# FORM No. MR-3
# SECRETARIAL AUDIT REPORT
# FOR THE FINANCIAL YEAR ENDED XX XXXXX XXXX

*Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

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To,

The Members,

XXXX XXXXXXX Limited

CIN: XXXXXXXXXXXXXXXXXXXXX

I / We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by XXXX XXXXXXX Limited (hereinafter called "the Company"). The secretarial audit was conducted in a manner that provided me / us a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing my / our opinion thereon.

Based on my / 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 the secretarial audit, I / we hereby report that in my / our opinion, the Company has, during the audit period covering the financial year ended on XX XXXXX XXXX, 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.

I / 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 XX XXXXX XXXX according to the provisions of:

(i) The Companies Act, 2013 and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

(iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent applicable;

(v) The regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992, to the extent applicable: XXXX, XXXX, XXXX;

(vi) Laws specifically applicable to the Company: XXXX, XXXX.

I / We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India, and the listing regulations / agreements entered into with XXXX Stock Exchange, if applicable.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above, subject to the following observations:
1. XXXX XXXXXXX XXXX (section / regulation XX; period XX.XX.XXXX to XX.XX.XXXX)
2. XXXX XXXXXXX XXXX

**I / We further report that**
• The Board of Directors of the Company is duly constituted with a proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of the Board 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.
• Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I / 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.

**I / We further report that** during the audit period the Company has XXXX XXXXXXX (specific events: issue of shares, buy-back, merger, major decisions under section 180, etc.) / no specific events took place.

Name of the company secretary in practice / firm: **XXXX XXXXXXX**
FCS / ACS No.: XXXX · C P No.: XXXX · Peer review certificate No.: XXXX
UDIN: XXXXXXXXXXXXXXXXXXXXX
Place: XXXXXX · Date: XX.XX.XXXX

*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, XXXX XXXXXXX Limited
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. [...]
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

*(Signature)*

**XXXX** **XXXXXXX** · Place: XXXXXX · Date: XX.XX.XXXX