

**Form No. MR-3**  
**Secretarial Audit Report**  
**[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]**

To,  
The Members,  
**[Company Name]**  
[Registered Address]

I/we have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **[Company Name]** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my/our opinion thereon.

Based on my/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, its officers, agents and authorized representatives during the conduct of secretarial audit, I/we hereby report that in my/our opinion, the company has, during the financial year ended on **[31st March, 20XX]** 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. Maintenance of Secretarial Records**

The company has, so far as appears from my/our examination of those books and records and information furnished to me/us, generally complied with the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act), as applicable:
  - The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - [And other applicable laws/regulations, if any]

### **2. Board Processes and Compliance Mechanism**

During the period under review the Company has complied with the provisions of the Companies Act, 2013, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

### **3. Specific Events/Actions**

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.
- 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.
- Decisions at the Board Meetings, as represented by management and recorded in minutes, were carried through unanimously.

#### **4. Adequate Systems and Processes**

The company has 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.

#### **5. Other Laws Specifically Applicable**

We further report that during the audit period, provisions of the following regulations/laws were also complied with so far as applicable to the company:

[List out any other industry-specific laws/regulations as applicable]

For [Secretarial Auditor Firm Name]

Place: [City]

Signature:

Date: [Date]

Name: [Name of Secretarial Auditor]

Designation: [Proprietor/Partner]

CP No.: [COP Number]

#### **Important Notes:**

- Secretarial Audit is a mandatory compliance for listed companies and certain other prescribed companies under the Companies Act, 2013.
- The report must be annexed with the company's Annual Report and circulated to all stakeholders.
- It ensures transparency, procedural compliance, and good governance practices within the organization.
- The format and scope may be updated as per amendments in relevant laws and regulations.
- This report should be signed by a qualified Company Secretary in Practice.