

ANNUAL SECRETARIAL COMPLIANCE REPORT

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. MRC Exim Limited. (Here in after 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 M/s. MRC Exim Limited's 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 covering the financial year ended on 31st 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:

- a) all the documents and records made available to us and explanation provided by M/s. MRC Exim Limited ("the listed entity"),
- 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 2021 ("Review Period") 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;
- 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;

1) Any other regulations as applicable and circulars/ guidelines issued thereunder; And based on the above examination, We hereby report that, during the Review Period The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, No show cause notice were issued under any regulation against the company.

(b) The Company 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) there were no notice, show cause notice were issued or any action was taken against the Company, 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:

(d) The Company has adopted a good set of compliance management and corporate governance of all regulations applicable to the company and has informed about all events taken place and made all corporate announcement as and when necessary and required to SEBI/ Stock Exchange. (ec) During the year following changes had taken place in the management and Board of Director of the company; Observation: Based on the information and documents made available by the company and its officials to us, we hereby conclude that company has complied with all the applicable Regulations mentioned above and maintained proper books and records as may be necessary.

For and on behalf of

P Dhanuka & Associates

Proprietor: Priyanka Dhanuka

For P Dhanuka & Associates
(Proprietor)
COP No.-15862

Priyanka Dhanuka

CS Priyanka Dhanuka
(Company Secretary)
Membership No.-A40915

Priyanka Dhanuka

Membership No: 40915

COP: 15862

Date 6.7.2021

Place: Mumbai