



Secretarial Compliance Report of Rathi Industries Limited

For the year ended 31st March, 2022

{Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

I, undersigned, have examined:

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

For the year ended March 31, 2022 ("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)
- 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)

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- E. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable)
- F. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable)
- G. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable)
- H. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 {To the extent applicable};

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

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c. The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of actions taken e.g. fines, warning letter, debarment etc.	Observation/Remarks of the Practicing Company Secretary, if any.
1	Metropolitan Stock Exchange of India Limited (Exchange)	Non Compliance of Reg. 23(9) of SEBI (LODR) Regulations, 2015	A fine of Rs. 3,71,700/- was levied by the Exchange & demat accounts of promoters were also freeze due to non-payment of fine	The fine levied by exchange has been waived off on representation made by company and promoter's accounts were un-freeze.



- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	A fine of Rs. 3,71,700/- was levied by the Exchange & demat accounts of promoters were also freeze due to non-payment of fine	2021	The waiver request & representation letters submitted by Company before the exchange to waive off the fine.	The fine levied by exchange has been waived off on the representation made by company and promoter's accounts were un-freeze.

Note: The Company Secretary cum Compliance Officer of the company has been resigned w.e.f. January 4, 2022. Audit Period ended on March 31, 2022, the Company has not appointed Company Secretary cum Compliance Officer. As per management, the Company is searching a suitable person for the appointment of Company Secretary cum Compliance Officer.

Date: 27.05.2022

Place: Delhi

For Ganesh Sharma & Associates
Company Secretary



Ganesh Dutt Sharma

Ganesh Dutt Sharma
(Proprietor)

M. No.: A43348

C.P. No.: 16085

UDIN: A043348D000410517

Peer Review Certificate No. 2047/2022

Note: Due to amid COVID-19 pandemic situation, I conducted the Secretarial Compliance Audit by examining the Rules and Regulations application to the listed entity includes filing, disclosures, minutes, documents, registers and other records and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to me, are the true and correct. This report is limited to the Statutory Compliances on laws/regulations/guidelines listed in my report of which, the due date has been ended /expired on or before March 31, 2022 pertaining to Financial Year 2021-22.