



S. P. Imartey & Associates, Company Secretaries

E-601, Ekta Vivek CHSL, Kandarpada, Near D'Mart, Link Road, Dahisar (West), Mumbai - 400 068.

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ANNEXURE - II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022

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

To,

The Members,

BOMBAY POTTERIES & TILES LIMITED

MUMBAI - 400 050.

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bombay Potteries and Tiles Ltd (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.

Based on my verification of the Bombay Potteries & Tiles Limited 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 31st March 2023 generally 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 filed and other records maintained by Bombay Potteries & Tiles Limited ("the Company") as given in Annexure -A, for the financial year ended on 31st March, 2023, 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 Depositors Act, 1996 and the Regulations and Bye laws framed thereunder;
 - (iv) 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 (Prohibition of Insider Trading) Regulations, 1992; and
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (v) The Reserve Bank of India Act, 1934 relating to Non-Banking Financial Institutions to the extent applicable to the Company as per representations made by the Company.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
- a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as the Company has not issued any securities to the employees of the Company;
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as the Company has not issued any shares during the year;
 - c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations 2008 as the Company has not issued any debt securities.
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as the Company has not bought-back any securities;
 - f) 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 Company has appointed M/s. Purva Sharegistry (India) Private Limited as a Registrar & Share Transfer.
 - g) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as all shares are in physical form; and
 - h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as the Company has not issued any debt securities.
3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder were not attracted to the Company during the financial year under report, as the Company has not received any Shares from Foreign Shareholders for any action as such. However, the Company is having NRI Shareholders such.
4. I have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure -B.
5. No Sector specific Laws are applicable to the Company.

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I have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.
- (iii) The Securities & Exchange Board of India [Listing Obligations & Disclosure Requirements] Regulations 2015. [wef 01.12.2015]

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

- Pursuant to the provisions of Section 203 of the Companies Act, 2013, the appointment of Company Secretary as the Key Managerial Personnel is yet to be made by the Company.
- The Company has not redeemed the Preference Shares including accumulated dividend thereon.
- Some of the Listing Compliances are yet to be filed by the Company.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda 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, if any, are captured and recorded as part of the minutes.

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.

**For S P Imarley & Associates
Practising Company Secretaries**

Sd/-

**Shriram P. Imarley
Proprietor
Mem. No.:- F 5933
C. P. No.:- 4545**

**Place : Mumbai
Date : 31-08-2023
UDIN : : F005933E000899595**

This Report is to be read with my letter of even date which is annexed as Annexure -C and forms an integral part of this Report.



S. P. Imarthey & Associates, Company Secretaries

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ANNEXURE – A

List of documents verified :

1. Memorandum & Articles of Association of the Company.
2. Annual Report.
3. Minutes of the Meetings of the Board of Directors and Audit Committee & Separate Meeting of Independent Directors along with Attendance Registers
4. Minutes of General Body Meetings held.
5. Statutory Registers viz:
 - a. Register of Directors & KMP
 - b. Register of Directors' Shareholding
 - c. Register of Members
6. Agenda Papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to provisions of Section 184 of the Companies Act, 2013.
8. Declaration received from Independent Directors
9. Intimations received from Directors under the prohibition of Insider Trading Code.
10. E-forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof.
11. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement.

ANNEXURE – B

1. The Income Tax Act, 1961.
2. The Companies Act 2013 & Listing Agreement with the Bombay Stock Exchange Limited & SEBI Rules and Regulations.

**For S P Imarthey & Associates
Practising Company Secretaries**

Sd/-

**Shriram P. Imarthey
Proprietor**

Mem. No.:- F 5933

C. P. No.:- 4545

Place : Mumbai

Date : 31-08-2023

UDIN : : F005933E000899595



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ANNEXURE - C

To,

The Members

BOMBAY POTTERIES & TILES LTD

Mumbai

The 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 process 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 process and practices, followed by me 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 as listed in Annexure B above.
- 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.
- 7) Due to COVID-19 outbreak and lockdown situation, for some of the information, I have relied on the information, details, data, documents and explanation as provided by the Company and its officers and agents in electronic form without physically verifying in their office.

My examination was limited to the verification of procedure of secretarial records on test basis.

**For S P Imartey & Associates
Company Secretaries**

Sd/-

**Shriram P. Imartey
Practicing Company Secretary
Mem. No.: F 5933
C.P. No.: 4545**

Place: Mumbai

Date: 31-08-2023

UDIN: F005933E000899595