

SHRICON INDUSTRIES LIMITED

Corporate Identification Number: L45200RJ1984PLC040606
Registered Office: 112B, First Floor, Shakti Nagar, Kota, Rajasthan-324009
Phone: +91 744 250 0092, 250 0492, 0692,
Website: www.shricon.in, Email: investor.shricon@gmail.com

REPORT ON CORPORATE GOVERNANCE

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance refers to the framework of rules and practices by which the Board of Directors ensures accountability, fairness, and transparency in a company's relationship with all its stakeholders. The Company is committed to run its business in a legal, ethical and transparent manner with dedication throughout the organization. Besides adhering to the prescribed Corporate practices as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'], it voluntarily governs itself as per highest ethical and responsible standard of business. The Company believes in good Corporate Governance. The Company's philosophy envisages the attainment of the highest standards of Corporate Governance through sound business decisions, prudent financial management, high standards of ethics throughout the organization, transparent accounting policies, responsibility and fairness. The Company emphasises the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. Its endeavour is to maximize the long term value of the shareholders of the Company. A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Listing Regulations is given below:

2) POLICIES

In compliance with requirements of Listing Regulations and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detail herein:

Whistle Blower & Vigil Mechanism Policy

As per Section 177 of the Companies Act, 2013 and Regulation 4(2)(d)(iv) and 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015., a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of companies Code of Conduct. This mechanism/Policy provides adequate safeguards to whistle blowers against reprisals or victimization. The copy of the Policy has been uploaded on the Company's website www.shricon.in.

Code of Conduct for Board Members and Senior Management Personnel

The Board of Directors of the Company has adopted a Code of Conduct for all Board members and senior management group of the Company. The code of conduct is available on the website of the Company www.shricon.in.

All board members and senior management group have affirmed compliance with the code of conduct. A declaration signed by the Managing Director & CEO to this effect is enclosed as a part of this report.

Related Party Transaction Policy

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on www.shricon.in

Material Subsidiary Policy

There is no subsidiary Company, therefore not applicable.

Policies and code as per SEBI Insider Trading Regulations

In accordance with SEBI (Prohibition of Insider Trading) Regulation, 2018, the company has formulated and approved (i) an insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations, and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. The said Code and Policy can be viewed on www.shricon.in

Mrs Neha Gandhi is Compliance Officer for the purposes of Insider Trading Code and appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure Policy.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

With a view to familiarize Independent Directors with the Company's operations, the Company has conducted Familiarization program for them with a view to enable them to understand Company's business in depth and contribute significantly to the company. Such Program will provide an opportunity to the Independent Directors to interact with the senior management team of the Company and help them to understand the Company's strategy, business model, operations, service and products offerings, markets, organization structure, finance, human resources, quality, facilities and risk management and such other areas as may arise from time to time. The details of Familiarization program can be viewed on www.shricon.in

BOARD OF DIRECTORS

i) Composition of Board

The Company's Board is constituted in line with the provisions of Listing Regulations and the Companies Act, 2013. The present strength of the Board is of nine Directors comprising an optimum combination of Executive and Non-Executive Directors. The Board represents an optimal mix of professionalism, knowledge and experience.

ii) The table below gives the composition of the Board during the financial year 2018-19

Name of Director and DIN	Category	Designation
Mr. Om Prakash Maheshwari (00185677)	Non-Executive Non- Independent Director	Director
Mrs. Neelima Maheshwari (00194928)	Non-Executive Non- Independent Director	Director
Mr. Inder Prakash Jain (00229945)	Non-Executive Independent Director	Additional Director
Mr. Govind Nuwal (05162530)	Non-Executive Independent Director	Additional Director

Director's attendance record and Directorship in other companies

Name of Director	No. of Board Meetings during the Financial Year 2018-2019		No. of Directorship in other Companies including private Limited companies(as on March 31,2019)	No. of Membership/Chairmanships of other Board Committees		Whether attended last AGM
	Held	Attended		Membership	Chairmanship	
Mr. Om Prakash Maheshwari	4	4	16	3	0	Yes
Mrs. Neelima Maheshwari	4	4	3	Nil	Nil	Yes
Mr. Inder Prakash Jain	4	4	1	Nil	Nil	NA
Mr. Govind Nuwal	4	4	1	Nil	Nil	NA

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations)..

Board Meetings:

The annual calendar of meetings is broadly determined at the beginning of each year. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kota. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director and Chief Executive Officer of the Company. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of a special and urgent business need, the Board's approval is taken by passing Resolutions by Circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. All Directors on the Board are free to suggest any item for inclusion in the agenda for the consideration of the Board. During the year Four Board Meetings were held on May 22, 2018, August 14, 2018, November 15, 2018 and February 13, 2019.

Independent Directors Meetings:

During the year under review, the Independent Directors met on March 29, 2019, without the attendance of Non-Independent Directors and members of the management, inter alia, to discuss on the following:

- To review the performance of the Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of your Company, taking into account views of Executive / Non-Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between your Company's management and the Board that was necessary for the Board to effectively and reasonably perform their duties

3) BOARD COMMITTEES

In accordance with the provisions of the Companies Act 2013 and Listing Regulations, inter-alia, the following Committees are in operation:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committees
- iv. Corporate Social Responsibility Committee

(i) Audit Committee

In line with the statutory provisions of Listing Agreement entered into with Stock Exchanges and as a measure of good Corporate Governance with a view to provide assistance to the Board in fulfilling its oversight responsibilities, an Audit Committee of the Directors was constituted. Majority of the Members of the Committee are Independent Directors and every Member has sound experience in the financial sector. The Company Secretary acts as Secretary to the Committee.

The composition of the Audit Committee of the Board which complies with the requirements of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Listing Regulations are as under:

Chairperson: Mr. Inder Prakash Jain (Non-Executive Independent Director),

Members:

Mr. Govind Nuwal (Non-Executive Independent Director) and

Mr. Om Prakash Maheshwari (Non-Executive)

Functions and Terms of Reference

The term of reference of Audit Committee are as per Listing Agreement with the Stock Exchanges and includes such other functions as may be assigned to it by the Board from time to time. Further, the term of reference of the Audit Committee has been aligned with the requirements of the Companies Act, 2013.

The main functions of the Audit Committee, inter-alia, include:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval/ Ratification of other services as may be required to be availed from auditors of the Company;
- Examination of the financial statement and auditors' report thereon;
- Approval or any subsequent modification of transaction of the company with related parties;
- Scrutiny of inter-corporate loans and investments, if any;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of fund raised through public offers and related matters
- Such other functions/areas/terms as desired/referred by the Board from time to time or required under applicable law/Listing Agreement for time being in force

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to these, in compliance with requirements of Clause 49 the Listing Agreement, the Audit Committee reviews the operations of subsidiary Companies viz., its financial statements to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board, statement of investments and minutes of meeting of its Board.

The particulars of the meetings attended by the Members of the Audit Committee and the dated of the meetings held during the financial year 2018-19 are given below:

Sr. No	Name of Members	No. of Meetings during	The Financial Year 2018-2019	Dates of Meetings
		Held	Attended	
1	Mr. Om Prakash Maheshwari	4	4	22 ^h May,2018 14 th August,2018 15 ^h November,2018 13 th February, 2019
2	Mr. Govind Nuwal	4	4	
3	Mr. Inder Prakash Jain	4	4	

Audit Committee Meetings are generally attended by the Chief Executive Officer, Chief Financial Officer and representative of the Statutory Auditors of the Company. Internal Auditors have attended Audit Committee Meeting wherein the Internal Audit Reports were considered by the Committees.

(ii) NOMINATION AND REMUNERATION COMMITTEE

Composition of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Nomination and Remuneration Committee of the Company is constituted to identify persons who are qualified to become directors and who may be appointed in senior management and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and to carry out evaluation of every director's performance. The Nomination and remuneration Committee of the Company is also entrusted to frame policies and systems for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

The remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Nomination and Remuneration Committee has been constituted by the Board and it comprises of the following Independent Directors:

Chairperson: Mr. Govind Nuwal (Non-Executive Independent Director)

Members:

Mr. Inder Prakash Jain (Non-Executive Independent Director),

Mr. Om Prakash Maheshwari (Non-Executive Director)

Functions and Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee of the Company are as follows:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To carry out evaluation of every directors performance;
- To formulate the criteria for determining qualifications, positive attribute and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Committee while formulating the policy shall ensure that:
- Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully
- Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmark
- Formulate policy with regard to Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- To recommend the Board, the remuneration (including any modification therein) payable to the Managing Director or Whole-time Director or Manager of the Company
- Such other functions/area/term as desired/referred by the Board from time to time or required under applicable law /listing agreement, for time being in force.

The particulars of the meetings attended by the Members of the Nomination and Remuneration Committee and the dates of the meetings held during the financial year 2018-19 are given below:

Sr. No	Name of Members	No. of Meetings during	The Financial Year 2018-2019	Dates of Meetings
		Held	Attended	
1	Mr. Om Prakash Maheshwari	4	4	22 ^h May,2018 14 th August,2018 15 ^h November,2018
2	Mr. Inder Prakash Jain	4	4	

3	Mr. Govind Nuwal	4	4	13 th February, 2019
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Remuneration Policy

The Nomination and Remuneration Committee has the powers to determine and recommend to the Board the amount of remuneration payable to Directors, Senior Management and other employees. The recommendations of the Committee are based on the evaluation of the performance and other criteria, as laid down and as per the Company's Rules/Policies. In terms of the guidelines, the Company ensures that the remuneration payable to Managing Director and Whole-time Directors by way of salary including other allowances and monetary value of perquisites should be within the overall limit as specified under the Companies Act, 2013 and approved by the Shareholders.

The remuneration policy is directed towards rewarding performance of the employees of the Company. It is aimed at attracting and retaining high caliber talent. The stock option plan, inter-alia, authorizes the Company to grant stock options in pursuit of these goals. An extract of Remuneration Policy approved by the Nomination and Remuneration Committee of the Board has been included as part of this Annual Report. The copy of the Policy has been uploaded on the Company's website www.shricon.in

Detail of Remuneration to all the Directors during the year ended March 31, 2019. Nil

Non- Executive Directors of the Company do not have any pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management.

No Stock Options were granted to Directors during the financial year ended March 31, 2019

Disclosures regarding re-appointment of Directors

The resume of the Directors who are being reappointed are provided in the Notice to the Annual General Meeting.

(iii)STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. As a measure of good Corporate Governance and focusing on strengthening the relation with the stakeholders, the Board has formed Stakeholders Relationship Committee. The Stakeholders Relationship Committee ensures that all commitment to security holders and investors are met and thus strengthen their relationship with the Company. The composition of the Stakeholders Relationship Committee is as below:

Chairperson: Mr. Govind Nuwal (Non-Executive Independent Director)

Members:

Mr. Inder Prakash Jain (Non-Executive Independent Director),

Mrs. Neelima Maheshwari (Non-Executive Director)

Functions and Terms of Reference

The functioning and broad terms of reference of the Stakeholders Relationship Committee of the Company are as under:

- to consider and resolve the grievances of security holders of the Company
- to review important circulars issued by SEBI/Stock Exchanges.
- to take note of the Compliance of Corporate Governance during the quarter/year

The Committee has been constituted to specifically look into the Investors' complaints and to redress the same expediently. There were no complaints pending as on 31st March, 2019.

The Company has appointed M/s. Systems Support Services as Share Transfer Agent, to look after the Shareholders correspondence, share transfers, transmissions, transpositions, to prepare shareholding pattern, which are approved by the Committee. The Company has connectivity with NSDL & CDSL for Dematerialization of Shares.

The Compliance Officer in terms of the requirement of the stock exchange who liaises with and monitors the activities of the Share Transfer Agent.

The particulars of the meetings attended by the Members of the Stakeholders Relationship Committee and the dates of the meetings held during the financial year 2018-19 are given below:

Sr. No	Name of Members	No. of Meetings during	The Financial Year	Dates of Meetings
		Held	2018-2019 Attended	
1	Mr. Inder Prakash Jain	4	4	22 nd May, 2018

2	Mrs. Neelima Maheshwari	4	4	14 th August,2018
3	Mr. Govind Nuwal	4	4	15 th November,2018 13 th February, 2019

Details of complaints received/resolved during the financial year 2018-2019

Nature of Complaints	Received	Resolved	Pending
Investor Grievances	Nil	Nil	Nil

(iv) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In alignment with the provisions of the Companies Act, 2013, your directors have constituted the Corporate Social Responsibility Committee of the Board of Directors, with Mr. Inder Prakash Jain, as Chairman, and Mrs. Neelima Maheshwari and Mr. Govind Nuwal as other members..

The said Committee has been entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility Policy of the Company, which will include inter-alia activities to be undertaken by the Company, monitoring the implementation of the framework of the Policy and recommending the amount to be spent on CSR activities.

Sr. No	Name of Members	No. of Meetings during	The Financial Year	Dates of Meetings
		Held	2018-2019 Attended	
1	Mrs. Neelima Maheshwari	4	4	22 nd May,2018
2	Mr. Govind Nuwal	4	4	14 th August,2018
3	Mr. Inder Prakash jain	4	4	15 th November,2018 13 th February, 2019

4) GENERAL BODY MEETINGS

The details of General Meetings held in the last three years are given below:

Year	AGM/ EGM	Date	Time	Venue	NO. of special resolution
2017-2018	AGM	September 29,2018	4:pm	112B,first floor Shakti Nagar , Kota, 324009, Rajasthan, India	2
2016-2017	AGM	September 29,2017	4:pm	112B,first floor Shakti Nagar , Kota, 324009, Rajasthan, India	Nil
2015-2016	AGM	September 28, 2016	4.00 p.m.	112B,first floor Shakti Nagar , Kota, 324009, Rajasthan, India	Nil

AGM=Annual General Meeting,

Note : During the year Company has not passed any resolution by circulation or by Postal Ballot.

5) Company Secretary

Ms Neha Vijay

Company Secretary

Shricon Industries Limited

Registered & Corporate Office: 112 B ,first floor Shakti Nagar , Kota, 324009, Rajasthan, India

Tel: +91 744 2500092;

Fax: +91 744 2500892

Email: investor.shricon@gmail.com

6) DISCLOSURES

i. Related Party Transactions

There is no Related Party Transaction that may have potential conflict with the interest of the Company at large. The Related Party Transactions are entered into based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered during the financial year 2018-19 with Related Parties were on arm's length basis and the same are reported under notes to the financial statements.

All transactions covered under Related Party Transactions are regularly/periodically ratified and/or approved by the Board / Audit Committee.

- ii. **Details of non-compliance with regard to the capital market**
There have been no instances of non-compliances by the Company and no penalties and/or structures have been imposed on it by stock exchanges or SEBI or any statutory authority on any matter related to the capital markets during the last three years.
- iii. **Whistle Blower Policy:**
The Audit Committee approved whistle blower policy. The employees and directors may report to the Compliance Officer and have direct access to the Chairperson of the Audit Committee about any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.
- iv. **Compliance of Code of Corporate Governance**
The Company has complied with all the mandatory requirements of the Code of Corporate Governance. The Company has also obtained a certificate affirming the compliances from the statutory auditors of the Company and the same is attached to this Report.
- v. **Details of Compliance with Non-Mandatory requirements of this clause**
The Company has not adopted the Non-Mandatory requirements except constitution of Nomination and Remuneration Committee and whistle Blower Policy.
- vi. **Disclosure on Risk Management**
The Board has laid down procedures to inform the Board Members about the risk assessment and mitigation procedures. The Board is periodically informed about the key risks and their minimization procedures. Business risk evaluation and management is an ongoing process within the Company.
- vii. **Financial Statements / Accounting treatments**
In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by Institute of Chartered Accountants of India to the extent applicable.
- viii. **Management Discussion and Analysis Report**
Management Discussion and Analysis Report is appended to this Annual Report.
- ix. **Disclosures regarding appointment or re appointment of Directors**
The brief profile of the Directors proposed to be appointed / re-appointed is given as a part of the Notice of the Annual General Meeting.

7) Means of Communication

- The quarterly, half-yearly and annual results during the year were published in National English and Hindi Newspapers and displayed on the Company's website www.shricon.in along with official news releases, financial results etc are also displayed at the Company's website.
- All the periodic compliance filing to Bombay Stock Exchange Limited (BSE) like shareholding pattern, corporate governance report, Report on Reconciliation of Share Capital, financial results, other Corporate Announcements among others are filed electronically BSE Listing Centre (BSE Corporate Compliance & Listing Centre) respectively.
- The Company's website contains a separate dedicated section "Investor Relations" where shareholders information is available in a user friendly and downloadable form.
- The investor complaints (if any) are processed in a centralized web based complaint system SEBI Complaint Redress System (SCORES).

8) General Information for Shareholders

i) Annual General Meeting

Date	Saturday , September 28, 2019
Venue	112 B ,first floor Shakti Nagar , Kota, 324009, Rajasthan, India
Time	4.00 p.m
Financial Year	2019-20

Book Closure Date – From September 21, 2019 to September 28, 2019 (both days inclusive)

ii) Tentative Financial Calendar (For FY 2019-20)

The tentative schedule of Financial Results of the Company is as follows:

June Quarter Ending Results	Within 45 days from end of quarter.
September Quarter Ending Results	Within 45 days from end of quarter.
December Quarter Ending Results	Within 45 days from end of quarter.

March Quarter/Year Ending Results	Within 45 days from end of quarter (Un-audited) / Within 60 days from end of financial year (Audited).
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iii) **Listing in Stock Exchanges and Stock Codes**

The names of the Stock Exchanges at which the equity shares are listed and the respective stock codes are as under:

Name of Stock Exchanges	Stock Code/Symbol
Bombay Stock Exchange Limited	508961

The listing fee for the financial year 2019-20 to BSE has been duly paid.

iv) **Market Price Data**

a. Share Price movement for the Financial Year 2018-19:

Month	Bombay Stock Exchange			
	High (In Rs.)	Low (in Rs.)	Close (in Rs.)	SENSEX
Apr-18	15.90	14.40	14.40	35160.36
May-18	17.49	15.12	17.49	35322.38
Jun-18				35423.48
Jul-18	17.00	16.75	17.00	37606.58
Aug-18	16.15	16.15	16.15	38645.07
Sep-18	22.45	15.35	22.45	36227.14
Oct-18	32.80	23.55	32.80	34442.05
Nov-18	38.30	34.40	38.30	36194.3
Dec-18	38.35	37.90	38.35	36068.33
Jan-19	40.00	36.45	40.00	36256.69
Feb-19	42.00	42.00	42.00	35867.44
Mar-19	44.10	44.10	44.10	38672.91

b. Shareholding Distribution as on March 31, 2019

SR.NO.	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	135	72.5806	13272	1.0703
2	501	to	1000	9	4.8387	7205	0.5810
3	1001	to	2000	6	3.2258	10505	0.8472
4	2001	to	3000	4	2.1505	10844	0.8745
5	3001	to	4000	1	0.5376	4000	0.3226
6	4001	to	5000	5	2.6882	25000	2.0161
7	5001	to	10000	12	6.4516	106489	8.5878
8	10001	to	*****	14	7.5269	1062685	85.7004
Total				186	100	1240000	100

c. Shareholding Pattern as on March 31, 2019

Category	Demat Securities	Demat Holders	Physical Securities	Physical Holders	Total Securities	Total Holders	%-Issued Capital
Corporate Bodies (Promoter Co)	357280	2	0	0	357280	2	28.8129
Clearing Members	884	4	0	0	884	4	0.0713
Other Bodies Corporate	105306	9	0	0	105306	9	8.4924
Hindu Undivided Family	769	6	0	0	769	6	0.0620
Public	254478	158	90	3	254568	161	20.5297
Promoters	521193	4	0	0	521193	4	42.0317
TOTAL :	1239910	183	90	3	1240000	186	100

d. Registrar for Dematerialisation and Physical Transfer of Shares

The Company has appointed a Registrar for dematerialization (Electronic Mode) and physical transfer of shares whose detail is given below:-

Link Intime India Private Limited

C-101, 247 Park LBS Marg, Vikhroli West, Mumbai-400083

Tel: +91-22-49186000

Fax: +91-22-49186060

v) Share Transfer System

The Company has appointed a common Registrar for the physical share transfer and dematerialization of shares. The shares lodged for physical transfer/ transmission/transposition are registered normally within a period of fortnight, if the documents are complete in all respects. For this purpose, the Share Transfer Committee meets as often as required. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Requests for demat/remat were confirmed mostly within a fortnight. The Company obtains from a Company Secretary in Practice half-yearly certificates of compliance with the share transfer formalities as required under Regulation 40(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges..

vi) Dematerialization of Shares and Liquidity

The shares of the Company are compulsorily traded in dematerialised form. The Company has arrangements with both the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of its shares for scripless trading. As on March 31, 2019, **98.98%** percent of the shares of the Company were held in a dematerialized form. The International Securities Identification Number (ISIN) allotted to the Company for Dematerialization of Shares is INE753D01010.

vii) Reconciliation of Share Capital Audit

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Chartered Accountant carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors.

viii) GDRs/ADRs: There are no outstanding GDRs / ADRs / Warrants or any convertible instruments.

ix) Plant Location: Not Applicable

x) Address for Correspondence

Shareholder's correspondence should be addressed to the Company's Registrar at the address mentioned below:

Link Intime India Private Limited

C-101, 247 Park LBS Marg, Vikhroli West, Mumbai-400083

Tel: +91-22-49186000

Fax: +91-22-49186060

Investors may also write to or contact

Compliance Officer

SHRICON INDUSTRIES LIMITED

Registered Office: 112B, First Floor,,

Shakti Nagar, Kota - 324 009, Rajasthan, India

Tel: +91 744 2500092;

Fax: +91 744 2500892

For any other queries: email: investor.shricon@gmail.com

xi) Designated exclusive email-id

The Company has designated an email-id investor.shricon@gmail.com in exclusively for shareholders and Investors to correspond with the Company.

xii) Permanent Account Number for transfer of shares in physical form

SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for registration of such transfer of shares. Accordingly, shareholders are requested to please furnish copy of PAN card to the Company's RTA for registration of transfer of shares in their name.

xiii) Consolidate multiple folios

Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

xiv) Proceeds from the public issue/right issue/preferential issue: There was no fresh public issue/right issue/preferential issue etc during the financial year 2018-19.

xv) Company Registration Details

The Company is registered in the State of Rajasthan. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L45200RJ1948PLC040606.

xvi) Nomination Facility

The Companies Act 2013 has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to shareholders and shareholders may avail this facility by sending the duly completed form to the Registered Office of the Company/Registrar and Share Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain copy of the said form from the Registered Office of the Company. In case of demat holdings, the request may be submitted to the Depository Participant

9) SUBSIDIARY COMPANIES

There is no subsidiary Company of Shricon Industries Limited.

10) Code for prevention of Insider Trading Practices

In Compliance with the SEBI's regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for its Promoters, Directors and Designated Employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Career Point Limited and cautioning them of the consequences of violations.

11)Furnishing updated bank account particulars with Company/ Depository Participant for facilitating electronic payments

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS/Regional ECS/National ECS) NEFT, RTGS etc for distribution of dividend and other cash benefits to investors. The Circular also mandated the companies or their registrar and share transfer agent (RTA) to maintain bank details of investors. In case

the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. In view of above, the Company's RTA has sent letters to various depository participants seeking updated bank details of the investors of the Company. The investors are also requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company/RTA. This would facilitate the Company for making payments through electronic mode.

12) Statutory Compliance

The Board periodically reviews compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances (if any).

13) CEO AND CFO CERTIFICATION

Certificate issued by Chief Executive Officer and Chief Financial Officer confirming that the financial statement present the true and fair view of the Company's affairs and are in compliance with existing accounting standards, internal control and disclosures, is annexed to this report.

- 14) A certificate from a company secretary in practice that none of the Directors are disqualified or debarred from being appointed or continuing as a director of the Company by Securities Exchange Board of India / Ministry of Corporate Affairs or any other authority is provided in Annexure A which forms part of this report