

# INDITALIA REFCON LIMITED

RegdOff: 7 and 8 B, II<sup>nd</sup> Floor, West View No.1. S.VRoad, Santacruz (West), Mumbai 400 054  
Corp off : D1, Krishna CHS, Subhash Road, Vile Parle (East), Mumbai 400 057

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**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE BOARD MEETING OF M/S INDITALIA REFCON LIMITED HELD ON THE 13<sup>th</sup> AUGUST 2024 AT 2:30 PM AT THE CORPORATE OFFICE OF THE COMPANY****ITEM NO 4: TO APPROVE THE APPOINTMENT OF CS NISHA & ASSOCIATES A PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR FOR FY 24-25.**

The Chairperson informed the Board that CS Ms Neetu Agrawal of Neetu Agrawal and Associates, PCS, Secretarial Auditor of the Company who was appointed for two financial years 2022-23 and 2023-24 has suddenly taken ill and expressed her inability to continue on the 26<sup>th</sup> July 2024. As the Company is required to file the compliance of "Share Capital Audit Report under Reg.55A of SEBI (D & P) regulations by 30<sup>th</sup> July for quarter ended 30.06.2024, the Board approached Ms. Nisha Gidwani of Nisha & Associates, a peer reviewed PCS, Membership no. A45729 and COP No. 16658 to provide the above certificate. Furthermore, Ms. Nish is also to be appointed to conduct Secretarial Audit for year ended 31<sup>st</sup> March 2024 and for all Secretarial Audit matters for next financial year i.e. 2024-25.

Ms. Nisha Gidwani has provided her Consent vide letter dated 28<sup>th</sup> July 2024. The Board proposes to appoint her/her firm as Secretarial Auditor under Section 204 of the Companies Act 2013 to provide the Secretarial Audit and other Reports under CA 2013, SEBI (LODR) and others regulations for the Financial years- 2024-25 and also the Secretarial Audit Report for FY ended 31<sup>st</sup> March 2024.

After due deliberations and discussions the following resolution was passed unanimously:-

**Resolution No. 1:**

"RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board be and is hereby accorded for appointment of CS Nisha & Associates, PCS, a Peer Reviewed Practising Company Secretary as Secretarial Auditor of the Company to conduct the Secretarial Audit for 31<sup>st</sup> March 2024, to furnish Share Capital Audit Report under Reg. 55A of SEBI (D&P) Reg. for quarter ended 30thJune 2024, and all applicable reports, certificates etc. under Co.'s act 2013 as well as SEBI(LODR) and other regulations for the Financial year 2024-25 on the terms and conditions as per draft appointment letter attached with the notice of the meeting.

RESOLVED FURTHER THAT the action by the Managing Director in obtaining the Share Capital Audit Report under Reg. 55A of SEBI (D&P) Reg. for quarter ended 30thJune 2024 from CS Nisha & Associates, pending Board Approval, in view of the urgency of the matter be and is hereby approved.

RESOLVED FURTHER THAT the Board is hereby authorised to finalise the remuneration payable to the Practising Company secretary (apart from out of pocket expenses) in consultation with the Audit Committee."

Certified True Copy



Date : 13<sup>th</sup> August 2024  
Place: Mumbai

**CHAIRPERSON**



**Nisha & Associates**

**Company Secretaries**

[Peer Review # 5638/2024]

Email : [csnishaassociates1@gmail.com](mailto:csnishaassociates1@gmail.com) | Contact : 9920740933

Date : 25<sup>th</sup> July 2024

The Board of Directors,  
**INDITALIA REFCON LIMITED**  
7 & 8 B, II<sup>nd</sup> Floor, West View Building No.1.  
S.V.Road, Santacruz (West), Mumbai – 400054

**Sub: Consent for appointment as Secretarial Auditor and Certificate of Eligibility**

Dear Sir,

We, **Nisha & Associates**, Practising Company Secretaries, hereby give our consent to be appointed as Secretarial Auditor of your company u/s 204 of the Companies Act, 2013, read with the Rules notified thereunder (hereinafter referred to as the "Act") for conducting the Secretarial Audit for the year ended 31<sup>st</sup> March 2024 and financial year 2024-25.

We hereby declare that the appointment, if made, shall be in accordance with the provisions of the Act. We also confirm that we are free from any disqualifications for being appointed as Secretarial Auditor under any applicable Laws, Rules and regulations of any acts.

Details of our Firm are as below:.

Constitution of the Firm : Proprietorship  
Address of the Firm : Nisha & Associates, L-1303, Bhoomi Acres Phase 2,  
Waghbil, Thane (West), 400615.  
PAN of the Firm : AMCPG1575E  
Membership No. : A-45729  
Certificate of Practice No. : 16658  
Email id of the firm : [csnishaassociates1@gmail.com](mailto:csnishaassociates1@gmail.com)  
GSTIN of the Firm : N. A.

Thanking You,  
Yours faithfully,  
*for Nisha & Associates*

*Nisha Kishu*

**Nisha Kishu Gidwani**  
Proprietor

