

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 read with Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
Saraswati Sugar Mills Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Saraswati Sugar Mills Limited (**hereinafter called the "Company"**) having CIN U01115HR2000PLC034519. 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 and 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 hereunder and 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 return filed, and other statutory records maintained by the Company for the financial year ended on 31ST March 2022 according to the provisions of:

1. The Companies Act, 2013 (The Act) and the rules made there under.
2. The Environment Protection Act.
3. The Disposal of Hazardous Waste Rules.
4. The Sugar Cess Act, 1982.
5. The Levy Sugar Price Equalisation Fund Act, 1976.
6. The Food Safety and Standards Act, 2006.
7. The Essential Commodities Act, 1955.
8. The Sugar Development Fund Act, 1982.
9. All the Labour Laws as applicable to the company.
10. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses /regulation of 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 has constituted in terms of the provisions of the Companies Act, 2013. The changes in the composition of the Board of Directors/Committees that took place during the audit period under review were carried out in compliance with the provisions of the Act.

**PRAMOD KOTHARI & CO.
COMPANY SECRETARIES**

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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 are captured and recorded as part of the minutes.

We further report that:

In our opinion 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. As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating action for corrective measures wherever found necessary.

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.

Further, 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 followed 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, April 28, 2022

UDIN: F007091D000227212

Note: 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.

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,
The Members
Saraswati Sugar Mills Limited

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records, based on our inspection of records produced before us for Audit.
2. We 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. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the Correctness and appropriateness of financial records and Books of Accounts of the Company and our report is not covering observations/comments/weaknesses already pointed out by the other Auditors.
4. Wherever required, we 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 the corporate and other applicable laws, rules, regulations, and standards is the responsibility of Management. Our Examination was limited to the verification of procedures on test basis and to give our opinion whether Company has proper Board processes and Compliance mechanism in place or not.
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 Pramod Kothari & Co.
Company Secretaries

Pramod Kothari
Proprietor
FCS No: 7091 CP No: 11532
Noida, April 28, 2022
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