

CS J.K.Dangre

Practising Company Secretary

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SECRETARIAL AUDIT REPORT**Form MR-3****For the financial year ended 31st March, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**TO :- THE MEMBERS,
INDITALIA REFCO LTD.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDITALIA REFCO LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conduct/statutory compliances of the Company and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of our Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 generally complied with the Statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the report made hereinafter.

- A. We have examined the books, papers, minute books, forms and returns filed and other records maintained by The Company for the Financial year ended on March 31st, 2020 according to the applicable provisions of:
1. The Companies Act, 1956 and the Rules made under that Act (The 56 Act) to the extent still in force as on 31st March, 2020,
 2. The Companies Act, 2013 (**the Act**), the Rules made thereunder and their respective amendments brought into force as notified by Ministry of Corporate Affairs till 31st March, 2020,
 3. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
 4. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 5. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder governing Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-
 - a. The **SEBI** (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and amendments from time to time;
 - b. The **SEBI** (Prohibition of Insider Trading) Regulations, 1992; and amendments from time to time;
 - c. The **SEBI** (Issue of Capital and Disclosure Requirements) Regulations, 2009; and amendments from time to time;

- d. The **SEBI** (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The **SEBI** (Share Based Employee Benefits) Regulations, 2014; and amendments from time to time; (Not applicable to the Company during the audit period)
- e. The **SEBI** (Issue and Listing of Debt Securities) Regulations, 2008; and amendments from time to time; (Not applicable to the Company during the audit period)
- f. The **SEBI** (Delisting of Equity Shares) Regulations, 2009; and amendments from time to time; (Not applicable to the Company during the audit period)
- g. The **SEBI** (Buyback of Securities) Regulations, 1998; and amendments from time to time; (Not applicable to the Company during the audit period)
- h. The companies (Significant Beneficial Ownership) Rules 2018, as amended from time to time

7. Other Laws which may be applicable to the Company:-

- i. The Industrial Disputes Act, 1947
- ii. The Payment of Wages Act, 1936
- iii. The Minimum Wages Act, 1948
- iv. The Employee State Insurance Act, 1948
- v. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
- vi. The Payment of Bonus Act, 1965
- vii. The Payment of Gratuity Act, 1972
- viii. The Contract Labour (Regulation and Abolition) Act, 1970
- ix. The Maternity Benefits Act, 1961
- x. The Competition Act, 2002
- xi. The Income Tax Act, 1961
- xii. The Shops and Establishments Act, 1948
- xiii. The Central Excise Act, 1944
- xiv. The Customs Act, 1962
- xv. The Finance Act, 1994
- xvi. The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

8. We have also examined compliance with the applicable clauses of the following:

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with the Bombay Stock Exchange

B. During the period under review the Company has, in our opinion, complied substantially with the following:

- 1) The provisions of the Companies Act, 1956 (which are still in force) and the Companies Act, 2013, the Rules made under these Acts as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, as well as the Guidelines and Standards mentioned above,
- 2) The provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations. As informed by the Board, there are no transactions to report under the SAST Regulations.
- 3) The provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations. As informed by the Board, there were no instances to report under the PIT Regulations.
- 4) The Company has complied with the provisions of the Company's (Significant Beneficial Owners) Rules 2018 as amended.
- 5) The SEBI (ICDR) Regulations are not applicable to the company as the company has not raised capital in any form nor issued bonus or rights shares nor proposed any listing of securities.

C. In regard to The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and The Depositories Act, 1996 and The **SEBI** (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 including the Rules and Regulations made thereunder, the position is as follows:

- 1) The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
- 2) In regard to the **SEBI** (Issue of Capital and Disclosure Requirements) Regulations, 2009 the Listing Agreement with the BSE and the Depositories Act, 1996 the detailed position is as under:
 - a) The Company's Equity Shares listed on the Bombay Stock Exchange (BSE) continue to be suspended. The Company is regular in filing its compliances under the Listing Agreement. Its application for Revocation of Suspension is under consideration at the BSE. The Company has sought waiver of overdue Listing Fees including arrears, interest and Reinstatement Fees. We have been given to understand that the Company expects a favourable decision soon.
 - b) As regards the Depositories Act, 1996, presently the Co.'s entire portfolio of Equity Shares remains in Physical form. The NSDL and CDSL have demanded payment of outstanding dues with interest to restore the Demat facility. As informed by the Directors, the Company is in negotiations with NSDL to waive the arrears fees and interest and expects a positive response from them. As on 31-03-2020, there were no pending requests/complaints with the ROC/BSE in regard to non- receipt of sharecertificates
 - c) Under the **SEBI** (RTA) Regulations, 1993, the Company has appointed M/s. PurvaSharegistry (I) Pvt Ltd, as Registrars and Transfer Agents (RTAs) to handle the work of share transfers etc. However since the co.'s shares are still in Physical Mode and suspended from listing the RTA has a limited role to play so far. Presently since Physical transfers are barred by SEBI, work relating to transmission is being handled by them.
 - d) The Company complied with other statutory requirements (vide paragraph A.7 above) to the extent applicable. It had no manufacturing or trading activity during the year under report and hence most of the laws were not applicable.

D. I) The Company has complied with the Secretarial Standards issued by the ICSI to the extent applicable.

- (i) The Company has partially complied with regulation 47 of LODR, 2015 except newspaper publication of various matters.
- (ii) As regards Compliance of Reg.27(1) of LODR i.e. Other corporate governance requirements, the position is as follows:

Sr. No.	Regulation No.	Position :-
1	Requirements specified in Part E of Schedule II.	Compliance is voluntary. Co. has complied with sub clause E of part E of Sch. II
2	Quarterly Compliance Report under reg.27(2)(a)	Being done regularly
3	Details of material Related Party transaction under 27(2)(b)	There were no Related Party Transactions attracting the provisions of Sec. 188 of the Companies Act 2013.
4	Signing of the report under 27(2)(a)	There were no related party transactions attracting the provision of sec.188 of the Act.

5	Annual Secretarial Compliance Report SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 th February 2019	The Report was submitted in time to the BSE
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E. We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Woman and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to attend the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings were taken unanimously.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- No prosecution was initiated and no fines or penalties were imposed during the year under review under the Companies Act (1956 and 2013), SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers, other than demand for Arrears of fees, interest including arrear of interest for period of suspension from listing by the BSE/NSE.
- During the year under report, the Company had no transactions which would attract the provisions of the FEMA, 1999 and the Rules and Regulations made thereunder.
- The Company has complied with the filing and other requirements under the Equity Listing Agreements entered into with BSE Limited. However the shares are yet in physical form and are not traded till the Revocation Approval is granted by the Exchange for which the application of the Company is under process at the BSE and the shares dematerialised.
- The Company maintains a website : www.ohminditalia.com, for convenience of its stakeholders and complied with other requirements of Sec.12 of the Companies Act 2013.
- We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For J. K. Dangre & Co
Practising Company Secretaries

Sd/-

Date : 3rd December, 2020
Place: Mumbai

CS Jayaraj Dangre
Proprietor, CPNo.10430
ACS 11077

Note: 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.

“ANNEXURE A”

**To,
The Members,
INDITALIA REFCON LTD.**

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For J. K. Dangre & Co
Practising Company Secretaries

Sd/-

Date : 3rd December, 2020
Place: Mumbai

CS Jayaraj Dangre
Proprietor,
CP No. 10430
ACS 11077