

Annexure 'I' to the Director's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2021

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

To,
The Members of,
M/S.BLUE CHIP INDIA LIMITED
10, Princep Street, 2nd Floor,
Kolkata - 700072,
CIN : L65991WB1993PLC060597

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/S. BLUE CHIP INDIA LIMITED (hereinafter called "the Company"). Subject to the limitation of physical interaction and verification of records caused by COVID 19 Pandemic lock down while taking review after completion of financial year , 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. 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 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, the information to the extent provided by the company ,its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and The Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic .we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 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. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March 2021, according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (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) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB);
- (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 (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable as the Company has not offered any securities during the financial year under review).

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;(Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefits scheme during the financial year under review).
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Company has not issued and listed any debt securities during the financial year under review).
 - 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;
 - g. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable, since the company has not applied for delisting of its shares from any stock exchange during the financial year under review) ; and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable as the Company has not bought back any equity shares during the financial year under review).
- (vi) The regulation made by the Reserve Bank of India (under the Reserve Bank of India Act, 1934) with regard to Non-Banking Financial Company ("NBFC").The Certificate of Registration (Certificate No. 501991) of NBFC has been cancelled by Reserve Bank wide letter dated 28th August, 2019.
- (vii) Other laws applicable to the Company as per the representations made by the Management.
- The compliance by the company applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to reviewed by the statutory financial auditor and other designated professionals.
- We have also examined compliance with the
1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 2. The Secretarial Standard I and II issued by the Institute of Company Secretaries of India (ICSI) were applicable to the Company for the period under review and for a good practice company is require to follow it diligently.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc. mentioned above except that

1. Website of the Company needs to be updated.
2. National Stock Exchange on 17th Feb,21 had sought clarification from the Company for the quarter ended 31-Dec-2020 regarding Unaudited Financial Results submitted under Regulation 33 of Listing Regulation wherein the Co was asked to clarify the following: -1. Financial results submitted is not as per format prescribed by SEBI. The Company submitted Unaudited Financial Results to NSE on 25.02.2021.
3. National Stock Exchange on 28th July,20 through email had sought clarification from Blue Chip India Limited for the quarter ended 31-Mar-2020 with respect to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On basis of above the Company is required to clarify the following: -1. The company has not submitted the Statement of Modified Opinion or in case of unmodified opinion(s), a declaration to that effect to the Stock Exchange.The Company submitted reply to NSE on 06.08.2020. The Co informed that it submitted the Statement of Modified Opinion
its financial results dated 22nd July, 2020 in Annexure 1. It again submitted the same on NSE on 06.08.2020
4. On 10th November 2020, the Calcutta Stock Exchange (CSE) vide a notice (Ref No. CSE/LD/15115/2020 with subsequent notice dated 24th December 2020 (Ref No. CSE/LD/15156/2020) has

introduced Amnesty Scheme 2020 for all the non-compliant listed companies suspended for less than 7 years for becoming active by complying all the regulatory compliances within 45 days from the date of issue of notice dated 24th December 2020. The Company had submitted required documents on 30/03/2021 with Calcutta Stock Exchange.

5, Few observations were noted in MGT 7 of 2019-2020.

1. Venue of AGM entered in the MGT-15 contained mis-interpretation as "Video Conferencing". The due date of AGM shall be 30/09/2020 but form filed with 31/12/2020. AGM has been extended by ROC, West Bengal by OFFICE ORDER NO. ROC/WB/Admn./2020/2717 dt. 08/09/2020.
2. Shyamal Banerjee, Independent Director of the Company, granted leave from AGM as per MGT-15 but as per MGT-7, his presence is wrongly shown in AGM.
3. The Audited Annual Account is approved by Board of Directors on July 22, 2020. Authentication power is given to directors for certifying MGT-7 and AOC-4 XBRL in the Board Meeting dated 11/11/2020.
4. There is a decrease in the number of member in 2020 as compare to last year 2019.

We further report that,

- ▲ Subject to our observation at (i) above the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 Meetings, agenda and detailed notes on agenda were sent adequately 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 members' views are captured and recorded as part of the minutes as per the explanations given to us and the representations made by the Management and relied upon by us 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.

We further report that during the period the Company has following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

5. Ms. Rashmi Sharma (ICSI Membership No. A34765) has resigned from the post of Company Secretary cum Compliance Officer of the Company w.e.f. 30.09.2020

or **Ankita Goenka & Associates**
(Practicing Company Secretaries)

Ankita Goenka
Proprietor

FCS No. : 10572

C.P No : 14204

UDIN : 21062081AAAABZ5690

Place : Kolkata

Date : 12th August, 2021

This report is to be read with our letter of even date which is annexed as Annexure-A and form integral part of this report.