



## CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

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### SECRETARIAL COMPLIANCE REPORT OF GYSKOAL ALLOYS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

To,

**Gyscoal Alloys Limited**

Plot No 2/3, GIDC Ubkhal, Kukarwada,

Tal Vijapur, Dist Mehsana,

Ubkhal, Kukarwada,

Mehsana - 382830

We, Chirag Shah and Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Gyscoal Alloys Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) Website of the listed entity i.e. www.gyscoal.com.
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(**Not Applicable to the listed entity during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not Applicable to the listed entity during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the listed entity during the Review Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013(**Not Applicable to the Company during the Review Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not Applicable to the listed entity during the Review Period**); and
- (j) the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

And circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr.No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>Not Applicable</b>			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<b>Not Applicable</b>				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended..	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 17 (1) (c) of SEBI (LODR) Regulations, 2015	2020 - 2021	The fine of Rs. 3,00,000 was paid by the Company. However Company has applied for waiver of fine.	The company has complied with the Said Regulations w.e.f. 30th June, 2020.
2.	Regulation 17 (1A) of SEBI (LODR) Regulations, 2015	2020 - 2021	The Company has appointed one director on June 30, 2020 who has attained the age of seventy-five years without passing a Special Resolution. However the director of the company Mrs. Sarojben Mukund Shah has resigned on 24 <sup>th</sup> August, 2020 from the board of the company. NSE has imposed fine of Rs. 1,12,000 to the company.  However, Company has applied for waiver of fine and	The company has complied with the Said Regulations w.e.f. 24th August, 2020



			application for the same is pending before the NSE	
3.	Regulation 18 (1)(a)& 18 (1) (b) of SEBI (LODR) Regulations, 2015	2020-2021	The Company has later constituted Audit Committee by comprised of 3 directors in its Meeting held on 30 <sup>th</sup> June, 2020.	The company has complied with the Said Regulations w.e.f. 30 <sup>th</sup> June, 2020.
4.	Regulation 19(1)(a) of SEBI (LODR) Regulations, 2015	2020-2021	The Company has later constituted Nomination and remuneration Committee by comprised of 3 directors in its Meeting held on 30 <sup>th</sup> June, 2020.	The company has complied with the Said Regulations w.e.f. 30 <sup>th</sup> June, 2020.
5.	Regulation 20(2A) of SEBI (LODR) Regulations, 2015	2020-2021	The Company has later constituted Stakeholders Relationship Committee by comprised of 3 directors in its Meeting held on 30 <sup>th</sup> June, 2020.	The company has complied with the Said Regulations w.e.f. 30 <sup>th</sup> June, 2020.

**I, further report that** there was appointment of statutory auditor of the Company during the review period and the Company has not modified the terms of appointment of its auditor. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For, Chirag Shah and Associates  
Practising Company Secretaries



CS Chirag Shah

Partner

Membership No. FCS 5545

C P No. 3498

UDIN : F005545D000357261

Place: Ahmedabad

Date: May 20, 2022