



**SECRETARIAL COMPLIANCE REPORT OF CREATIVE PERIPHERALS AND
DISTRIBUTION LIMITED.**

CIN: L52392MH2004PLC148754

FOR THE YEAR ENDED MARCH 31, 2021

**ISSUED UNDER REGULATION 24A OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I have examined:

- (a) all the documents and records made available to us and explanation provided by Creative Peripherals and Distribution Limited (“the Listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended March 31, 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;

During the year under review, the Company has not issued any security.

- 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;

During the year under review, the Company has not brought back any of its Securities.

- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

During the year under review, the Company has not issued any shares/ securities to its employee.

f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the year under review, the Company has not issued any debt securities.

g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

During the year under review, the Company has not issued any Non-Convertible and Redeemable Preference Shares.

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

i. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

Based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) warranted due to ongoing spread of the COVID-19 pandemic, 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 in so far as it appears from my examination of those records except in respect of matters specified below: -

Sr.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 27(2), 33(3), 23(9), 7(3), 13(3) of SEBI (LODR) Regulation, 2015 and Regulation 30(2), 31(4), 31(5) of SEBI (SAST) Regulation, 2011.	Delay in submission/ Intimation under 27(2), 33(3), 23(9), 7(3), 13(3) of SEBI (LODR) Regulation, 2015 and Regulation 30(2), 31(4), 31(5) of SEBI (SAST) Regulation, 2011.	As informed to us by the management, the Company has complied all regulations mentioned in Column no. (1) with marginal delay due to sudden spurt of the COVID-19 pandemic, nationwide lockdown and imposition of curfew by the Government caused a marginal delay on the Company's part to submit Disclosures and intimation to Stock Exchange in Regulation 27(2), 33(3), 23(9), 7(3), 13(3) of SEBI (LODR) Regulation, 2015 and Regulation 30(2), 31(4), 31(5) of SEBI (SAST) Regulation, 2011.

- (b) 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 our examination of those records.

- (c) There were no 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 in so far as it appears from my examination or verification of those records except in respect of matters specified below:

Sr.	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.	National Stock Exchange of India Limited	Delay in compliance with the provisions of Regulation 23(9) of SEBI (LODR) Regulations, 2015 with regards to disclosures of related party transactions on a consolidated basis for the half year ended September, 2020.	Date of Penalty imposed	Penalty imposed by BSE (Rs.)	Penalty imposed by NSE (Rs.)	The Company made suitable representation to NSE citing exceptional circumstances caused due to nationwide lockdown which resulted in delay in compliance and therefore requested for waiver of fine imposed on the Company and NSE has considered it favourably and waived penalty so imposed vide their letter dated May 20, 2021. Accordingly, there is no violation and delay condoned.
18.01.2021	-	1,80,000/-				
TOTAL	-	1,80,000/-				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not applicable

Place: Mumbai
Date: June 30,2021

Satyajit Mishra
(Satyajit Mishra & Co.)
Company Secretaries
C P No.: 4997
FCS: 5759
PR No. 527/2018
UDIN: F005759C000544902