



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

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**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2021

*[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,**  
**Omnipresent Retail India Private Limited**  
**Duncan House, 31, Netaji Subhas Road,**  
**Kolkata -700001, WB**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s.Omnipresent Retail India Private Limited**(hereinafter called 'the Company') having **(CIN-U51909WB2011PTC242691)**.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, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 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 the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- a) The Companies Act, 2013 (the Act) (including amendments made thereto) and the rules made there under;
- b) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(The Company did not have any Foreign Direct Investment during the financial year);**

The Company is not listed on any Stock Exchange in India hence the following Acts, Regulations, Guidelines etc. was not applicable to the Company:

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (not applicable pursuant to MCA notification no. G.S.R. 43(E) dated 22.01.2019)
- (iii) 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;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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 (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company and on examination of the documents and records in test check basis.

**The followings are the other laws as specifically applicable to the Company:**

1. The Information Technology Act, 2000
2. The Indian Contract Act, 1872
3. The Legal Metrology Act, 2009
4. Food Safety and Standards Act, 2006
5. The Sale of Goods Act, 1930
6. Intellectual Property Laws
7. Goods and Service Tax Laws
8. The Consumer Protection Act, 1986
9. Labour laws
10. The Payment and Settlements Systems Act, 2007
11. The Data Protection Act (currently at the stage of BILL)
12. The Motor Vehicle Act 1988

During the financial year ended on 31<sup>st</sup> March, 2021, the Company has complied with the applicable clauses of Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible.

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

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors (provisions related to appointment of Independent Directors is not applicable to the Company). There was no change 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 however

Company has appointed Mr. Navin Kumar Rathi as Company Secretary of the Company w.e.f 11<sup>th</sup> of May, 2020.

Adequate notice were 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.

Majority decision is carried through while the dissenting member's view, if any are captured and recorded as part of the minutes.

**We further report that** 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 audit period, the Company issued and allotted 25,50,000 number of equity shares @ Rs.10/- each on 30/06/2020, 57,50,000 number of equity shares @ Rs.10/- each on 30/09/2020, 75,00,000 number of equity shares @ Rs.10/- each on 31/12/2020 and 48,50,000 number of equity shares @ Rs.10/- each on 31/03/2021, to its 100% holding company Spencer's Retail Limited.

**We further report** that during the audit period, the Company altered the registered office clause of its Memorandum of Association, by shifting of Registered Office from the National Capital Territory of Delhi to the State of West Bengal w.e.f 20<sup>th</sup> of January, 2021. As a result of the above, the Corporate Identification Number (CIN) of the Company was changed from U51909DL2011PTC218350 to U51909WB2011PTC242691.

**We further report** that during the audit period, the Company altered the capital clause of its Memorandum of Association for increasing its authorised share capital from **Rs. 60,00,00,000/- (Rupees Sixty Crores) to Rs.70,00,00,000/- (Rupees Seventy Crores)** divided into **7,00,00,000 (Seven Crores)** equity shares of Rs.10/- (Rupees Ten) each by creation of **100,00,000 (One Crore)** equity shares of Rs.10/- (Rupees Ten) each and further for increasing its authorised share capital from **Rs. 70,00,00,000/- (Rupees Seventy Crores) to Rs.85,00,00,000/- (Rupees Eighty Five Crores)** divided into 8,50,00,000 (Eight Crores Fifty Lakhs) equity shares of

Rs.10/- (Rupees Ten) each by creation of **150,00,000 (One Crore Fifty Lakhs)** equity shares of Rs.10/- (Rupees Ten) each.

**We further report** that no other specific event/ action having a major bearing on the company's affairs in pursuance to the laws, rules, regulations, guidelines, etc. referred to above.

Date:12/06/2021

Place: Kolkata

For M/s Manoj Shaw & Co.  
(Company Secretaries)

Manoj Prasad Shaw

(Proprietor)

FCS No. 5517; C P No.: 4194

UDIN: **F005517C000450918**

The report is to be read with our letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.

**Annexure - A**

**To,  
The Members,  
Omnipresent Retail India Private Limited  
Duncan House, 31, Netaji Subhas Road  
Kolkata – 700001, WB**

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

**Management's Responsibility:**

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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process 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. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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.

Date: 12/06/2021

Place: Kolkata

For M/s Manoj Shaw & Co.  
(Company Secretaries)

Manoj Prasad Shaw  
(Proprietor)  
FCS No. 5517  
C P No.: 4194