

FORM No. MR-3

Secretarial Audit Report

For the financial year ended 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 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Isgec Heavy Engineering Limited
(CIN: L23423HR1933PLC000097)
Radaur Road, Yamuna Nagar
Haryana -135 001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by ISGEC HEAVY ENGINEERING LIMITED (**hereinafter called the "Company"**) having CIN L23423HR1933PLC000097. 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 Companies books, papers, minute books, forms and returns filed and other statutory records maintained by the Company, 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 2022 (**'Audit Period'**) complied with the statutory provisions listed here under 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

We have examined the books, papers, minute books, forms, and returns filed and other records made available to us and maintained by the Company for the audit period according to the applicable provisions of:

- i.* The Companies Act, 2013 (the Act) and the rules made there under.
- ii.* The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- iii.* The Depositories Act, 1996 and the Regulations and Byelaws 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'):
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period).
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period).
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).
 - (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and amendments from time to time; (Not applicable to the Company during the audit period).
- vi. The Management has identified and confirmed the following laws as specifically applicable to the company: -
- a) Labour laws as applicable
 - b) Environment Protection Act, 1986;
 - c) The Water (Prevention & Control of Pollution) Act 1974 read with Water (Prevention & Control of Pollution) Rules, 1975;
 - d) The Air (Prevention & Control of Pollution) Act, 1981 read with Air (Prevention & Control of Pollution) Rules, 1982;
 - e) Disposal of Hazardous Waste rules.

We have also examined compliance with the applicable clauses /regulation of the following:

- (a) (The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered by the Company with the National Stock Exchange Limited (NSE) and BSE Limited (BSE).
- (b) Secretarial Standards, as amended from time to time, issued by The Institute of Company Secretaries of India.

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.

Further, Mrs. Shivani Hazari (woman Director) has resigned from the company on 12th March 2022 and the company is in process to appoint woman director with the prescribed time.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and

detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.

We further report that

There are adequate systems and processes in the Company commensurate with the size and its operations to monitor and ensure compliance with applicable laws, rules, regulation, and guidelines.

We further report that

During the Audit Period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws.

We further report that

BSE have levied monetary fines Rs. 2,360/ (incl. GST @ 18 %) for delay of one day in submission of the Annual Secretarial Compliance Report for the Financial Year 2020-2021 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company has paid the aforesaid fine through NEFT dated 30/07/2021.

We further report that

Maintenance of Secretarial record is the responsibility of the management of the Company, our responsibility is to express an opinion on these secretarial Records based on our audit and allowed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.

For Pramod Kothari & Co.
Company Secretaries

Pramod Kothari
Proprietor
FCS No: 7091 CP No: 11532
Noida, May 12, 2022
Peer Review Certificate No. 852/2020:
UDIN: F007091D000312541