, 2020 for the financial year ended March 31, 2020 issued by Mr. P.N. Parikh, Practicing Company Secretary.

We would appreciate if you could take the same on record and acknowledge receipt thereof.

Yours faithfully,

For **CG Power and Industrial Solutions Limited**

Alen Ferns

Company Secretary and Compliance Officer

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial
Estate, Off Link Road, Above Shabari
Restaurant, Andheri (W), Mumbai :
400053

Tel No 26301232 / 26301233

Email: cs@parikhasociates.com
parikh.associates@rediffmail.com

Secretarial Compliance Report of CG Power and Industrial Solutions Limited for the year ended March 31, 2020

To,
CG Power and Industrial Solutions Limited
6th Floor CG House, AB Road Worli,
Mumbai - 400030

We, Parikh & Associates have examined:

- a) all the documents and records made available to us and explanation provided by **CG Power and Industrial Solutions Limited** ("the listed entity" or 'the Company'),
- 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 March 31, 2020 ("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; (Not applicable to the Company during the review period)
- 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 review period)

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- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the review period)
- 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 Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the review period)
- 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, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

- a) The listed entity has generally 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 33(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 - The listed entity shall submit annual audited financial results within sixty days and the quarterly financial results within forty-five days to the stock exchange from the end of the financial year and end of each quarter.	The listed entity has not submitted the Annual Audited Financial Results for the year ended March 31, 2019 to the stock exchanges within sixty days of the end of the financial year and also not submitted financial results for the quarter ended June 30, 2019 and September 30, 2019 to the stock exchanges within forty-five days of end of each quarter.	The listed entity has submitted to the exchanges the Audited Financial Results for the quarter and year ended March 31, 2019 on August 30, 2019 and has submitted to the exchanges the quarterly financial results for the quarter ended June 30, 2019 and September 30, 2019 on January 28, 2020.

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Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
2.	Disclosure of events or information under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	As per Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 Outcome of the Board Meetings has not been submitted within the time frame of thirty Minutes from the conclusion of the Board Meeting.	The outcome of Meetings of the board of directors held on August 30, 2019 and January 28, 2020 has been submitted to the exchanges beyond the time frame of thirty Minutes from the conclusion of the meeting.
3.	As per Regulation 23(9) of SEBI (LODR) Regulations, 2015 the listed entity shall submit within thirty days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	Disclosure of Related Party Transactions was submitted for the full Financial Year 2018-2019.	The listed entity has submitted the transactions for the full financial Year 2018-19 instead of transactions pertaining to the half year ended March 31, 2019. As informed to us due to the restatement of financial statements for the prior period the Company was unable to disclose the Related Party Transactions for half year.
4.	Regulation 33(3)(h) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	The listed entity shall ensure that, for the purposes of quarterly consolidated financial results, at least eighty percent of each of the consolidated revenue, assets and profits, respectively, shall have been subject to audit or in case of unaudited results, subjected to limited review.	At least eighty percent of each of the consolidated revenue, assets and profits, respectively of the quarterly financial results have not been subject to limited review by the Statutory Auditors as was disclosed in the notes to financial statements of the respective quarters.

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- 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 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.
			Date of Penalty imposed	Penalty imposed by BSE (Rs.)	Penalty imposed by NSE (Rs.)	
1.	BSE Limited and NSE Limited	Non- Submission of the Financial Results as on March 31, 2019; June 30, 2019 and September 30, 2019 under Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	17.06.2019	1,06,200	1,06,200	The Company had paid the necessary penalty and also did the compliances subsequently.
			02.08.2019	2,71,400	3,00,900	
			30.08.2019	88,500	88,500	
			24.09.2019	--	1,47,500	
			07.10.2019	2,24,200	--	
			02.12.2019	1,06,200	1,06,200	
			14.01.2020	8,43,700	914,500	
			22.01.2020	1,77,000	--	
			23.01.2020	--	177,000	
			Total	18,17,200	18,40,800	

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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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

For Parikh & Associates

Mitesh
Dhabliwala

Digitally signed by Mitesh Dhabliwala
DN: c=IN, o=Personal, postalCode=400056,
st=Maharashtra,
2.5.4.20=93dfe8136c49c0a2dd48dd81e0a324bc
cdda8397ae00205ac7cb12d6b568b7f9,
serialNumber=276a7ae95c804fa7001ebcf53a8e
dc03272635de80558851e40027f5756775fa,
cn=Mitesh Dhabliwala
Date: 2020.07.27 11:23:27 +05'30'

Place: Mumbai

Date: July 27, 2020

Signature:

Name of the Practicing Company Secretary: Mitesh Dhabliwala

FCS No.:8331

C P No.:9511

UDIN: F008331B000507159