

## ANNEXURE-2

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

*(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,

**ABC Gas (International) Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ABC Gas (International) Limited** (hereinafter called the Company), having its Registered Office at 1, Mahesh Villa, Worli, Mumbai-400018. 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.

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 covering the financial year ended on March 31, 2022 (Audit 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

(i)	The Companies Act, 2013 (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;
(iv)	The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company;
(v)	The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
(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, 2015;
(c)	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.
(d)	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable clauses/regulations of the following:

- a) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- b) Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except the following:

- *The Company has not appointed Internal Auditor as required under section 138 of the Companies Act, 2013*
- *The The Company has not updated its website and uploaded the documents and information as required under provisions of the Companies Act 2013 and Regulation 46 of SEBI (LODR) Regulations 2015*
- *The Company has not published requisite newspaper advertisement as required as per MCA Geneal circular No.20/2020 dated May 05, 2020 and Regulation 47 of SEBI (LODR) Regulations 2015.*
- *The Company has refundable share application money unpaid for more than 7 years and is yet to be transferred to Investor Education and Protection Fund.*
- *The company has not complied with the regulation 31(2) of SEBI (LODR) according to which 100% shareholding of promoters shall be in Demat Form.*
- *The Company has not appointed depositories for monitoring foreign investment.*
- *The Company has not complied with the provision under section 178 read with Rule 6 of Companies (Meetings of Board and its Power) Rules, 2014 having three non-executive directors in the Nomination and Remuneration Committee.*
- *There is a delay in intimation of disclosure of cessation of Mr. Satish Shorewala, Managing Director as required Regulation 30 of SEBI LODR.*
- *The Company has published newspaper advertisement of AGM Notice as required under section 108 of the Act read with rules made thereunder in Marathi Newspaper in English language instead of Marathi Language.*

We further draw attention in the following matters:

- Non-compliance of filing the requisite returns within due date for claiming GST Input credit in respect of Special Additional Duty of Rs.16,81,926/-
- The company is holding inventory of Products made of metals since long and no major movement in inventory were there during the year under consideration. However, as per the management the products are marketable and the market value of the same is higher than the carrying amount as on the balance sheet date.
- The company has received Rs.527 Lakhs from M/s. Myma Industries LLP (one of its related parties) against Sale of Immovable property. However, the necessary documents for sale of property is yet to be executed.
- GST payable of Rs.51,273, CST assessment dues of Rs.2,60,924 and MVAT assessment dues of Rs.1,96,425 for FY 2013-14 which are neither recognised by the company as undisputed liability in the books nor disputed by filing any appeal against such order.

During the period under review, provisions of the following regulations were not applicable to the Company:

- a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
- g) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

**I 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 as required under the provision of Companies Act, 2013, *except not having three three non-executive directors in the nomination and remuneration committee as stated above*. 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 and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where Meetings were convened at a shorter notice). In case agenda and detailed notes on agenda could not sent at least seven days in advance, the Company has complied with applicable provisions of the Act and SS-1 in relation to shorter notice. Further 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.

All the decisions at the meetings of the Board of Directors of the Company and committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**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.

**I further report that** during the audit period, the company:

- (a) Obtained shareholders approval under section 180(1)(a) of the Companies Act, 2013 for sale, transfer or otherwise dispose of its entire fixed assets including land, Building, Plant & Machinery & other assets situated at A 11, MIDC Phase II, Sagaon Village, Dombivili (East), Dist. Thane to ABC Tube Industries Limited (later the name of the Company change to MYMA Industries Limited and said Company converted into LLP) a related party, for an aggregate consideration of Rs. 4.5 Crs approx. or such other prices as may be agreed between the buyer and the Company.
- (b) Obtained shareholders approval under section 188 of the Companies Act, 2013 for related party transactions with Neev Resources Private Limited and Delta Pipe Fittings Private Limited ("Related Party").
- (c) Obtained shareholders approval under section 186 of the Companies Act, 2013 for Increase in the Limits for making investments/ extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporates upto an amount of Rs.25 Crores.

For **Anish Gupta & Associates**  
**Company Secretaries**  
FRN: :I2001MH236100

**Anish Gupta**  
**Partner**

**FCS-5733, CP-4092**

**UDIN:F005733D000789769**

**Place :Mumbai**

**Date :13-08-2022**

**Note:** This report is to be read with my letter of even date which is annexed as '**Annexure A**' and forms an integral part of this report.

**ANNEXURE A**

To,

The Members,

**ABC Gas (International) Limited**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records 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 my 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.

**For Anish Gupta & Associates  
Company Secretaries  
FRN: :I2001MH236100**

**Place :Mumbai  
Date :13-08-2022**

**Anish Gupta  
Partner  
FCS-5733, CP-4092  
UDIN:F005733D000789769**