

Secretarial compliance report of **TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED** for the year ended 31st March, 2020

I, R. Kannan, Practicing Company Secretary have examined:

all the documents and records made available to us and explanation provided by **TUTICORIN ALKALI CHEMICALS AND FERTILIZERS** ("the listed entity"), the filings/ submissions made by the listed entity to the stock exchanges, website of the listed entity, any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 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:

- c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- f) Securities and Exchange Board of India (Registrars to an Issue and Share transfer Agents) Regulations, 1993;
- g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

And circulars/ guidelines issued thereunder;

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

During the audit period, the company has obtained Listing and Trading approval from BSE Limited in respect of 10,70,40,000 equity shares of Rs.10/- each issued at par to the promoters pursuant to conversion of unsecured loans aggregating to Rs. 84,04,00,000 and conversion of cumulative preference shares aggregating to Rs. 23,00,00,000 into Equity Shares on a preferential basis ranking pari-passu with the existing Equity Shares. These approvals are in consequent to the 'In-principle approval' received from SEBI vide its order dated 06th September 2018. The shares are under lock in for 3 years from the last date of trading approval from all stock exchanges and are non-transferable till then as already intimated by the stock exchanges. The equity shares are held by the promoters in dematerialized form.

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	Filing of Shareholding pattern under Regulation 31 of SEBI (LODR), 2015 within 21 days from last date of the	Company filed its shareholding pattern	The Company has filed the shareholding pattern beyond 21



	quarter ended 30.09.2020	beyond 21 days	days i.e 3 days later.
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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.

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 Limited	Non-submission of Shareholding Pattern within due date	Fine of Rs. 7,080 has been paid by the company including GST @18%. i.e Rs.1080	NIL

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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

The Company has obtained the trading and Listing approval from BSE Limited vide its letter dated 23rd August, 2019 and 24th September, 2019 respectively.

Place: Chennai
 Date: 12th June, 2020


 R.KANNAN
 PRACTISING COMPANY SECRETARY
 CP. No. - 3363
 FCS. No. - 6718
 UDIN No. - F006718B000338071

