

A.SEKAR
B.COM, FCMA, ACS, LLB (GEN)
COMPANY SECRETARY

B 305, SAI JYOTE,
LALUBHAI PARK WEST,
VILE PARLE WEST, MUMBAI 400 056
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The Board of Directors
Aries Agro Limited
Plot No: 24 Aries House
Deonar Govandi (East)
Mumbai – 400 043

Dear Sirs.

SUB: Annual Secretarial Compliance Report of Aries Agro Limited for the year ended March 31, 2020

I, A Sekar, Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by Aries Agro 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 March 31, 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the circulars / guidelines issued thereunder;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable, as there was no issue of specified securities during the year.
- (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 buy-back of securities during the year
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not applicable as there are no Employee Benefit Schemes
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable as there are no debt securities issued and currently listed by the Company



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable as there are no NCRPS issued and listed currently by the Company

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended 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: - (Detailed compliance placed at Annexure A to this report)

Sr No	Compliance Requirement (Regulations/ Circulars /Guidelines including specific clauses)	Deviations /Observations	Remarks of the Practising Company Secretary
Nil			

(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 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 violations	Details of Action Taken eg: fines, warning letter, debarment etc.	Observations / remarks of the Practising Company Secretary, if any
Nil				

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

Sr.No	Observation of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2019	Action taken by the listed entity, if any	Comments of the practising Company Secretary on the action taken by the listed entity
NOT APPLICABLE				

Place: Mumbai
Date: 26th June, 2020



A Sekar
Company Secretary
ACS 8649 CP 2450
UDIN: A008649B000388259

Annexure A

Detailed compliance report of the SEBI Regulations

The Compliance Report given below is for the year 2019-20

1. The ICDR Regulations are not applicable as the company did not make any IPO, Rights, Bonus, Preferential allotment or a Qualified Institutional Placement.
2. The SEBI(Share Based Employee Benefits) Regulations 2014 are not applicable as the company has not issued any stock options or appreciation rights to its employees.
3. SEBI (LODR) Regulations, 2015:

Regulation	Compliance
4 (1) - Principles governing disclosures and obligations	The Company has made the necessary disclosures to its board members and to the stock exchange in accordance with the principles laid down in this regulation
4(2)(a) – Principles regarding Rights of Shareholders	The company has given the shareholders the right to participate in meetings by providing e-voting facility at the AGM and is also redressing all investor grievances without any delay.
4(2)(b) – Timely Information	The company is providing adequate and timely information to its shareholders
4(2)(c) – Equitable Treatment	All the shareholders are being given equitable treatment.
4(2)(d) - Role of stakeholders in corporate governance	Being complied with
4(2)(e) - Disclosure and transparency	The company is ensuring timely disclosure of all material matters in the manner specified.
4(2)(f) – Responsibilities of the Board	The board is carrying out its responsibilities in accordance with what is specified in the Regulations
6 – Compliance Officer	A qualified Company Secretary has been appointed as the Company Secretary and Compliance Officer.
7 – Share Transfer Agent	Aarathi Consultants Private Limited has been appointed as the Share Transfer Agent. The report as required under Regulation 7(3) has been filed on time with BSE and NSE without any delay for the half years ended September 30, 2019 and March 31, 2020. The Agreement with the Registrar and Share Transfer Agent has also been renewed.
Co-operation with other intermediaries	The company is co-operating with its registrar and the depositories and all other intermediaries with whom it is dealing with.
9. Preservation of Documents Policy	The requisite policy has been formulated and approved by the Board. There is also an archival policy
10. Filing of Information	Being filed on time in the electronic format with the BSE and NSE.
11. Scheme of Arrangement	Not Applicable as there was no scheme of arrangement during the financial year 2019-20.



12 – Payment of Dividend	Payment made by NEFT / electronic means and despatched by demand draft where no registered email is available
13 – Grievance Redressal Mechanism	Registered on SCORES. Logging in frequently. Disclosure under Regulation 13(3) filed every quarter with the stock exchanges on time. The status also placed as a separate item in the Board Meetings every quarter as specified in the Regulation.
14 – Fees	Listing fees to the stock exchanges and fees to the depositories have been paid before due dates.
15 – Applicability	Chapter IV is applicable and the provisions of Regulation 17 to 27 on Corporate Governance are also applicable
17 Board of Directors..	<p>a. The Board has an optimum combination of executive and non-executive directors with ½ of the Board being independent. Chairperson is a Non-independent and Executive Director.</p> <p>b. There are 6 directors on the Board.</p> <p>c. None of the Non-Executive Directors are more than 75 years of age, except Mr. C. B. Chhaya who is over 75 years of Age now. His appointment was approved by Special Resolution passed in the AGM held on 28.09.2018).</p> <p>d. There is a woman director on the Board of Directors.</p> <p>e. The Board has met five times in the year and the gap between the meetings is not more than 120 days. Quorum was present in all the meetings.</p> <p>f. The Board has reviewed compliance of all the laws applicable to the company in all the meetings</p> <p>g. The Board considered the plan for orderly succession to its Board and to the senior management in the current year.</p> <p>h. There is a Code of Conduct for the members of the Board and the senior management, which includes the responsibilities of the Independent Directors and is also hosted on the website of the company.</p> <p>i. The Board has recommended all the fees / commissions to be paid to executive and non-executive directors and all approvals wherever required have been taken from the shareholders.</p> <p>j. Information prescribed in Part A of Schedule II are being placed in the board meeting. The following were not applicable as these incidents didn't occur during the year:</p> <ol style="list-style-type: none"> 1. Fatal or serious accidents. 2. No material default in financial obligations 3. Joint Venture or collaboration agreements 4. Transactions involving substantial payments towards goodwill, brand equity or intellectual property 5. Labour Problems <p>k. The Managing Director and CFO have given necessary certification as per part B of Schedule II.</p> <p>l. Performance Evaluation of the independent directors have been done by the Members of the Board in the current year.</p>



	<p>m. The Board has formulated and implemented a Risk Management Plan</p> <p>n. Recommendation of the Board has been set forth in the special items of business included in the Notice for the General Meeting in the current year.</p>
17A- Maximum Number of Directorships	None of the directors exceed the maximum limit specified in the Regulations
18. Audit Committee	<p>The Audit Committee is constituted with 4 Directors of which 3 are independent.</p> <p>ii. All the members are financially literate and the Chairperson of the Committee is a Qualified Company Secretary.</p> <p>iii. The Chairperson is an independent director and was present in the previous Annual General Meeting to answer shareholder queries.</p> <p>iv. The Company Secretary of the Company acts as the Secretary to the Committee.</p> <p>v. The audit committee has met five times in the financial year and the gap between the meetings was not more than 120 days.</p> <p>vi. Quorum was present in all the meetings of the Committee during the year.</p> <p>vii. The role of the Committee is as prescribed in Part C of Schedule II and reviews the matters specified therein in their meetings.</p> <p>viii. The Committee has discussed / reviewed the financials every quarter before approving the same.</p>
19. Nomination and Remuneration Committee	<p>i. Composition in order with 3 members, all being non-executive and independent.</p> <p>ii. The Chairperson of the Committee is an independent director</p> <p>iii. Met four times in the year and quorum was present.</p> <p>iv. The Chairman of the Committee was present at the AGM.</p> <p>v. The role of the Committee is as prescribed in Part D of Schedule II of the LODR Regulations and reviews the matters specified therein at their meeting.</p>
20. Stake holders relationship Committee	<p>i. Composition in order with the Chairman being a non- executive independent director.</p> <p>ii. The role of the Committee is as prescribed in Part D of Schedule II and reviews the matters specified therein at their meetings.</p> <p>iii. The role of the Stakeholders' Relationship Committee has been modified post amendment to the LODR Regulations with effect from April 01, 2019, and approved by the Board of Directors.</p> <p>iv. The Stakeholders Relationship Committee met once during the current year.</p>
21. Risk Management Committee	Not applicable
22. Vigil Mechanism	<p>i. Has a policy and hosted the same on the website. A whistle blower has direct access to the chairman of the Audit Committee.</p> <p>ii. No whistle blower has availed of the same during the audit period.</p>



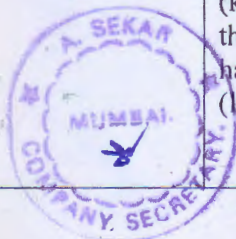
23. Related Party Transactions	<p>i. The company has a RPT policy which is approved by the Board and is placed on the website of the company. The Board in its meeting on February 11, 2020 reviewed the RPT Policy and in view of the recommendations of the SEBI Committee on Related Party Transactions, has decided to take it up for review once again after the recommendations are accepted and notified by SEBI.</p> <p>ii. All RPTs are prior approved by the Audit Committee.</p> <p>iii. Omnibus approval has been taken during the year for Related Party Transactions to be entered into during the current financial year. Status Report of the Related Party Transactions entered into every quarter vis-à-vis the Omnibus approval given is placed in every Audit Committee meeting.</p> <p>iv. No Material RPTs have been entered into during the year under review.</p> <p>v. The statement of the related party transactions required to be submitted within 30 days of publication of consolidated financial results for every half year has been submitted on a consolidated basis for the 6 months ended March 31, 2019 and September 30, 2019 to the stock exchanges on January 29, 2020</p>
24 – Corporate Governance with regard to Subsidiaries	<p>i. None of the subsidiaries of the company is a material subsidiary. One independent director of the company is appointed as Director in two companies.</p> <p>ii. Took note of the financials of the Subsidiaries in the audit committee meeting, particularly the investment being made by them.</p>
25. Obligations of the Independent Directors	<p>i. Meet criteria of Independence</p> <p>ii. Complied with the requirement of number of directorships</p> <p>iii. Tenure in accordance with the provisions of the Companies Act.</p> <p>iv. Appointment letter for the independent directors hosted on the website of the company.</p> <p>v. The independent directors met on February 11, 2020 and have reviewed the performance of the Board, the non-independent directors and the quality / quantity / timelines of the flow of information between the Board and the Management.</p> <p>vi. Familiarization program being conducted on an ongoing basis.</p>
26 Obligations with respect to directors and senior management	<p>i. In compliance with the restriction on Number of directorships.</p> <p>ii: The directors have informed the company about the committee positions and the other directorships to the company.</p> <p>iii. Code of Conduct for directors and senior management personnel available and hosted on website. The directors have confirmed compliance with the same in the first meeting of the financial year.</p>



	iv. Disclosures to the board of directors relating to all material, financial and commercial transactions by directors done in the first board meeting of the financial year.
27. Corporate Governance Report	Complied with. Report filed on time on a quarterly basis with both the exchanges.
28. In principle Approval	Not applicable as the company did not list any fresh capital during the year.
29. Prior Intimations	i. Has been given for all board meetings considering financial results / dividend and for the AGM and when considering price sensitive information like declaration of interim dividend. ii. Closure of trading window intimated to the BSE and NSE.
30. Disclosure of events or information	Complied with for all material events like retirement of CFO, appointment of new CFO, closure of factory due to COVID-19 lock-down etc.
31 – Shareholding Pattern	Quarterly filing of Shareholding Pattern done on a quarterly basis on time with BSE and NSE in the correct format.
31A – Reclassification of Shareholding Pattern	Not Applicable
32 - Statement of Deviation or Variation	Deviations were reported till the Quarter ended 30.09.2019. Company took approval for amendment in terms of use of funds in the AGM held on 30.09.2019. Thereafter since there is no requirement to place statement of deviation or variation, this statement has been discontinued.
33 - Financial Results	<ol style="list-style-type: none"> i. The financial results have been prepared in compliance of the conditions stipulated under Regulation 33(1) ii. The quarterly financial results are approved by the Board iii. The Managing Director / CFO have given a certificate that the financial results do not contain any false or misleading statement or figures. iv. The financial results are signed by the Managing Director. v. Limited Review Report is also placed before the Board before being submitted to the stock exchange. vi. The financial results are being submitted in accordance with the conditions stipulated in Regulation 33(3) Prior intimation to the stock exchanges given on time. vii. Included advertisement in the newspaper about the board meeting. viii. Filed with the BSE and NSE within 30 minutes of closure of the Board meeting. ix. Given press release / advertisement in the newspapers as required. x. The format of the financial results was in order and contained all information as stipulated under IND AS and the Companies Act / Part A of Schedule IV of the LODR



34 – Annual Report	Submitted to the BSE and NSE immediately on the dispatch of the notice for the AGM
35 – Annual Information Memorandum	Not Applicable
36 - Documents & Information to shareholders	Despatched to shareholders
37 - Draft Scheme of Arrangement & Scheme of Arrangement	Not applicable, as there was no scheme of amalgamation or merger
38 - Minimum Public Shareholding	In compliance
39 - Issuance of Certificates or Receipts/ Letters/ Advices for securities and dealing with unclaimed securities	No requests were received during the Financial Year, hence no disclosure was required to be made.
40 – Transfer or Transmission	Complied with the requirements
41 - Other provisions relating to securities	Complied with the requirements
42 - Record Date or Date of closure of transfer books	Complied with for the purpose of AGM, Dividend and Interim Dividend
43 – Dividends	Complied with all the requisite provisions
44 - Voting by shareholders	E-voting has been provided Voting results have been communicated to the stock exchange within 48 hours of the declaration of result in the prescribed format.
45 – Change of Name	Not applicable
46 – Website	The website is active and is updated. There is a separate section “Investor Relations” and the following details are available there : (a) details of its business – given (b) terms and conditions of appointment of independent director – given (c) composition of various committees of board of directors – given (d) code of conduct of board of directors and senior management personnel – given (e) details of establishment of vigil mechanism/ Whistle Blower policy - given (f) criteria of making payments to non-executive directors, if the same has not been disclosed in annual report – Not applicable (g) policy on dealing with material related party transactions; - given (h) policy for determining ‘material’ subsidiaries; - Not applicable (i) details of familiarization programmes imparted to independent directors including the following details:- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date) - given (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date) – given and (iii) other relevant details - given (j) the email address for grievance redressal and other relevant details; - Given (k) contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances; - Given (l) financial information including: - Given (i) notice of meeting of the board of directors where financial results shall be discussed;



	(ii) financial results, on conclusion of the meeting of the board of directors where the financial results were approved; (iii) complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc; (m) shareholding pattern; - Given (n) details of agreements entered into with the media companies and/or their associates, etc; - Not applicable (o) schedule of analyst or institutional investor meet and presentations made – Given (p) new name and the old name of the listed entity for a continuous period of one year, from the date of the last name change; - Not applicable (q) items in sub-regulation (1) of regulation 47 – Given
47 - Advertisements in Newspapers	Complied
48 – Accounting Standards	Complied
Chapter V – Regulation 40 to 62	Not applicable
Chapter VI 63 and 64	Not applicable
Chapter VII, VIII and IX	Not applicable

4. SEBI (SAST) Regulations 2011

- a. The company does not hold shares in any other listed entity and therefore the provisions of the SAST Regulations are not applicable.
- b. The promoters have given the disclosures under Regulation 30 on time.
- c. There have been no open offers in which the company was involved during the period under review and hence the provisions of the SAST Regulations are not applicable to this extent.

5. SEBI (PIT) Regulations, 2015. Window Closure being done during consideration of financial results from the 1st day of the financial quarter and is reopened 48 hours after the results are made generally available.

- b. Pre-clearance has been given on time and the person who has taken pre-clearance has done the trade within 7 working days and confirmed the execution of trade.
- c. Annual Disclosures are taken from all the designated persons.
- d. The company has adopted a Leakage of Price Sensitive Information Policy.
- e. Legitimate Purpose Policy has been adopted.
- f. Structural database is being maintained. The company obtains the PAN Number and mobile numbers of designated persons, their immediate relatives and persons with whom the designated person has a material financial relationship.
- g. The details of the educational institution and previous employment particulars of the designated persons have been collected.

6. SCORES

- a. Registered on the SCORES site
- b. Logging in frequently.
- c. No Complaints were received during the financial year. One complaint which was outstanding at the commencement of the year under review was resolved during the year under review.



7. SEBI (Buy-back of Securities) Regulations, 1998 / 2018 – Not applicable as there was no buy-back of securities during the financial year under review.

8. The company is not registered as an intermediary with SEBI and hence none of the regulations pertaining to the intermediaries are applicable to it.

9. Dematerialisation: The promoters' shares are dematerialized and the company is taking necessary steps to get the shares held by the public dematerialized. No transfers in physical shares has been done during the year under review

Place: Mumbai

Date: 26th June, 2020



A handwritten signature in blue ink, appearing to be "A Sekar".

A Sekar
Company Secretary
ACS 8649 CP 2450
UDIN: A008649B000388259