

Secretarial Compliance Report Of GOVIND POY OXYGEN LIMITED
(CIN: L40200GA1972PLC000144)
for the year ended 31st March, 2021

I, CS Shilpa Keshav Dhulapkar, Practicing Company Secretary, having office at BSG 5, Mohiddin Tower, Opp Hotel Manoshanti, Dada Vaidya Road, Panaji, Goa have examined;

- (a) All the documents and records made available to us and explanation provided by Govind Poy Oxygen Limited ("the listed entity")
- (b) the fillings/submissions made by the listed entity to the stock exchanges
- (c) website of the listed entity
- (d) any other documents/filings 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 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 Disclosures Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable as there was no reportable events during the financial year 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 as there was no reportable events during the financial year under review)**
- (e) Securities and Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable as there was no reportable events during the financial year under review)**

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- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; **not applicable as there was no reportable events during the financial year under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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 clauses)	Deviations	Observations/ Remarks of the Practicing Company Secretary)
1	Section 21A of Securities Contracts (Regulations) Act , 1956 read with Rule 21 of Securities Contracts (Regulation) Rules, 1957 and SEBI(Regulatory Fees on Stock Exchanges) Regulations, 2006	Non Payment of Listing Fees	Listed Entity's shares are suspended for trading for non-payment of listing fees to BSE for Financial year 2014-15 to 2020-21
2	SEBI (LODR), Regulations, 2015	Delay in uploading outcome of board meeting held on 25/06/2021	Uploaded outcome of board meeting held on 25/06/2021 on next day due to non availability of internet connection.
3	Regulation 40 (1) of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018	All shares of the Company are not in demat form	Dematerialisation of the Shares of the Company is in the process of completion.
4	Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019	Delay in submission of ASCR for financial year ended 31/03/2021	Delay was due to CoVID-19 pandemic.

- (b) Govind Poy. Oxygen Limited, the listed entity do have the paid up capital less than Rs.10 crores and networth less than Rs. 25 Crores and hence the compliance with the Corporate Governance provisions specified in SEBI (LODR) regulations 17 to 27 are not applicable to the entity .
- (c) Due to company's default in non payment of listing fees, Company is not able to upload compliances on Corporate Module of Stock Exchange however said compliances are sent by email to the stock Exchange.
- (d) 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 my examination of those records.

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- (e) 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/rema rks of the Practicing
1	BSE Limited	Non payment of Listing fees for Financial year 2014-15 to 2020-21	Show cause Notice from BSE for Delisting of securities of listed entity from BSE and mail for payment of outstanding Listing Fees and completing formalities for revocation of suspension of trading in securities of the listed entity	Listed Entity made representation before BSE for reduction in Listing Fees by waiving off interest charged on pending increased listing fees and also for extension of time to complete formalities for revocation of suspension of trading in securities.

- (f) The listed entity has taken the following actions to comply with the observations made in previous report;

Sr. No.	Observations of the Practicing Company Secretary in the previous report	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	Listed Entity's shares are suspended for trading for non-payment of listing fees to BSE for Financial year 2014-15 to 2019-20	Listed Entity's shares are suspended for trading for non-payment of listing fees to BSE for Financial year 2014-15 to 2019-20	Listed entity requested BSE to waive off interest charged on pending Listing fees	BSE has not replied to Listed Entity's request

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2	Dematerialisation of the Shares of the Company is in the process	Dematerialisation of Securities of the Company is in process as required under Regulation 40 (1) of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018	Listed entity has appointed Registrar and Transfer Agent (RTA) for carrying out Demat Process	Demat process is carried out by the appointed RTA, as and when request is received .
3	Delay in uploading outcome of one board meeting after 30 minutes but within 24 hours	there was delay in furnishing outcome of board meeting held on 12/02/2020 after 30 minutes but within 24 hours of conclusion of board meeting as required under SEBI (LODR), Regulations, 2015	Listed entity is making efforts to upload outcome of board meeting within prescribed time	Listed entity is making efforts to upload outcome of board meeting within prescribed time except for unavoidable circumstances

(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Further, I state that due to restrictions on account of COVID-19, I was not able to verify certain records physically and relied on the soft copies provided electronically by the company.




Shilpa Keshav Dhulapkar
Company Secretary
FCS No.-7235 | C.P. No.-7615
ICSI UDIN: F007235C00816340
21st August, 2021 | Panaji, Goa