



# POORNIMA & ASSOCIATES

COMPANY SECRETARIES

Phone No: 9045165133

Email id: cspoornima18@yahoo.com

Address: Lane- 1 Kamal Colony, JV Jain College Road Saharanpur 247001 In

## Annual Secretarial compliance report of M/s Star Paper Mill Limited

for the year ended 31<sup>st</sup> March, 2021

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, **Poornima Yadav**, Practicing Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by **[Star Paper Mills 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 31<sup>st</sup> 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 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 during the review period)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable during the review period)**





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(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable during the review period)**

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable during the review period)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) other regulations as applicable and circulars/ guidelines issued thereunder;

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 Practicing Company Secretary)
1.	Regulation 17(1)(a) of SEBI LODR Regulations, 2015- The Board of directors of a listed entity shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent. of the board of directors shall comprise of non-executive directors	The Board of directors of the company had an independent woman director namely, Ms. Savita Laxmipathy Acharya, who resigned on 30th July 2020. Therefore, the composition of the Board of directors of the company falls short of woman director. The company wrote to NSE and BSE in Nov., 2020 inter-alia citing reason of ongoing COVID-19 Pandemic which affected search and selection of suitable candidate for new	i) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/C IR/P/2020/12 dated January 22, 2020, both the exchanges i.e- NSE & BSE vide letter dated 15th Feb., 2021 imposed a fine of Rs 3,10,000/- plus GST separately for the quarter ended 31st December, 2020.  <b>The company has deposited the above fine</b>  ii) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/C IR/P/2020/12 dated





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	woman director	January 22, 2020, both the exchanges i.e- NSE & BSE vide letter dated 17th May, 2021 imposed a further fine of Rs 4,50,000/- plus GST separately for the quarter ended 31st March, 2021 on account of vacancy of woman director.  Above Fine is yet to be deposited  However, the Board of Directors in its meeting held on 25 <sup>th</sup> June, 2021 has appointed a woman director on the Board and the vacancy has been filled.
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b) The listed entity has maintained proper records under the provision of the above Regulations and circulars/guidelines issued thereunder insofar 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 eg. fines, warning letter, debarment etc	Observations/ Remarks of the Practicing Company Secretary, if any)
As per details given in table (a)				





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d) The listed entity has taken the following actions to comply with the observation made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous report	Observation made in the Secretarial Compliance report for the year ended 31 <sup>st</sup> 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.	<p>Regulation 27(2) of the Listing Regulations read with SEBI Circular No. : SEBI/HO/CFD/CMDI.CIR/P/2020/38 dated March 19, 2020</p> <p>The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock Exchange(s) within fifteen days from close of quarter</p>	<p>Quarterly Corporate Governance Report for the quarter ended 31.03.2020 was not filed within extended due date i.e 15<sup>th</sup> May, 2020. It was belatedly filed on 04.06.2020</p>	<p>The company filed a detailed reply with a request to waived off the fine owing to continuing Covid-19 pandemic and resultant restrictions due to which necessary information was not available to file the report</p>	<p>Based on the company's representation, both BSE &amp; NSE vide their respective letters dated 23rd Dec., 2020 and 17th March, 2021 respectively have waived-off the fine imposed (Rs. 36,000/- plus GST by each exchange) for belated filing of corporate governance report for the quarter ended 31st March, 2020.</p>





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**Poornima Yadav**

**Practicing Company Secretary**

**ACS No.: 57104**

**C P No.: 23245**

**Place: Saharanpur**

**Date :25/06/2021**

**UDIN : A057104C000540675**