

**CHARU GOLASH**  
*Company Secretary in Practice*

**SECRETARIAL COMPLIANCE REPORT OF N D METAL INDUSTRIES LIMITED FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2019**

1. I Charu Golash practising Company Secretary, have examined:

(a) all the documents and records made available to us and explanation provided by N D Metal Industries Limited (The Listed Entity) arising from the Compliances of specific Regulations listed under clause 2 of this report,

(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 certification,

For the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provision 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");

2. 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;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) all other regulations and circulars / guidelines issued and as applicable to the Company from time to time

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

- 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:-

| <b>Sr. No.</b> | <b>Compliance Requirement<br/>(Regulations/ circulars /<br/>guidelines including specific<br/>clause)</b> | <b>Deviations</b>   | <b>Observations/ Remarks<br/>of the Practicing<br/>Company Secretary</b>  |
|----------------|---|---|---|
| 1              | Regulation 6 (1) of SEBI LODR Regulation, 2015  | The Company has not appointed Company Secretary as Compliance Officer | The Company has not appointed Company Secretary for FY 2018-19 as they are in search of suitable candidate and as explained by the management they will appoint Company Secretary before ending of first quarter June, 2019 |



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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by  | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practising Company Secretary, if any.   |
|---------|--|----------------------|---|--|
| 1       | Bombay Stock Exchange<br><br>Ref No:<br>LIST/COMP/512024/Reg.6(1)-Dec18/1113/2018-19 | Regulation 6 (1)     | Fine payable by the Company Rs. 106200                              | The Company has replied on the BSE letter dated 25 <sup>th</sup> February, 2019 that the Company is in search of the Qualified Company Secretary and Company will appoint within 45 days from date of letter |

- d) This being the first reporting since the notification of the requirement to submit this report, reporting on action to comply with the observations made in previous report does not arise.

**Ms. CHARU GOLASH**  
Company Secretary in Practice,  
23B/8A, Diamond Harbour Road,  
New Alipore, Block - A,  
Kolkata - 700053.  
FCS-7325  
COP-8005

For Charu Golash



Company Secretary in Practice

Mem. No. 7325

COP No. 8005

Date: 30/05/2019

Place: Kolkata



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