



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

[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,

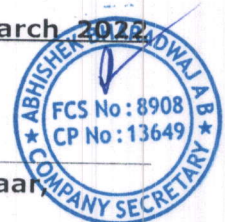
GROTEK ENTERPRISES PRIVATE LIMITED

NO. 16-C, DODDANEKUNDI INDUSTRIAL AREA II PHASE,
MAHADEVAPURA BANGALORE 560048 IN.

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GROTEK ENTERPRISES PRIVATE LIMITED bearing CIN: U29220KA1997PTC023210** (hereinafter called The Company). Secretarial Audit was conducted in the 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 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 the secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March 2022** 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 **31st March 2022** according to the provisions of:



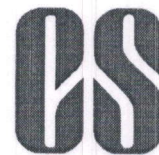
**Bengaluru: No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**

**Mysuru: No. 59, Second Floor, 5th Main, 5th Phrase, Adichunchanagiri Road, Next to
RMP Quarters, Kuvempunagar, Mysuru - 570023**



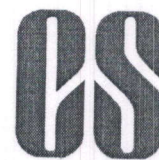
- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) act, 1956 ('SCRA') and the rules made there under **[Not Applicable]**;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under **[Not Applicable]**;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **[Not Applicable]**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **[Not Applicable]**;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **[Not Applicable]**;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **[Not Applicable]**;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 [Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014)]; **[Not Applicable]**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable]**;





- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients [**Not Applicable**];
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [**Not Applicable**]; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [**Not Applicable**];
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**To the extent Applicable to a material subsidiary as defined in Regulation 16 (1) (c) of the said Regulations**].
- (vi) The other Laws as applicable specifically to the Company are as under,
- a) Indian Stamp Act, 1899 and State Stamp Acts.
 - b) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - c) The Employees' State Insurance Act, 1948
 - d) The Child labour [Prohibition and Regulation] Act, 1986,
 - e) The Water (Prevention and Control of Pollution) Act, 1974
 - f) The Water (Prevention and Control of Pollution) Cess Act, 1977
 - g) The Air (Prevention and Control of Pollution) Act, 1981
 - h) The Environment (Protection) Act, 1986





- i) The Hazardous Wastes (Management and Handling) Rules, 1989
- j) The Factories Act, 1948
- k) The Karnataka Tax On Professions, Trades, Callings And Employment Act, 1976

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st October, 2017 (Revised versions).
- (ii) The Listing Agreements entered into by the Company **[Not Applicable]**;

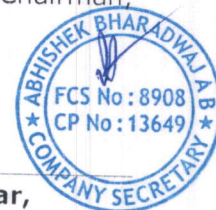
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review there were no changes in the composition of the Board of directors.

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.

As per the Minutes of the Board of Directors duly recorded and signed by the Chairman, the decisions were Unanimous and no dissenting views have been recorded.



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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.

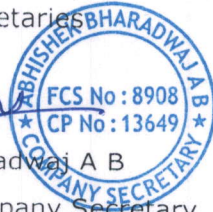
During the year under review, the company had obtained approval of the members under Section 186 by way of special resolution at the extraordinary general meeting held on 14th March, 2022.

During the year under review, there were no instances of:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction, etc. or
- v. Foreign technical collaborations

For AAA & Co

Company Secretaries

Abhishek Bharadwaj A B

Practicing Company Secretary

FCS No: 8908

C P No.: 13649

Date: 12.05.2022

Place: Bengaluru

UDIN: F008908D000307206

Note: our report of even date is to be read along with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this report.

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To,
The Members,
GROTEK ENTERPRISES PRIVATE LIMITED
NO. 16-C, DODDANEKUNDI INDUSTRIAL AREA II PHASE,
MAHADEVAPURA BANGALORE 560048 IN.

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

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

1. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for our opinion.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimers

1. 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:

Name of Company Secretary in Practice: Abhishek Bharadwaj A B

FCS No.: 8908

C P No.: 13649



Date: 12.05.2022

Place: Bengaluru

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