

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023**

[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 Members,

ABIS EXPORTS (INDIA) PRIVATE LIMITED
CIN: U51101CT1998PTC012995
IB CORPORATE HOUSE
VILLAGE - INDAMARA, POST - PENDRI
RAJNANDGAON (C.G) - 491441

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ABIS EXPORTS (INDIA) PRIVATE LIMITED** (CIN : U51101CT1998PTC012995) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's management is responsible for preparation and maintenance of secretarial records and for devising systems to ensure compliances with the provisions of applicable laws and regulations.

Auditors Responsibility

Our responsibility is to express an opinion on the secretarial records, standard and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate to provide a basis for our opinion.

Based on my verification of the company'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, I hereby report that in my opinion, the Company has, during the audit period **01st April, 2022 to 31st March, 2023** (the reporting period.) 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. I have examined the books, papers, minute books, forms and returns and other records maintained by the Company for the financial year ended on 31st March, 2023 and made available to me, according to the provisions of:
 - (i) The Companies Act, 2013 & 1956 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



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- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings to the extent applicable.
- (v) The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act.) **are not applicable** to the company during the financial year under report:
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of insider Trading) Regulation, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Rules, 2009;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guideline, 1999;
 - The Securities and exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
2. As per information provided by the management, the following other Laws are applicable to the Company.
- Food Safety and Standards Act, 2006 & Rules & Regulations made thereunder.
 - Foods and Drugs Administration Laws
 - Drug Price Control Order, 2013
 - Drugs and Cosmetic Act, 1940, Drugs and cosmetic (Amendment) Act, 2008 and Rules and regulations made thereunder.
 - Legal Metrology Act, 2009 & Rule and Regulations made thereunder.
 - The Environment (Protection) Act, 1986
 - Explosives Act, 1884
 - The Water (Prevention and Control of Pollution) Act, 1974



- The Air (Prevention and Control of Pollution) Act, 1981
 - Agriculture Produce Marketing (Regulation) Act, 1963
 - Edible Oil Packaging Order, 1990
 - The Factories Act, 1948
 - Local Gram Panchayat Laws
 - Manufacture, Storage and Import of Hazardous Chemicals Rules 1989.
 - Indian Boiler Act, 1923
 - Petroleum Rules, 2002
 - Poultry Farming Act, 1962
 - Chhattisgarh Factories Rules, 1962
 - Chhattisgarh Payment of wages Rules, 1962
 - Minimum Wages Act, 1948
 - Payment of Bonus Act, 1965
 - Payment of Gratuity Act, 1972
 - Workmen's Compensation Rules, 1924
 - Chhattisgarh Krishi Upaj Mandi Adhiniyam, 1972
 - Income Tax Act, 1961
 - Custom Act, 1962
 - Central Goods and Services Tax Act, 2017
 - Information Technology Act, 2000
3. I have relied on the representation made by the Company and its Officers for compliance under **other laws** generally applicable to the Company.
4. I 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 Stock Exchange. **(Since Company is not a Listed Company it is not applicable to the company)**
5. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.



6. I further report that

- (i) The Board of Directors of the Company is duly constituted with proper balance of Directors. There is change in composition of the Board of Directors during the period under review as under:

Mr. Fahim Sultan Ali Resigned from Directorship w.e.f 01.05.2023, Mrs. Zoya Afrin Ali appointed as Director w.e.f 20.05.2023 and Mr. Abdul Rajjak resigned from Directorship w.e.f 01.03.2023.

Mr. Kishor Kharat appointed as Independent Director w.e.f 06.02.2023 and Mr. Robert William Dobbie appointed as Non-Executive Director w.e.f 22.03.2023.

Mr. Girdhari Lal Soni Resigned as Company Secretary w.e.f 01.03.2023 and Mr. Raju Paul appointed as Company Secretary w.e.f 01.03.2023.

- (ii) Adequate notice were given to all directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent in advance and further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) The Minutes of the meetings recorded and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views of the directors have been noticed in the minutes.

7. I further report that 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, such as laws related to taxation, local laws applicable to the area of operation of business and other laws generally applicable to the Company.

8. I further report that during the audit period the company has the following events which had bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulation, Guidelines, Standards etc.

- a. The Company at its **Extraordinary General Meeting** held on **20.05.2022** has transacted & approved the following business and filed necessary forms as under:

S.No	Approval of Items	Name of Form	SRN	Date of Filing
1	To Provide Corporate Guarantee in favour of Abis Sampoorna LLP to Yes Bank Ltd.	MGT-14	F06847776	17.06.2022
2	To Alter MOA of the Company.			
3	To approve conversion of Loan into Equity or other capital in the event of default by the company.			
4	To approve remuneration payable to Mrs. Azmina Bano appointed to an office or place of profit in the Company.			
5	To approve remuneration payable to Mrs. Afroz Bano appointed to an office or place of profit in the Company.			



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6	Appointment of Mrs. Zoya Afrin Ali as Director of the company.			
7	To approve remuneration payable to Mr. Gulrez Alam appointed to an office or place of profit in the Company.			

- b. The Company at its **Extraordinary General Meeting** held on **15.09.2022** has approved giving of loans, Investment, Guarantee or Security under section 185 of Companies Act, 2013. The Company has filed Form MGT-14 vide SRN F29588027 dated 14.10.2022 with Registrar of Companies, Chhattisgarh Bilaspur for giving effect to the above changes.
- c. The Company at its **Extraordinary General Meeting** held on **24.11.2022** has approved issuance of Non -Convertible Debentures ("NCDs") on Private Placement Basis to Asian Development Bank ("ADB"). The Company has filed Form MGT-14 vide SRN F51886117 dated 06.12.2022 with Registrar of Companies, Chhattisgarh Bilaspur for giving effect to the above changes.
- d. The Company at its **Extraordinary General Meeting** held on **13.03.2023** has transacted & approved the following business and filed necessary forms as under:

S.No	Approval of Items	Name of Form	SRN	Date of Filing
1	To Subdivide the share capital of the company.	MGT-14	AA1687827	24.03.2023
2	To Increase the Authorised Share Capital of the company and amend the Capital Clause in MOA.			
3	To make alteration in AOA by adding new clause on Nominee Director.	MGT-14	AA1688721	23.03.2023
4	To make alteration in AOA by adding new clause on Bonus Issue.	MGT-14	AA1688227	24.03.2023
5	To issue Bonus Shares			
6	To appoint Mr. Kishor Kharat as Independent Director.			
7	To re-appoint Mr. Bahadur Ali (DIN-00157609) as Managing Director of the Company.	MGT-14	AA1687827	24.03.2023
8	To change designation of Mr. Zeeshan Bahadur (DIN-00157680) from WTD to Director of the company.			
9	To alter Object Clause.	MGT-14	AA1858468	11.04.2023

9. I further report that Company has altered its Memorandum of Association ("MOA") by altering Clause V by increasing Authorised Share Capital of the company from Rs. 16.00 Crore to Rs. 155.00 Crore. The Company has filed form SH-7 vide SRN AA1748765 dated 29.03.2023 with Registrar of Companies, Chhattisgarh Bilaspur for giving effect to the above changes.



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10. I further report that Company has altered its Article of Association ("AOA") by inserting clauses as under:

- a. Clause 4B ISSUE OF BONUS SHARES
- b. Clause 25 (i) for appointment of Nominee Director.

The Company has filed necessary forms with Registrar of Companies, Chhattisgarh Bilaspur for giving effect to the above changes.

11. I further report that Company has altered its Memorandum of Association ("MOA") by inserting Clause 43 & 44 after clause 42 in the Memorandum of Association of the company. The Company has filed necessary forms with Registrar of Companies, Chhattisgarh Bilaspur for giving effect to the above changes.
12. I further report that the company has recommended final dividend at the rate of Rs. 10/- per equity shares (ie 10%) of the face value of Rs. 100/- each aggregating to Rs. 1,38,70,270/- (One Crore Thirty Eight Lakh Seventy Thousand Two Hundred Seventy Only) out of the profits of the Company for the financial year 2021-22.
13. I further report that the company has allotted 1298000 unlisted, secured, redeemable, transferable and interest bearing non-convertible debentures ("NCD") of face value of INR 1000/- each, on private placement basis to Asian Development Bank ("ADB") on 28.02.2023. The Company has filed necessary forms with Registrar of Companies, Chhattisgarh Bilaspur for giving effect to the above changes.
14. I further report that the company has allotted 138702700 Bonus Equity Shares of face value of INR 10/- each, on 22.03.2023. The Company has filed necessary forms with Registrar of Companies, Chhattisgarh Bilaspur for giving effect to the above changes.
15. This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

Place: Nagpur
Date: 22.06.2023



For, Manoj Agrawal & Associates
Company Secretaries

Manoj Agrawal

Manoj Kumar Agrawal
Proprietor
C. P. 5368
FCS No 5662
UDIN -

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Annexure

(To the Secretarial Audit Report to the Members of Abis Exports (India) Private Limited for the Financial year ended 31st March, 2023)

To,

The Members,

ABIS EXPORTS (INDIA) PRIVATE LIMITED

CIN: U51101CT1998PTC012995

IB CORPORATE HOUSE

VILLAGE – INDAMARA, POST - PENDRI

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My Secretarial Audit for the financial year ended 31/03/2023 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have **not** verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Nagpur
Date:22.06.2023



For, Manoj Agrawal & Associates
Company Secretaries

Manoj Agrawal

Manoj Kumar Agrawal
Proprietor
C. P. 5368
FCS No 5662
UDIN -