



HRU & ASSOCIATES

Company Secretaries

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Hemanshu R. Upadhyay
B. Com., A.C.S.

OFFICE:
OFFICE 15, 1st floor, Rekha
Building, Daulat Nagar, near Sheth
D.M High School, Mumbai -
400067.

**SECRETARIAL COMPLIANCE REPORT OF N D METAL INDUSTRIES LIMITED FOR THE YEAR ENDED
31ST MARCH, 2020**

1. I Hemanshu Upadhyay 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 31st March, 2020 ("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;



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(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) 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:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 6 (1) of SEBI LODR Regulation, 2015	The Company has not appointed Company Secretary as Compliance Officer	The Company have appointed Company Secretary from Month of June



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2	Regulation 6 (1) of SEBI LODR Regulation, 2015	The Company has not appointed Company Secretary as Compliance Officer	The Company have appointed Company Secretary but in XBRL it is inadvertently not mentioned
3	Regulation 29(2) and 29(3) of SEBI LODR Regulation, 2015	Delay in furnishing prior intimation about the meeting of board of director	The Company have not uploaded prior intimation within prescribed time
4	Regulation 34 of SEBI	Delay in furnishing Annual Report	The Company have not submitted Annual Report within Prescribed time

- 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 Practicing Company Secretary, if any.
1	Bombay Stock Exchange	Regulation 6 (1)	Fine payable by the	The Company have



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			Company Rs. 80,000	appointed Company Secretary w.e.f 21 st June, 2019
1	Bombay Stock Exchange	Regulation 6 (1)	Fine payable by the Company Rs. 108,560	The Company have appointed Company Secretary but in XBRL it is inadvertently not mentioned
3	Bombay Stock Exchange	Regulation 29(2) and 29(3)	Fine payable by the Company Rs. 20,000	The fine is not paid by company and it is still in pending
4	Bombay Stock Exchange	Regulation 34 of SEBI	Fine payable by the Company Rs. 231,280	The fine is not paid by company and it is still in pending

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.

Hemanshu Upadhyay

Practising Company Secretary

ACS No: 46800

C P No: 20259

Place: Mumbai

Date: 25/08/2020

UDIN: A046800B000612970