

Ref No.:- CHO/BSE/Q4

Date: 30th May, 2023

To,

The Manager (Listing),
Corporate Relationship Department,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Ref. : Cosco (India)Limited

Code : 530545

Reg : Submission of Annual Secretarial Compliance Report for year ended 31st March, 2023.

Dear Sir,

In compliance of Regulation 24A of SEBI (LODR) Regulations, 2015, Cosco (India) Limited has appointed M/s Akhil Rohatgi & Co. Company Secretaries, as Secretarial Auditor of the Company for the financial year ended on 31st March, 2023. They have carried out the secretarial audit and submitted Annual Secretarial Compliance Report.

We are enclosing the copy of the same for your record .

Thanking you.

Yours sincerely,

For Cosco (India) Limited,

Sudha Singh

Sudha Singh
Company Secretary and Compliance Officer
Enc (1)



**SUDHA
SINGH**

Digitally signed
by SUDHA
SINGH
Date: 2023.05.30
13:11:42 +05'30'



AKHIL ROHATGI & COMPANY

Company Secretaries

21, Shamnath Marg, Civil Lines, Delhi – 110054.

Phone : 9810690633, 8527087435

Email : rohatgi_co_secy@gmail.com

csdelhi84@gmail.com

SECRETARIAL COMPLIANCE REPORT OF COSCO (INDIA) LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Cosco (India) Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **2/8, Roop Nagar, Delhi-110007**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **31.03.2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We **Akhil Rohatgi & Co. Practicing Company Secretary** have examined:

- (a) all the documents and records made available to us and explanation provided by **Cosco (India) Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended **31st March, 2023** ("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; Not applicable as the Company did not issue any security during the financial year under review.
- (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 as the Company did not buy back any of its securities during the financial year under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; Not applicable as the Company did not issue any Employee Stock Option Scheme for its employee during the financial year under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories & Participants) Regulation, 1996 and 2018 and circulars/ guidelines issued thereunder; to the extent applicable
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable during the period under review.

And circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:



- I. 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/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Disclosure of Related Party transactions for the half year ended 30 th September, 2022 delay by 1 day as per SEBI (LODR) Regulations, 2015	BSE	levied monetary fine	Disclosure under Reg 23(9) of SEBI (LODR) Regulations, 2015 was made on 15 th day of Newspaper publication of Financial Results for the half year ended 30.09.2022. instead of 15 day of Board Meeting filing to Exchange.	Rs. 5000/-	During the Financial Year 2022-23 disclosures under Regulation 23 (9) of SEBI (LODR) Regulations, 2015 for 30 th September, 2022 has been disseminated to the BSE Ltd. 15 th day of the Publication of the Financial Results in the Newspaper.	the Company has a good past record in area of meeting compliance requirement and this is the first case of fine levied by BSE Ltd. for the late submission of disclosure on Related Party Transactions for half year ended September 30 th , 2022 under Regulation 23(9) of SEBI (LODR) Regulation, 2015. Company has filed an application to BSE Ltd. for the waiver of the penalty. As the delay was due to honest difference of interpretation of the Regulation	Company has filed an application to BSE Ltd. for the waiver of the penalty.

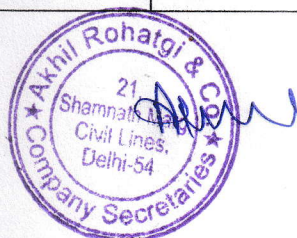
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: The listed entity was not required to take any action.

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 :NA

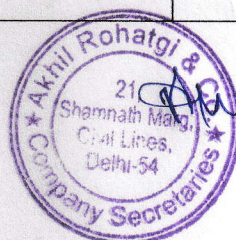
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	No case of resignation of Statutory Auditor during the FY 2022-23	After completion of the Five years term by M/s. V. P. Jain and Associates as Statutory Auditors of the Company. M/s. Madan & Associates appointed as Statutory Auditor of the Company for a term of 5 consecutive years at the 43 rd AGM held on 30.09.2022.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	Nil
	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	Nil



3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	Nil
---	--	----	-----

III. We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

Sr. No.	Sr. No. Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	Secretarial Standards' The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section- 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2	Adoption and timely up-dation of the policies: a) All the applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity. b) All the policies are in conformity with SEBI regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	Nil
3	Maintenance and disclosures on Websites: a) The Listed Entity is maintaining a functional website. b) Timely dissemination of the documents/ Information under a separate section on the website, c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant documents / section of the website.	Yes Yes Yes	Nil
4	Disqualification of Directors: None of the Directors of the Company is /are disqualified under Sec-164 of Companies Act 2013 as confirmed by the listed entity	Yes	Nil
5	Details related Entities have been examined w.r.t.: a) Identification of Material Subsidiary Companies b) Disclosure requirements of material as well as other subsidiaries.	NA	Nil M/s. Cosco Polymer Lanka (Private) Limited is under liquidation and



			acquired by the Government of Sri Lanka under 'Revival of Under Performing Enterprises or Under Utilized Assets Act of Sri Lanka.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI regulations and disposal of records as per policy of preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7	Performance of Evaluation: The Listed Entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year / during the financial year as prescribed in SEBI regulations.	Yes	Nil
8	Related Party Transactions: a) The Listed entity has obtained prior approval of Audit Committee for all related party transactions b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	Nil
9	Disclosure of events or information: The listed entity has provided all the required disclosures under Regulations 30 along with Schedule III of SEBI LODR Regulations 2012 within the time limits prescribed there under	Yes	Nil
10	Prohibition of Insider Trading: The Listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading} Regulations, 2015.	Yes	Nil
11	"Actions taken by SEBI or Stock Exchanges, if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes During the FY 2022-23 Company received a penalty Notice of Rs. 5000/-levied by BSE Ltd. for delay of filing of Disclosure of Related Party transactions for the half year ended 30 th Sept., 2022.	Company has filed an application to BSE Ltd. for the waiver of the penalty.

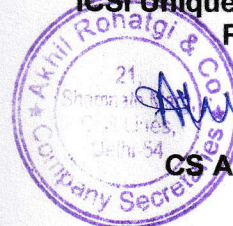


12	Additional Non- Compliances, if any: No additional non compliances observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non compliances has been observed during the period under review
----	---	----	--

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Akhil Rohatgi & Co.
 Company Secretaries
 ICSI Unique Reg. Code No.
 P1995DE072900



CS AKHIL ROHATGI
 FCS No: 1600
 CP No: 2317
 UDIN: F001600E000416498

Date: 30.05.2023
 Place: Delhi