

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

**[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,
METAL COATINGS (INDIA) LIMITED
912, Hemkunt Chambers 89,
Nehru Place New Delhi -110019**

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

Based on our verification of the **METAL COATINGS (INDIA) LIMITED** 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 authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 ('Audit Period'), 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 reporting made hereinafter:

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 31, 2021, to the extent applicable to the Company according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015;

Gurugram:

GLOBAL BUSINESS SQUARE, Building No. 32,
Sector 44, Institutional Area Gurugram, 122003, India
Tel : +91-124-4786200

New Delhi:

4696 Brij Bhawan, 21A Ansari Road
Darya Ganj, New Delhi-110002. INDIA
Tel : +91-11-23288101

New Delhi:

503, Chiranjiv Tower, 43, Nehru Place
New Delhi 110019. India
+91-11-2622-3712,- 26226933

Mumbai:

201, 2nd floor, Madhava Building,
BKC, Bandra East. Mumbai -400051
Tel: +91-22-4974-6258



- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the year under review as the Company has not issued any further Share Capital);**
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
 - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
- (vi) The company is engaged in Manufacturing of Cold Rolled Steel Strips/coils and HRPO steel strips/coils. These products are used by a wide range of user industries such as Auto Component, White Goods and Electrical Equipment etc. The Company supplies the goods to many reputed companies.

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

- (i) Secretarial Standard 1 and 2 issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors 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 schedule 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.

All decisions at Board Meetings and Committee Meetings are carried out as required in terms of the law, as duly recorded and signed by the Chairman of the meeting of the Board of Directors or committees of the Board, therefore no dissenting views were there required to be recorded as part of the minutes.

We further report that 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.

We further report that during the audit period, the Company has following specific events/actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

- a) Due to the outbreak of Covid-19 Pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and return filed, documents and other records furnished by / obtained electronically.
- b) During the Audit period, Mr. Ramawatar Sunar (Membership No. 10567) was appointed as the Cost Auditor of the Company for the financial Year ended March 31, 2021 in the Board Meeting held on July 29, 2020.
- c) During the audit period Mr. Piyush Jain (Membership No. 57000) resigned from the post of Company Secretary and Compliance Officer of the company with effect from June 20, 2020. The Board of the Directors of the company had accepted and took note of the resignation of Mr. Piyush Jain.
- d) During the Audit period, Mr. Kapil Sharma (Membership No. 61928) was appointed as the Company Secretary and Compliance officer of the Company in the Board Meeting held on July 29, 2020.



- e) During the audit period Mr. Kapil Sharma (Membership No. 61928) resigned from the post of Company Secretary and Compliance Officer of the company with effect from November 28, 2020. The Board of the Directors of the company had accepted and took note of the resignation of Mr. Kapil Sharma.
- f) During the Audit period, Ms. Ayati Gupta (Membership No. 63811) was appointed as the Company Secretary and Compliance officer of the Company in the Board Meeting held on November 30, 2020.

**For CPA & Co.
Company Secretaries**




CS Shivangi Gupta
Partner
ACS: 63996 | C.P.No.: 23981

Date: June 30, 2021
Place: Gurugram
UDIN: A063996C000546291

The report is to be read with Annexure-I which forms an integral part of this report.

Annexure-I to the Form No. MR-3

**To,
The Members,
METAL COATINGS (INDIA) LIMITED
912, Hemkunt Chambers 89,
Nehru Place New Delhi -110019**

Our report of even dates 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 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 the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the Compliances of the laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards is the responsibility of the Management; our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For CPA & Co.

Company Secretaries



CS Shivangi Gupta

Partner

ACS: 63996 | C.P.No.: 23981



Date: June 30, 2021

Place: Gurugram

UDIN: A063996C000546291