

# B. L. Harawat & Associates

**B. L. HARAWAT**  
B.A., LL.B., A.C.S.  
Company Secretary

102, SECTOR-11,  
HIRAN MAGRI  
UDAIPUR (RAJ.)  
PIN 313 002

Ref.

Date 31-07-2020

## Secretarial Audit Report

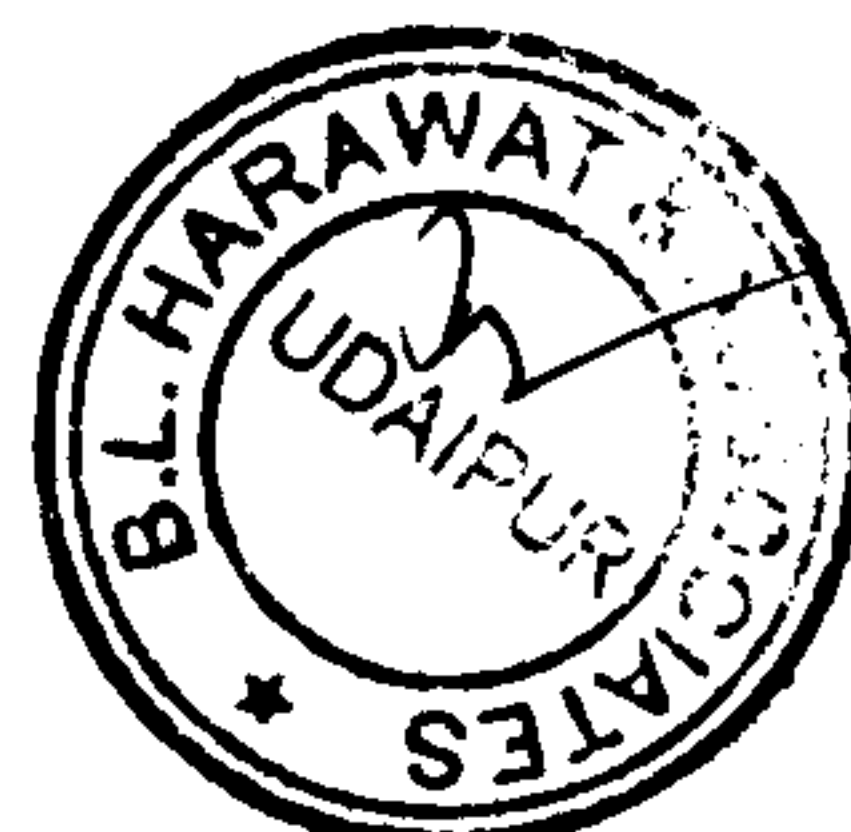
(For the period 01.04.19 to 31.03.20)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Board of Directors  
Mayur Floorings Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mayur Floorings Limited. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, 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 31.03.2020 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, minute books, forms and returns filed and other records maintained by Mayur Floorings Limited for the period ended on 31.03.2020 according to the provisions of:

I. The Companies Act, 2013 and the Rules made there under;

II. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under 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'**) to the extent applicable to the Company:-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

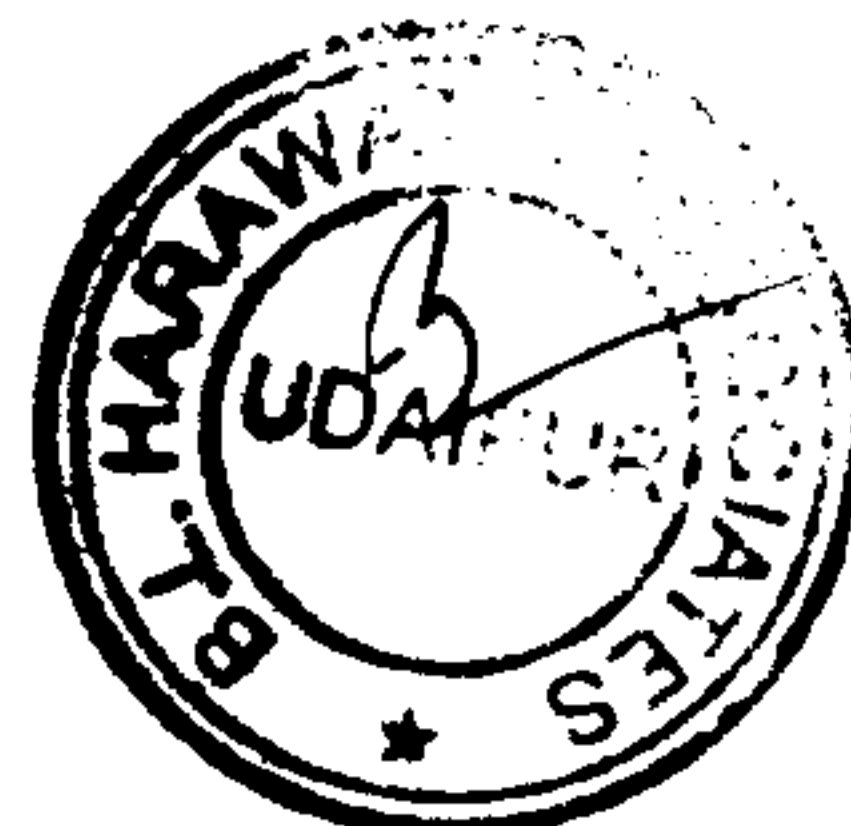
b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d. 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;

e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



- g. The Securities and Exchange Board of India (Listing Obligations and disclosures) Regulations, 2015; and
- h. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited; and
- i. The Memorandum and Articles of Association.

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 mentioned above.

**2. We further report** that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made there under that Act as notified by Ministry of Corporate Affairs 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 27<sup>th</sup> Annual General Meeting held on 1<sup>st</sup> July 2019;
- 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, Whole-time Directors, Independent Directors and Woman Directors;
- k) payment of remuneration to Directors including the Managing Director , Whole-time Directors and Chief Financial Officer,
- l) appointment and remuneration of Auditors;
- m) transfers and transmissions of the Company's shares;
- n) there has been no declaration of dividends during the year;
- 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;
- p) borrowings and registration, modification and satisfaction of charges wherever applicable;
- 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:**

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.

\_ Adequate notice is given to all directors to schedule the Board Meetings, agenda items 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.

\_ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

\_ The Company has obtained all necessary approvals under the various provisions of the Act; and

\_ there were no prosecution initiated and no fines or penalties were imposed during the year under review under the 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.

\_ The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there 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 / re-materialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

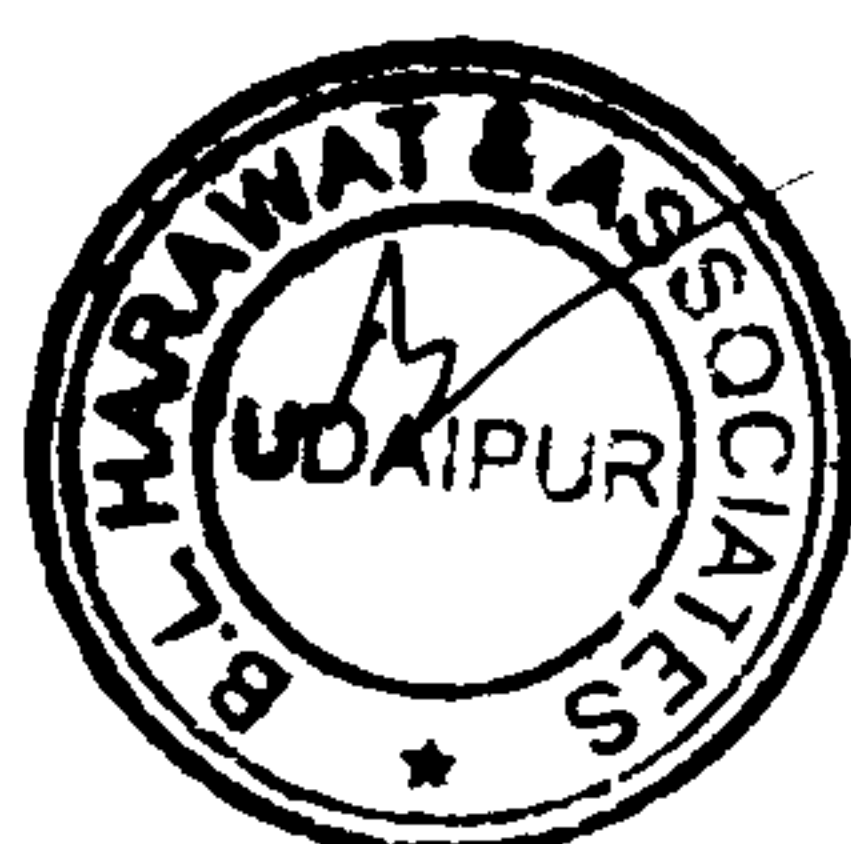
6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

**7. We further report that** the Company has complied with the provisions of the following laws to the extent applicable to the Company:-

- (i) Labour Laws viz; Employees Provident Fund and Miscellaneous Provisions Act, Payment of Gratuity Act etc. and the rules framed there under to the extent applicable to the Company.
- (ii) Other Laws viz; Income Tax Act, Central and States Goods and Services Acts to the extent applicable to the Company.
- (iii) Pollution NOC as applicable to the company has been obtained.

**8. We further report that:**

a. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited, Jaipur Stock Exchange Ltd., Ahmedabad Stock Exchange Ltd. and Rajkot Stock Exchange Limited except dematerializations of its shares;



b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said regulations.

c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said regulations.

**9. We further report that** according to the information given and examination of the records made available during the audit period-

i) The Company has not issued shares on Public / Right / Preferential basis. The Company has not issued any debentures and or sweat equity during the year.

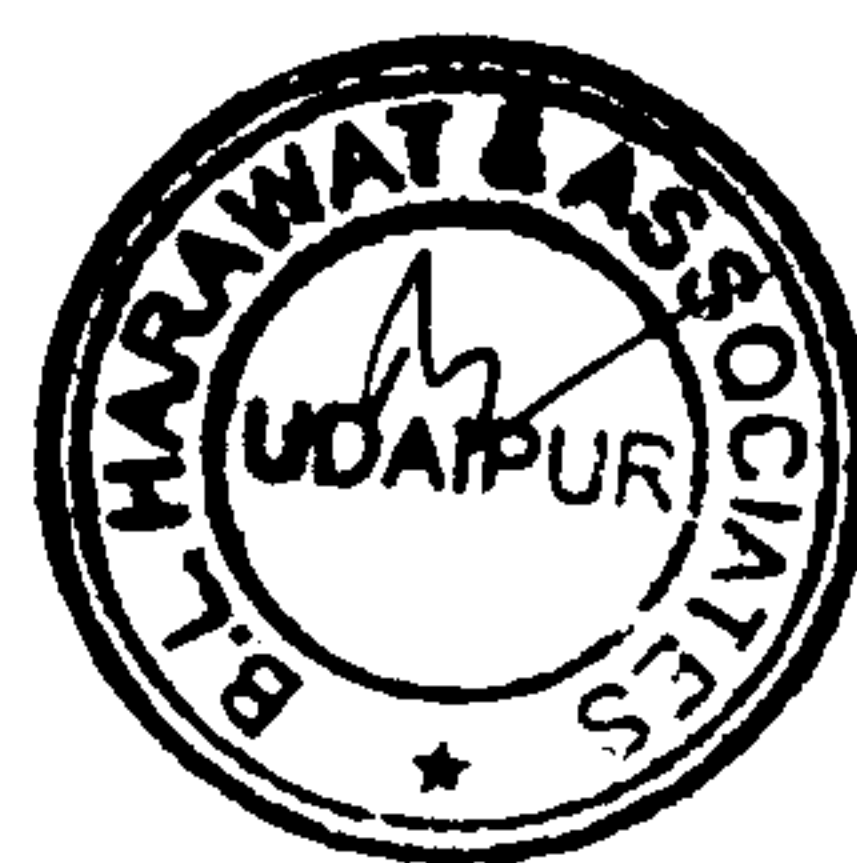
ii) There has been no Redemption of debentures or buy back of securities in the company.

iii) There has been no proposal under consideration for merger/amalgamation/reconstruction, etc.

iv) The Company has not entered into any foreign technical collaboration.

v) The Company does not have any pending litigations in the courts of law except a case where the company is in possession of decree against machine supplier and execution of the same is pending under consideration of judiciary.

vi) During the course of our examination and according to the information given to us, no material fraud on or by the company has been noticed or reported.





**10. We further report that** the Company belongs to Stone Processing Industrial sector and according to the information given to us there are no provisions of specific laws as applicable to that sector of industry viz,, stone industry. Hence reporting of the same is not applicable to the company.

**11. 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.

NOTES:- Documents in respect of compliances of following could not be verified at site due to impact of Corona-19:-

1. Compliance of Regulation 34(3) and Schedule V para C clause of SEBI (10) (i) Of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015 pertaining to Non-Disqualification of Directors.
2. Compliance of Para 3 clause b i.ii.iii of SEBI Circular No.CIR/CFD/CMD/1/27/2019 dated 8<sup>th</sup> February, 2019 pertaining of Secretarial Compliance Report.

For B.L. Harawat and Associates

**For B.L. HARAWAT & ASSOCIATES**

  
PROPRIETOR

(B.L. Harawat)

Proprietor

ACS No.: 6098, C.P. No. 3326

Place: Udaipur Date: 31.07.2020

UDIN: A006098B000539092

