



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA

Practicing Company Secretary

B-703/704, Anand Sagar

M. G. Road, Kandivali (W), Mumbai 400067

FOR THE YEAR ENDED 31ST MARCH, 2021

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

I have examined:

- (a) all the documents and records made available to me and explanation provided by **Sumitomo Chemical India Limited** ("the listed entity"), through digital mode.
- (b) the filings/ submissions made by the listed entities to the stock exchanges,
- (c) website of the listed entities,
- (d) 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 Year") 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018;

As per the representations made by the management and relied upon by me, during the year under review, provisions of the following regulations were not applicable to the Company:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and based on the above examination, I hereby report that, during the Review Year:



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- (a) The listed entities has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	NSE Circular No: NSE/CML/2018/24 dated 20.06.2019 and BSE Circular No LIST/COMP/14/2018-2019.	Inadequate disclosure/submission given by the Company while appointment of Director	The Company has not provided affirmation that the Director being appointed is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. As per circular Non-inclusion of such fact in the corporate announcement will be regarded as inadequate submission.

- (b) The listed entities has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) As per representations made by the management and relied upon by me, the following are the details of actions taken against the listed entities/ 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 letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				



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(d) The listed entities has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entities, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entities.
Not Applicable				

CS Prashant Diwan

Practising Company Secretary

FCS: 1403 CP: 1979

PR: 530/2017

UDIN: F001403C000352336

Date: 21.05.2021

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



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Practicing Company Secretary

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Annexure A

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of applicable laws, rules and regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. I have not carried out the physical verification of any records due to prevailing conditions of COVID 2019 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979

PR: 530/2017

UDIN: F001403C000352336

Date: 21.05.2021

Place: Mumbai