

N.BALACHANDRAN B.COM., A.C.S.,
COMPANY SECRETARY IN PRACTICE

C/2 YAMUNA FLATS
16TH STREET
NANGANALLUR
CHENNAI -600061
PH.NO.22670412
CELL: 9444376560

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2022**

**[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]**

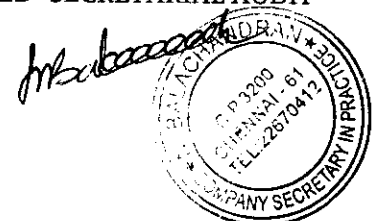
To
The Members,
CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED,
8/33, PADMAVATHIYAR ROAD,
JEYPORE COLONY, GOPALAPURAM,
CHENNAI- 600086

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED** (hereinafter called "the Company") bearing CIN: L45201TN1997PLC038610.

The responsibility of the Secretarial Auditor is to express opinion on the compliance with the applicable laws and maintenance of records based on audit. The audit was conducted in accordance with applicable Standards, and the Standards require that the Secretarial Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

The Secretarial Audit of the Company was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 hereby report that in my opinion, the company has, during the year under audit covering the financial



year ended 31.03.2022, 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2022 according to the provisions of:

- (I) The Companies Act, 2013 ("the Act") and the Rules made there under; - There are instances that certain forms, returns, documents and resolutions required to be filed with the Registrar of Companies is either filed with delay or in some cases it is yet to be filed.
- (II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (III) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
- (IV) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
- (V) The Following Regulations 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) Regulation, 2015;
 - c) 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;
 - d) **The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 except there are few instances that require compliance.**



(VI) I have also examined compliance with the applicable Clauses of the following:

(I) The Secretarial Standards issued by The Institute of Company Secretaries of India. However, there are few instances which require compliance.

(II) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Ltd. During the period under review, the Company has complied in general with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc

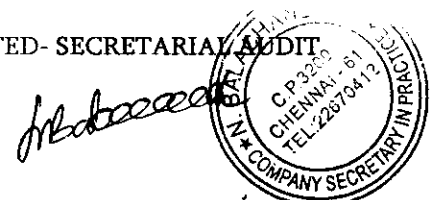
(III) Company's website related compliances in general are yet to be regularised and updated in a periodical manner.

(VII) There has been non-compliance in repayment of amount outstanding on Optionally Convertible Debentures and interest thereupon and the current directors are disqualified as per Section 164 of the Companies Act 2013.

(VIII) I further report that the Company is not regular in depositing the statutory dues including TDS deductions, PF remittances, gratuity dues and GST / of filing periodical return as relating to and applicable, with the appropriate authorities during the year under audit.

(IX) I further report that the composition of the Board of Directors of the Company with proper balance of Executive Directors and Non-Executive Directors, as also the composition of various Board Committees required compliance during the year including on the date of the Annual General Meeting, to the extent, in the manner and subject to the reporting made hereinafter.

(X) I further report that adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the Meeting and for meaningful participation at the meeting, however with requirements of compliance in some aspects.



(XI) I further report that, based on the verification of the records and minutes, the decisions were carried out with the consent of the majority of the Board of Directors / Committee Members and there were no dissenting members views recorded in the minutes. Further, in the minutes of the General meeting, the members who voted against resolutions have been properly recorded.

(XII) I further report that there are adequate systems and processes in the company commensurate with size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

(XIII) I further report that during the year under audit, there were no instances of:

- a. Public/Rights/Preferential issue of shares / Debentures/ sweat equity.
- b. Redemption / Buy Back of securities.
- c. Merger/ Amalgamations/ reconstruction.
- d. Foreign Technical collaborations.

(XIV) I further report that the Company's application for payment of remuneration to its managerial personnel for seeking Central Government's approval is still pending.


(XV) I further report that the following points require attention and are beyond my comments:

- a) Erosion of Net worth and ability to continue as a going concern**
- b) Uncertainty on Recovery of Trade Receivables**
- c) Order passed by the National Company Law Tribunal (NCLT) bringing the company under the Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016, resulting in suspension of powers of Board and appointment of Interim Resolution Professional for further monitoring the operation of the company and CIRP is in process .**
- d) Loans extended requires compliance under section 186(7) of Companies Act, 2013.**
- e) Board and Board Committee composition requiring compliance under Applicable Regulations of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and further the disqualification of the current directors as per Sec 164 of the Companies Act 2013**



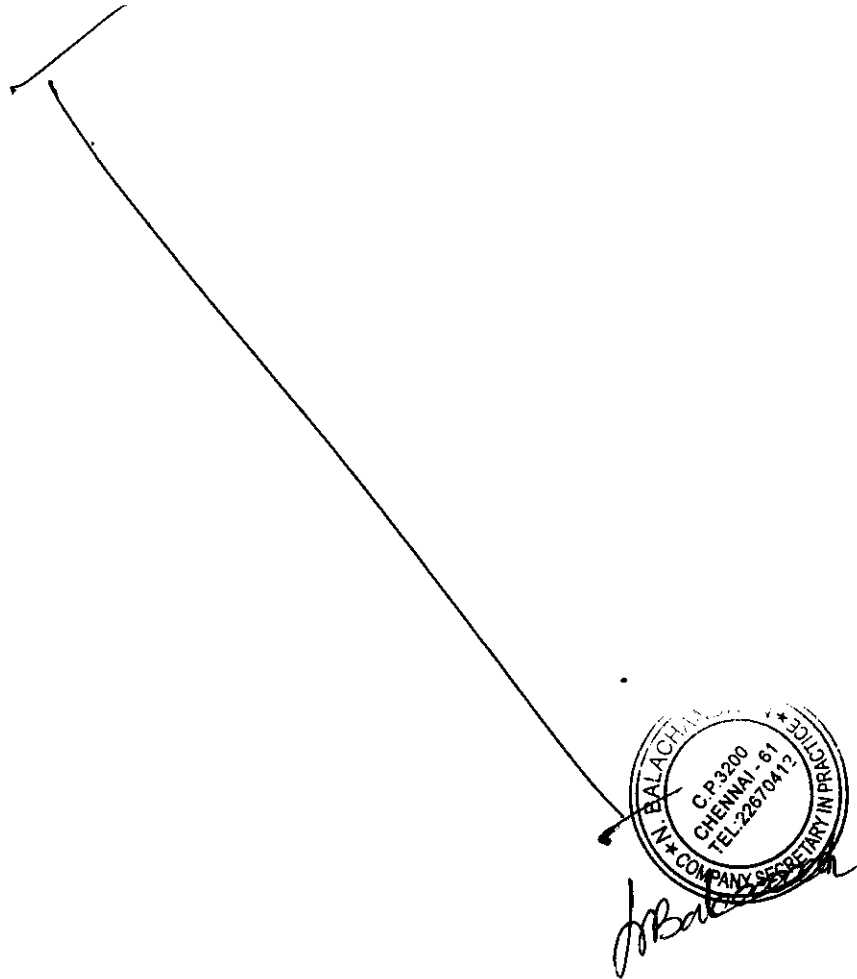
f) There are overdue payments payable to MSME Enterprises under Micro, Small and Medium Enterprises Development Act 2006.


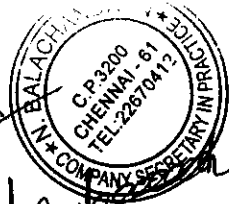
Place: Chennai
Date: 07.11.2022

Signature: 
Name of Company Secretary in Practice: N. Balachandran
ACS No.: 5113 C P No: 3200
UDIN: A005113D001549161



Note: This Report is to be read with the letter of even date which is annexed as 'Annexure' and forms an integral part of this report.



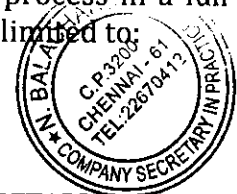
Annexure to SECRETARIAL AUDIT REPORT

To
The Members
CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED,
8/33, PADMAVATHIYAR ROAD,
JEYPORE COLONY, GOPALAPURAM,
CHENNAI- 600086.

Our report of even date is to be read with this letter

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 audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes 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.
4. Where ever required, we have obtained Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
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.
7. The opinion expressed in the present report is based on the limited information, facts and inputs made available to me through electronic means by the company management.


We wish to highlight that due to the COVID 19 induced restrictions on physical movement, I could not visit the company for carrying out the audit process in a full-fledged manner in order to submit conclusive report including but not limited to:



M. N. Balasubramaniam

- Inspection, observation, examination and verification of the original documents/ files / books / registers
- Examination of the Inspection/visit reports of the statutory officials and their Observations coupled with response of the company.
- Observations with regard to access controls and data security
- Physical verification of investments

Place: Chennai
Date: 07.11.2022

Signature : 
Name of Company Secretary in Practice: N. Balachandran
ACS No.: 5113 C P No: 3200

