



MRC Agrotech Ltd

**To,
The Listing Department
The Bombay Stock Exchange Limited
Dalal Street,
Mumbai – 400 001**

Dear Sirs,

Sub: Annual Compliance Certificate

Scrip Code: 540809

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Compliance Certificate for the Financial Year ended 31st March, 2024.

Thanking you,

Yours faithfully,

For MRC AGROTECH LTD

A handwritten signature in blue ink that reads 'Rahul Mathur' with a horizontal line underneath. The signature is located to the left of a large, faint watermark of the MRC logo.

**Rahul Mathur
Company Secretary
PLACE: MUMBAI
DATE: 23.05.2024**

(Formerly known as MRC Exim Ltd.)



**REENA S MODI & ASSOCIATES
COMPANY SECRETARIES**

Ms. Reena T. Parekh
(Company Secretary, M.Com, LL.B)

Flat no -44 Giriraj, Above rajawadi post office, Ghatkopar east-400077
Email- reena.modi88@gmail.com

Secretarial Compliance Report of MRC AGROTECH LIMITED (Formerly known as MRC EXIM Limited) for the financial year ended 31.03.2024

I/We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by MRC AGROTECH LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at Mumbai, Maharashtra. Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- (a) all the documents and records made available to us and explanation provided by MRC AGROTECH LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31.03.2024 ("Review Period") in respect of compliance with the provisions

of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2018;

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of such SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)

and based on the above examination, I/We hereby report that, during the Review Period:

- I. (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	Regulation 27(2) for quarter ended 31.03.2023 and 30.06.2023	--	--	BSE	Fine	Submission of the document late	4,30,000/-	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Fine Paid
2	Regulation 24A for year ended on 31.03.2023	--	--	BSE	Fine	Delay in submission of Annual Compliance Certificate	25,960	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Fine Paid

3	Regulation 33 and 23(9) for quarter ended on 31.03.2023	--	--	BSE	Fine	Delay in submission of compliance	182,900/-	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Fine paid
4	Regulation 31 for quarter ended 30.06.2023	--	--	BSE	Fine	Delayed Submission	23,600	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Fine paid
5.	Regulation 33 and 29(2) of SEBI LODR Regulation	--	--	BSE	Fine	Delayed Submission	29,500	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Fine paid
6.	Regulation 17(1), 18(1), 19(1) for quarter ended on 30.09.2023	--	--	BSE	Fine	Delayed Submission	9,77,040	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Waiver applied
7.	Regulation 23(9) of SEBI LODR Regulations, 2015	--	--	BSE	Fine	Delayed Submission	35,400	Company submitted the compliances late	Company had no related party transactions. Hence the company failed to submit the said compliance	Fine paid
8.	Regulation 34	--	--	BSE	Fine	Delayed Submission	16,520	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Fine Paid

9.	Regulation 18(1), 19(1)/(2) and 20(2)/2(A)	--	--	BSE	Fine	Delayed Submission	6,37,200	Company submitted the compliances late	Company was transitioning from being listed on an sme Board to the main board	Waiver applied
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the</p>	<p>Compliant</p> <p>Compliant</p>	<p>Compliant</p> <p>Compliant</p>

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	<p>proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resigns mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>Compliant</p> <p>Not Applicable</p>	<p>Compliant</p>
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	Website of the company is www.mrcagro.com and the company updates the website from time to time
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Not Applicable	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Compliant	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	Fines were levied for various delay in submissions as per point 1 which were paid off and the company has no outstanding dues.
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	During the year, the company had to bear many fines due to delayed submissions as mentioned in Point 1 for which they paid fines as well. The company now, has in place teams to take care timely updating of compliances.

(Note:

1. Provide the list of all the observations in the report for the previous financial year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous financial year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the financial year ended 31st March, 2024, the PCS shall provide a list of:

- all the observations in the report for the year ended 31st March, 2023 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31st March, 2023 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Reena S Modi & Associates
Practicing Company Secretary

Reena Parth

ACS No- A25346

CP No- 12621



PR no-1991

Place: Mumbai

UDIN-A025346F000383561

Date:16.5.24