



BARODA EXTRUSION LTD.  
where copper takes shape

Date: 29<sup>th</sup> June, 2021

To  
The Manager  
Department of Corporate Services  
BSE Ltd.  
Dalal Street, Fort  
Mumbai - 400 001

**Sub. - : Submission of Annual Secretarial Compliance Report under Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 for the year ended 31st March, 2021**

**Ref. - : Scrip Code - 513 502**

Sir / Madam,

Please find enclosed herewith the, Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2021 received from M/s Swati Bhatt & Co, Practicing Company Secretary, pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Baroda Extrusion Limited

*Vaishali's J*  
Vaishali Sharma  
Company Secretary



Encl: as above

📍 Regd Office and Works:  
Survey No 65/66,  
Village: Garadhiya Jarod-Samlaya Road,  
Taluka: Savli, Vadodara - Halol Highway,  
District: Vadodara 391520, Gujarat, India.

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✉ works@barodaextrusion.com  
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ACCREDITED  
Management Systems  
Certification Body  
MSC-119





**FORM NO. MR - 3**

**Secretarial Audit Report**

(For the financial year ended 31<sup>st</sup> March, 2021)

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

To,

The Members,  
M/s. BARODA EXTRUSION LIMITED  
CIN: L27109GJ1991PLC016200  
Survey no 65-66 Village :Garadia  
Jarod-Samlaya Road  
Ta Savli Dist:Baroda  
Gujarat.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. BARODA EXTRUSION 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 books, papers, minutes book, 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 ended on 31<sup>st</sup> March, 2021, 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:

1. We have examined the books, papers, minutes book, forms and returns filed and other records maintained by **M/s. BARODA EXTRUSION LIMITED** ("**The Company**") for the financial year ended on 31<sup>st</sup> March, 2021 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 there under;
- 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;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') is applicable to the Company:-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employees Benefits), Regulations, 2014;

Not applicable as the Company has not issued any options/shares under the said Regulations during the year under review.

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Not applicable as the Company has not issued any Debt Securities during the year under review.

- 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 (Delisting of Equity Shares) Regulations, 2009;

Not applicable as the Company has not delisted any of its shares from any of the Stock Exchanges during the year under review.

- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

Not applicable as the Company has not bought back any of its securities during the year under review.

- j) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, ~~National Stock Exchange of India Limited;~~

VI. Other laws specifically applicable to the Company as per the representation given by the Company.

<b>SR. NO.</b>	<b>NAME OF ACT</b>
1	Air (Prevention and Control of Pollution) Act, 1981 and rules made there under.
2	Water (Prevention and control of pollution) Act, 1974 and rules made there under.
3	Apprentices Act, 1961 and Apprenticeship Rules, 1992.
4	Labour Welfare Fund (Gujarat) Rules, 1962.
5	The Customs Act, 1962.
6	Central Goods & Services Tax (CGST).
7	State Goods & Services Tax (SGST).
8	Integrated Goods and Service Tax (IGST).
9	Child Labour (prohibition & Regulation) Act, 1986.
10	Contract Labour Regulation and Abolition Act, 1970.
11	Electricity Act, 2003 and Indian Electricity Rules, 1956/2005.
12	Employee Deposit linked insurance scheme, 1976.
13	Employee Compensation Act, 1923 and rules made there under.
14	Employees Provident Fund and Miscellaneous Provisions Act, 1952.
15	Employee State Insurance Act, 1948.

16	Employment Exchange Act, 1959 and Rules made there under.
17	Environment (Protection) Act, 1986
18	Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976.
19	Explosives Act, 1884 and rules made there under.
20	Factories Act, 1948.
21	Gujarat Panchayats, Municipalities municipal corporation Act, 1992 and Rules made there under.
22	Income Tax Act, 1961 and Income Tax Rules, 1962.
23	Industrial Employment Act, 1946.
24	Information Technology Act, 2008.
25	Maternity Benefit Act, 1961.
26	Minimum Wages Act, 1948 .
27	Motor Vehicles Act, 1988 and Central Motor Vehicle Rules, 1989.
28	Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975.
29	Payment of Gratuity Act, 1972.
30	Payment of Wages Act, 1936.
31	Petroleum Act, 1934 and Petroleum Rules, 2002.
32	Professional Tax Act, 1987.
33	Public Liability Insurance Act, 1991 and Public Liability Insurance Rules, 1991.
34	Gujarat Shop & Establishment Act.
35	Sexual Harassment of women at workplace prevention, prohibition redressal Act, 1991.
36	Shipping Bill and Bill of Export (Form) Regulations, 1991.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- ii) The Listing Agreements entered into by the Company with the BSE Limited, ~~National Stock Exchange of India Limited~~.

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

- 2. We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Rules made under the said Act and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members;
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) The Annual General Meeting held on 30/09/2020 for the financial year 2019-20;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- k) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- l) Appointment and remuneration of Auditors and Cost Auditors;

- m) Transfers and transmissions of the Company's shares and make necessary endorsement on the reverse side of the respective Share Certificates;

(During the year under review, no shares were transferred/transmitted).

- n) Declaration and payment of dividends;

(During the year under review, the Company has not declared dividend)

- o) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;

(During the year under review, no dividend was declared, hence provision of investors education and protection fund is not applicable.)

- p) Borrowings and registration, modification and satisfaction of charges wherever applicable;

(During the year under review, The Company has not booked any interest liability during the year in respect of Outstanding dues payable to SICOM Limited and outstanding borrowings with SICOM has been classified as non-current borrowings.

Company has availed loan facility for Motor Vehicle from HDFC Bank Limited and has created charge over Motor Vehicle. The value of Charge amounts to Rs. 13,00,000/-)

- q) Investment of the Company's funds including investments and loans to others;

- r) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;

- s) Directors' report;

- t) Contracts, ~~common seal~~, registered office and publication of name of the Company; and

- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. We further report that:

- a) The Board of Directors of the Company is duly constituted with 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.
- b) 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.
- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- d) The Company has obtained all necessary approvals under the various provisions of the Act; and
- e) There are pending litigation/prosecution matter against the Company. SICOM Limited and the Company has filed lawsuits against each other. The status of these lawsuits are still pending as on date of this report. There are no fines or penalties were imposed during the year under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers. However, Company has been included in the list of Shell Company issued by Ministry of Corporate Affairs (MCA) for initiating necessary action as per SEBI laws and regulations. Based on the representation made by the company before the SEBI/SAT. Bombay Stock Exchange has instructed vide its order No. L/SURV/OFL/KM/2017-18/SHELL/COMP/513502/1 dated 21<sup>st</sup> February 2018, to undertake the forensic audit of the Company. Period for review under forensic audit was from 01<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2018.
- f) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.



5. We further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
7. We further report that based on the information received and records maintained 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.
8. We further report that during the period under review, the company has not allotted any equity shares.

Place: Vadodara  
Date: 28/06/2021

For, Swati Bhatt & Co.

Swati  
Bhatt

Digitally signed by  
Swati Bhatt  
Date: 2021.06.28  
14:12:50 +05'30'

Swati Bhatt  
Practicing Company Secretary  
M. No. 7323  
COP: 8004  
UDIN: F007323C000531825

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

**“ANNEXURE 1”**


To,  
The Members,  
M/s. BARODA EXTRUSION LIMITED  
CIN: L27109GJ1991PLC016200  
Survey no 65-66 Village :Garadia  
Jarod-Samlaya Road  
Ta Savli Dist:Baroda  
Gujarat.

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 responsible assurance about the correctness of the contents of 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 follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever 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 provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of 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.

Place: Vadodara  
Date: 28/06/2021

For, Swati Bhatt & Co.

**Swati  
Bhatt**  Digitally signed by  
Swati Bhatt  
Date: 2021.06.28  
14:12:14 +05'30'

Swati Bhatt  
Practicing Company Secretary  
M. No. 7323  
COP: 8004  
UDIN: F007323C000531825