

Annual Secretarial Compliance Report

[Pursuant to Reg. 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

of

CREATIVE CASTINGS LIMITED

for the year ended 31st March, 2019

To,
The Board of Directors,
Creative Castings Limited
102, G.I.D.C. Phase-II
Rajkot Road
Dolatpara, Junagadh.

I, undersigned, being proprietor of M/s. M. Buha & Co., have examined:

- (a) all the documents and records made available to us and explanation provided by Director(s)/Officer(s) of the Creative Castings Limited ("the listed entity" or "the Company"),
- (b) the filings / submissions made by the listed entity to the stock exchange,
- (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 on 31st March, 2019 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, 2009 / 2018¹ (**Not Applicable to the Company during 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 Review Period**)

¹ 2009 Regulation was applicable till 9th November, 2018 afterwards 2018 regulations came into force.



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during Review 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 Review 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 (in relation to the Companies Act and dealing with client);
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during Review Period)**; and
- (k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 **(in relation to compliance with Rights & Obligations of Issuer under Chapter VII)**

and circulars/ guidelines issued thereunder; and based on the above examination, I/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. | Reg. 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) | Not caused Newspapers advertisement as required under Reg. 47(1) in such manner as prescribed under Reg. 47(4). | The Company has not published, during the FY 2018-19, notice of meeting of the board of directors where financial results shall be discussed in English and Regional language |



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|----|--|------------------|---|---|
| | | | | newspapers. |
| 2. | SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018 | Not Appointed | designated Depository for monitoring of the foreign investment limits of the Company. | The Company has yet to appoint designated Depository to monitor foreign Investment Limits. |
| 3. | (1) SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 (2) Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 (3) BSE Circular No. LIST/COMP/15/2018-19 dated July 05, 2019 | Not sent | separate letters to the holders of physical certificates for seeking PAN and bank details and appraising them about the amendment in Reg. 40 and sensitise them about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018 (revised date April 1 st , 2019) | The Company had apprised by way of Notes to the Notice calling 33 rd AGM to all shareholders that the transfer request for shares held in physical form will not be proceeds in physical form after December 5, 2018 and requested them to dematerialised their shareholding, if not done so, but, not issued separate letter as envisaged in the Circulars. |
| 4. | SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 | Not specifically | affirm that the Director being appointed is not debarred from holding the office of director by | The Company while appointing Independent Directors on the Board in the FY 2018-19 and while disclosing fact of the |



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| | | virtue of any SEBI order or any other such authority. | same to BSE Ltd. at Corporate Announcement section; it has not specifically affirm as per the given circular. |
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- (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/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 Ltd. / Stock Exchange | Submitted Shareholding Pattern after 21 days as contemplated in Reg. 31 of SEBI (LODR) Regulations, 2015 for the quarter ended on March 31, 2018. | Fine / Penalty | The Company had paid Penalty of ₹ 11,000.00 (Rupees Eleven thousands only) plus GST @ 18% to BSE Ltd. for delay in filing of Shareholding Pattern for the last quarter ended on March 31, 2018. |



- (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 on 31 st March, 2018 | Actions taken by the listed entity, if any. | Comments of the Practicing Company Secretary on the actions taken by the Listed entity |
|--|--|---|---|--|
| Not Applicable, as it is applicable first time to the Company. | | | | |

For, M. BUHA & CO.
Company Secretaries



Mayur Buha
(Proprietor)

FCS No. 9000, C. P. No. 10487
Junagadh, 23rd May, 2019