

June 3, 2021

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai — 400 001.

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021
Ref: NGL FINE-CHEM LIMITED Scrip Code: 524774

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations 85 Disclosure Requirements) Regulations, 2015, as amended we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2020-2021 issued by HS Associates – Practicing Company Secretaries.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For NGL Fine-Chem Limited



Pallavi Pednekar
Company Secretary & Compliance Officer
Membership No: A33498



Secretarial compliance report of NGL Fine-Chem Limited for the year ended 31st March, 2021

To
The Board of Directors,
NGL Fine-Chem Limited.
301, E Square Subhash Road,
Vile Parle (East) Mumbai MH 400057 IN.

I Hemant Shetye, Partner of HS Associates have examined:

All the documents and records made available to me and explanation provided by NGL Fine-Chem Limited ("the listed entity"),

- a) the filings/ submissions made by the listed entity to the stock exchanges,
- b) website of the listed entity,
- c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2021 ("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 for the period under review**
- (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 for the period under review**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **not applicable for the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **not applicable for the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - **not applicable for the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;
- (j) Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions, debt securities, as per SEBI circular CIR/CFD/CMD/93/2017 dated August 4, 2017;
- (k) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July16, 2018 read with SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;
- (l) Standard Operating Procedure for suspension and revocation of trading of specified securities circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018
- (m) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;
- (n) Annual Secretarial audit report and annual secretarial compliance report for listed entities as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019;
- (o) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018;
- (p) Disclosure of reasons for delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November19, 2018;
- (q) Disclosure of significant beneficial ownership in the shareholding pattern as per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2019/36 dated March 12, 2019;
- (r) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01, 2019;
- (s) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019;
- (t) Reporting to Stock Exchanges regarding violations under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 relating to the Code of Conduct (CoC) dated July 23, 2020;
- (u) Handling of SCORES complaints by stock exchanges and Standard Operating Procedure for non-redressal of grievances by listed companies SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated 13 August, 2020;
- (v) Re-lodgement of Transfer Requests Shares SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 September 07, 2020;



(w) System-Driven Disclosures (SDD) under SEBI (SAST) Regulations, 2011 SEBI/CIR/CFD/DCR1/CIR/P/2020/181 September 23, 2020;

(x) Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures. SEBI/HO/ISD/ISD/CIR/P/2020/168 September 09, 2020;

(y) Operational guidelines for Transfer and Dematerialization of re-lodged physical shares dated SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 December 02, 2020;

(z) E-Voting Facility Provided by Listed Entities SEBI/HO/CFD/CMD/CIR/P/2020/242 December 09, 2020;

And based on the above examination, I 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	Regulation 30 (6) read with Para A of Part A of Schedule III of SEBI (Listing Obligations And Disclosure Requirements) regulations, 2015	The Outcome of Board Meeting held for financial results for the quarter ended 31st March 2020 have been uploaded beyond 30 minutes reckoned from the conclusion time of the respective Board Meeting.	Minor Delay in submission of Outcome of Board Meeting held for financial results for the quarter ended 31st March 2020.
2	Regulation 33 of SEBI (Listing Obligations And Disclosure Requirements) regulations, 2015 read with BSE Circular DCS/COMP/28/2016-17 March 30, 2017	The pdf filing of the financial results for the quarter ended 31st March 2020 has been uploaded beyond 30 minutes reckoned from the conclusion time of the respective Board meeting.	Minor Delay in submission of pdf filing of the financial results.

- (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 record.

- (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.
Not Applicable				

(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 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Reg. 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The XBRL of the financial results for the quarter ended 30 th June, 2019 have been uploaded beyond 24 hours reckoned from the time of uploading of the pdf for the financial results.	The XBRL of the financial results have been uploaded within 24 hours reckoned from the time of uploading of the pdf for the financial results in this reporting period under review.	Complied with BSE Circular DCS/COMP/28/2016-17 March 30, 2017 in this financial year.
2.	BSE Circular DCS/COMP/28/2016-17 March 30, 2017	The pdf filing of the financial results for all the quarters of financial year 2019-2020 have been uploaded beyond 30 minutes reckoned from the conclusion of respective Board meeting	The pdf filing of the financial results for all the quarters of financial year 2019-2020 have been uploaded beyond 30 minutes reckoned from the conclusion of respective Board meeting except for quarter ended 31 st March 2020.	Complied with BSE Circular DCS/COMP/28/2016-17 March 30, 2017 in this financial year except for quarter ended 31 st March 2020.
3.	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI/HO/CFD/CMD1/CIR/P/2018/000 0000149 dated December 7, 2018.	Error in submission of shareholding pattern filed for quarter ended 30 th June 2019.	The corrected shareholding pattern were filed from quarter ended 30 th September 2019 in which an entity from the "public" group was shown in the promoter group, consequently, increasing the promoter shareholding.	The corrected shareholding pattern were filed from quarter ended 30 th September 2019.



4.	Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Hundred percent of shareholding of promoter group was not in dematerialized form for quarter ended 30th September 2019 and 31st December 2019.	The corrected shareholding pattern were filed in which an entity from the "public" group was shown in the promoter group holding some of the shares in physical form which were subsequently dematerialized in the quarter ended 31 st March, 2020.	The physical shares were subsequently dematerialized in the quarter ended 31 st March, 2020.
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- (e) There was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period and the Company has suitably modified the terms of appointment of its existing statutory auditor to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI.

Place: Mumbai.
Date: 01st June 2021
ICSI UDIN: F002827C000407682

**For HS Associates
Company Secretaries**




**Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483**

Note:

1. This report is based on the following: -
 - a) In view of the second wave of the COVID-19 pandemic and as per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Secretarial Compliance Report in term of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was conducted by using appropriate Information Technology tools by electronic mode to access and examine relevant documents for completion of the audit.
 - b) Compliances required to be done by the Company during the Financial Year ended 31st March, 2021 (i.e. the period covered for the purpose of this Report is from 01st April, 2020 to 31st March, 2021)