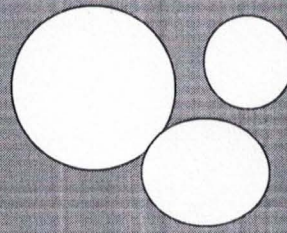


SUN



TECHNO OVERSEAS LIMITED

CIN NO: L65910GJ1995PLC02670

June 5, 2019

To,

**Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001**

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19.

In compliance with **SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019**, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2019 issued by secretarial auditor Mr. Hemant Valand, Practicing Company Secretaries. You are requested to take the same on your record.

Thanking you,

Yours faithfully,

FOR, SUN TECHNO OVERSEAS LIMITED

Director/Authorized Signatory

Encl.: As above.



Registered Office Address: Shop No. 8, First Floor, Makers - 1 Building, Jawahar Road, Rajkot-360001

Corporate Office Address: 6th Floor, B-Wing, B D Patel House, Naranpura Road Ahmedabad - 380014

E mail: suntechnooverseas@gmail.com



ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial compliance report of SUN TECHNO OVERSEAS LIMITED for the year ended 31st March, 2019

I have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s. SUN TECHNO OVERSEAS 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 on **March 31, 2019** ("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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, 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;
- 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 to during the review period**)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not applicable during the Review Period**)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable during the Review Period**)





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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 during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 up to October 2, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 w.e.f. October 3, 2018;

and circulars/ guidelines/Amendments 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 to the extent applicable and in the manner prescribed, 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	Regulation 6(1) of SEBI (LODR) Regulation, 2015	Non-Compliance with requirement to appoint a qualified Company Secretary for quarter ended March-2019.	The Company has not complied with the regulation.
2	Regulation 14 of SEBI (LODR) Regulation, 2015	Non-Payment of Annual Listing Fees (ALF) dues to BSE Limited	The Company has not paid listing fee
3	Regulation 17 (1) of SEBI (LODR) Regulation, 2015	Regulation 17 (1) of SEBI (LODR) Regulation, 2015 - Non-Compliance to the composition of the board – women director	Company has not complied with the Regulation.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.





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- (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 there under:

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	Regulation 33 of SEBI (LODR) Regulation, 2015 - Non-Submission of Financial Results March 2018	Levied monetary fines	Company has complied in due course and requested exchange to review penalty and waive it off.
2	BSE Limited	Regulation 17 (1) of SEBI (LODR) Regulation, 2015 - Non-Compliance to the composition of the board – women director	Levied monetary fines	Company has not complied with regulation.
3	BSE Limited	Regulation 14 of SEBI (LODR) Regulation, 2015- Non-Payment of Annual Listing Fees (ALF) dues to BSE Limited	Warning letter	Company has not paid listing fee

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Vadodara
Date: 03-06-2019



For, KH & Associates
Practicing Company Secretary

Hemant
CS Hemant Valand
Partner

C. P. No: 8904
M. No: A24697