



**Impex Ferro Tech Limited**

CIN No. : L27101WB1995PLC071996

Corporate & Communication Office :  
SKP HOUSE  
132A, S.P. Mukherjee Road, Kolkata - 700 026  
Telephone : +91 33 4016 8000/8100,  
Fax : +91 33 4016 8107  
E-mail : info@impexferrotech.com  
Web : www.impexferrotech.com

Works :  
Kadavita Dendua Road, P.O. Kalyaneshwari,  
P.S. Kulti, Dist.: Burdwan, Pin - 713 369  
West Bengal  
Ph : (0341) 2522 248 (3 lines)  
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**30th May, 2023**

To The Listing Department <b>BSE Limited</b> P.J. Towers, 25 <sup>th</sup> Floor Dalal Street Mumbai - 400 001  <b><u>Ref: Scrip Code - 532614</u></b>	To The Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra Kurla Complex <u>Mumbai - 400 051</u>  <b><u>Ref: Scrip Symbol - IMPEXFERRO</u></b>
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Dear Sir,

**Sub: Compliance under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 24A 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 8th February, 2019, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/109 dated 25th June, 2020, please find enclosed herewith the Annual Secretarial Compliance Report issued by Mr. K. C. Dhanuka, Practising Company Secretary, for the Financial Year ended on 31st March, 2023.

Request you to take the same on record.

Thanking You,

Yours Sincerely  
For **Impex Ferro Tech Limited**

*Richa Lath*

**Richa Lath**  
**Company Secretary & Compliance Officer**

Encl.: As Above

# **K. C. DHANUKA & CO.**

COMPANY SECRETARIES

CENTRE POINT, ROOM No. 419,  
21, HEMANTA BASU SARANI,  
4th FLOOR, KOLKATA - 700 001  
Cell : 09830053619  
E-mail : dhanuka419@yahoo.co.in

To,  
The Board of Directors,  
Impex Ferro Tech Ltd  
SKP House, 132A,  
SKP Mukherjee Road,  
Kolkata – 700 026

Sir/Madam,

## **Annual Secretarial Compliance Report for the Financial Year 2022-23**

We have been engaged in Impex Ferro Tech Limited (hereinafter referred to as the "Company") bearing CIN: L27101WB1995PLC071996 whose equity shares are listed on BSE Limited (Symbol 532614) and National Stock Exchange India Limited (Symbol IMPEXFERRO) to conduct an audit in terms of Regulation 24A of SEBI (Listing Observations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations, and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars / guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Place : Kolkata

Date : 29<sup>th</sup> May, 2023

**K. C. DHANUKA & CO.**  
Company Secretaries

*K. C. Dhanuka*

**K. C. DHANUKA** 29/05/2023  
Proprietor  
FCS-2204, CP-1247  
Peer Review Certificate No. 2776/2022  
UDIN: F002204E000413010



**ANNUAL SECRETARIAL COMPLIANCE REPORT**

**Secretarial Compliance Report of  
Impex Ferro Tech Ltd  
for the year ended March 31, 2023**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Impex Ferro Tech Ltd,
- (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 March 31, 2023 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; (Not applicable to the listed entity during the Review Period)
- (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; Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the listed entity during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;



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.	<b>Secretarial Standards:</b>  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) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	NA
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li></ul>	YES	NA
3.	<b>Maintainance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>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.</li></ul>	YES	NA



4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	YES	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t</b>  a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries.	NO  NO	The Company does not have any Subsidiary or Material Subsidiary
6.	<b>Preservation of Documents:</b>  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 Regulation, 2015	YES	NA
7.	<b>Performance Evaluation:</b>  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	YES	NA
8.	<b>Related Party Transactions:</b>  a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or 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	YES  YES	NA  NA
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required	YES	NA



	disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder		
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	NA
11.	<b>Actions taken by SEBI or Stock Exchange(s), "if any:</b>  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 (**).	YES	Fines imposed by BSE Ltd. & NSE Ltd.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/ circular/ guidance note, etc.	No	Yes – Details given below

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		
	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the the auditor before such resignation, has issued the limited review/ audit report for such quarter.		



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	<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>	<p>Not Applicable</p> <p>Not Applicable</p>	<p>NA</p> <p>NA</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <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 proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/</p>	<p>Not Applicable</p> <p>Not Applicable</p>	<p>NA</p> <p>NA</p>



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	<p>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 resign as mentioned above and communicate its views to the management and the auditor.</p> <p>(ii) Disclaimer in case of non-receipt of information:</p> <p>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>Not Applicable</p> <p>Not Applicable</p>	<p>NA</p> <p>NA</p>
3.	<p>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 18<sup>th</sup> October, 2019.</p>	<p>Not Applicable</p>	<p>NA</p>





- 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.	Deviation	Action taken by	Type of action	Details of violation	Fine Amount	Observations/remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Disclosure of financial results as required by the Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015	Regulation 30 read with Schedule III of SEBI (LODR), Regulations, 2015	Intimation of the Outcome of the financial results for the quarter ended 31.03.2022 to BSE Ltd delayed by 1 minute.  Intimation of the Outcome of the financial results for the quarter ended 31.03.2022 to National Stock Exchange of India Limited (NSE Ltd) delayed by 35 minutes	No	No	Delay in the intimation of outcome of financial results for quarter ended 31.03.2022 by 1 minute to BSE Ltd.  Delay in the intimation of outcome of financial results for quarter ended 31.03.2022 by 35 minutes to NSE Ltd	No	As told by the management, they will do in time in future	As intimated that the server was not working properly	NA



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2.	Disclosure of the submission of the financial results as required by Regulation 33 of SEBI (LODR) Regulations, 2015	Regulation 33 of SEBI (LODR), Regulations, 2015	Non – submission of the financial results for the quarter ended 30.09.2022 to BSE Ltd	Yes	Fines imposed by BSE Ltd vide their E-Mail dated 14 <sup>th</sup> Dec, 2022	Delay in non – submission of the financial results for the quarter ended 30.09.2022 to BSE Ltd	177000/ -	Fines not paid as the company replied by E-Mail dated 23.12.2022 to BSE Ltd for the reason of non-compliance	The Hon'ble National Company Law Tribunal (NCLT) Kolkata Bench vide its order dated 28.10.2022 suspended the power of Board of Directors.	NA
3.	Disclosure of the submission of the financial results as required by Regulation 33 of SEBI (LODR) Regulations, 2015	Regulation 33 of SEBI (LODR), Regulations, 2015	Non – submission of the financial results for the quarter ended 30.09.2022 to NSE Ltd	Yes	Fines imposed by NSE Ltd vide their E-Mail dated 14 <sup>th</sup> Dec, 2022	Delay in non – submission of the financial results for the quarter ended 30.09.2022 to NSE Ltd	177000/ -	Fines not paid as the company replied by E-Mail dated 23.12.2022 to NSE Ltd for the reason of non-compliance	The Hon'ble National Company Law Tribunal (NCLT) Kolkata Bench vide its order dated 28.10.2022 suspended the power of Board of Directors.	NA



# K. C. DHANUKA & CO.

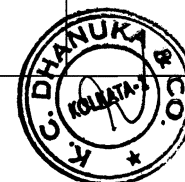
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4.	Disclosure of prior intimation about the meeting of Board of Directors as required by Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015	Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015	Non submission of prior intimation about the meeting of the Board of Directors to consider the financial results for the quarter ended 30.09.2022 to BSE Ltd and NSE Ltd	No	No	Delay in non submission of prior intimation about the meeting of the Board of Directors to consider the financial results for the quarter ended 30.09.2022 to BSE Ltd and NSE Ltd	No	The Company replied by E-Mail to BSE Ltd for the reason of non - compliance	The Hon'ble National Company Law Tribunal (NCLT) Kolkata Bench vide its order dated 28.10.2022 suspended the power of Board of Directors.	NA
5.	Disclosure of prior intimation about the meeting of Board of Directors as required by Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015	Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015	Non submission of prior intimation about the meeting of the Board of Directors to consider the financial results for the quarter ended 31.12.2022 to BSE Ltd and NSE Ltd	No	No	Delay in non submission of prior intimation about the meeting of the Board of Directors to consider the financial results for the quarter ended 31.12.2022 to BSE Ltd and NSE Ltd	No	The Company replied by E-Mail to BSE Ltd for the reason of non - compliance	The Hon'ble National Company Law Tribunal (NCLT) Kolkata Bench vide its order dated 28.10.2022 suspended the power of Board of Directors.	



6.	Disclosure of prior intimation about the meeting of Board of Directors as required by Regulation 29(1) of SEBI (LODR) Regulations, 2015	Regulation 29(1) of SEBI (LODR) Regulations, 2015	Non submission of prior intimation about the meeting of the Board of Directors to consider the financial results for the quarter ended 30.09.2022 and 31.12.2022 to BSE Ltd and NSE Ltd	No	No	Delay in non submission of prior intimation about the meeting of the Board of Directors to consider the financial results for the quarter ended 30.09.2022 and 31.12.2022 to BSE Ltd and NSE Ltd	No	As intimated by the management, the Company called the meeting of the Board of Directors to be held on 30.03.2023 to consider the financial results for the quarter ended 30.09.2022 and 31.12.2022	The Hon'ble National Company Law Tribunal (NCLT) Kolkata Bench vide its order dated 02.03.2023 revoked the power of Board of Directors. The meeting of the Board of Directors will be held on 30.03.2023 to consider the financial results for the quarter ended 30.09.2022 and 31.12.2022 and intimated to BSE Ltd and NSE Ltd on 23.03.2023.	
7.	Disclosure of outcome of Financial results as required by Regulation 30 read with Schedule III of	Regulation 30 read with Schedule III of SEBI (LODR), Regulations, 2015	Delay in the intimation of Outcome of the financial results to BSE Ltd and NSE Ltd for the quarter ended	No	No	Delay in submission of Outcome of the financial results for the quarter ended 30.09.2022 and 31.12.2022	No	Delay in submission of Outcome of the meeting of Board of Directors held	The Hon'ble National Company Law Tribunal (NCLT) Kolkata Bench vide its order dated 02.03.2023 revoked	NA



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SEBI (LODR) Regulations, 2015		30.09.2022 and 31.12.2022			intimated to BSE Ltd and NSE Ltd		on 30.03.2023 for the approval of financial results for quarter ended 30.09.2022 and 31.12.2022	the power of Board of Directors. The outcome of the meeting of the Board of Directors held on 30.03.2023 started at 8:00 pm and concluded at 9:00 pm to approve the financial results for the quarter ended 30.09.2022 and 31.12.2022, and intimated to BSE Ltd at 9:03 pm and at 9:09 pm to NSE Ltd
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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 (Resolutions/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action taken by	Type of action	Details of violation	Fine Amount	Observations/remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Disclosure in submission of Annual Report as required by Regulation 34 of SEBI (LODR) Regulations, 2015.	Regulation 34 of SEBI (LODR) Regulations, 2015.	Delayed in submission of Annual Reports for the year ended 31st March, 2021.	NSE Ltd – E-mail dated 17th January, 2022	Fine	Delayed in submission of Annual Reports for the year ended 31st March, 2021.	23600/-	Fine of Rs.23,600/- imposed by the NSE Ltd was paid by the Company on 3rd February, 2022 through NEFT	Fine Amount fully paid	NA



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2.	Disclosure in submission of Annual Report as required by Regulation 34 of SEBI (LODR) Regulations, 2015.	Regulation 34 of SEBI (LODR) Regulations, 2015.	Delayed in submission of Annual Reports for the year ended 31st March, 2021	BSE Ltd – E-mail dated 17th January, 2022	Fin e	Delayed in submission of Annual Reports for the year ended 31st March, 2021.	23600/-	Fine of Rs.23,600/- imposed by the BSE Ltd was paid by the Company on 3rd February, 2022 through NEFT.	Fine Amount fully paid	NA
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Place : Kolkata

Date : 29<sup>th</sup> May, 2023

K. C. DHANUKA & CO.  
Company Secretaries

*K. C. Dhanuka*  
29/05/2023

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