RCI INDUSTRIES AND TECHNOLOGIES LTD
An ISO 9001-2015 & 14001-2015 Certified Company

Registered Office: Unit No. 421, 4th Floor
Peari Omaxe, Netaji Subhash Place
Pitampura, Delhi-110034
W: www.rciind.com **E:** info@rciind.com
T: +011-41681824
CIN: L74900DL1992PLC047055

Date: 31 May 2023

BSE Limited
Corporate Compliance & Listing Centre
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Security Code: 537254

Sub.: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2023

Dear Sirs,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI/ Exchanges from time to time, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2023, issued by Neeraj Arora & Associates, Company Secretaries.

This above is for your information and record.

Thanking you.

Yours Truly
For RCI Industries and Technologies Limited

BRIJESH SINGH BHADAURIYA
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Date: 2023.05.31 22:44:16 +05'30'

(BRIJESH SINGH BHADAURIYA) Resolution Professional, In the Matter of RCI Industries and Technologies Limited, Registration Number: IBBI/IPA-002/IPN01045/2020-2021/13385.Email For Correspondence- cirp.rci.industries.technologies@gmail.com, Address: C-II/08, Mangal Apartment, Vasundhara Enclave, Delhi 110096, Phone No. - +91- 98108 50577

NEERAJ ARORA & ASSOCIATES

COMPANY SECRETARIES

B-19/B, Somdutt Chambers - 1,
Bhikaji Cama Place, New Delhi - 110 066
M.: 9034793369, Tel.: (011) 4653 8651
Email Id: csneerajarora@gmail.com; neerajarora.pcs@gmail.com

Annual Secretarial Compliance Report of RCI Industries & Technologies Limited for the financial year ended 31st March, 2023

I, Neeraj Arora, Proprietor of M/s. Neeraj Arora & Associates, Practising Company Secretaries, have examined:

(a) all the documents and records made available to me and explanation provided by **RCI Industries & Technologies Limited** (CIN - L74900DL1992PLC047055) ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the BSE Limited ("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 **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 (SEBI LODR Regulations);
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 {Not applicable during the review period};
(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 during the review period};
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {Not applicable during the review period};

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(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 {Not applicable during the review period};
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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, 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 Practising Company Secretary	Management Response	Remarks
1.	Regulation 33(3)(d) of SEBI LODR Regulations- The listed entity shall submit annual audited financial results for the financial year, within 60 days from the	Regulation 33(3)(d) of SEBI LODR Regulations	For the financial year ended March 31, 2022, the last date of submitting annual audited financial results was 30.05.2022 and listed entity submitted the financial results on 05.07.2022	BSE Limited	Fine levied	For the financial year ended March 31, 2022, the last date of submitting annual audited financial results was 30.05.2022 and listed entity submitted the financial results on 05.07.2022. Hence, there has been delay in submitting annual audited standalone financial results.	Rs. 1,80,000/-	For the financial year ended March 31, 2022, the last date of submitting annual audited financial results was 30.05.2022 and listed entity submitted the financial results on 05.07.2022. Hence, there has	-	-

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	end of the financial year. For the financial year ended March 31, 2022, the last date of submitting annual audited standalone financial results was 30.05.2022 and listed entity submitted the financial results on 05.07.2022							been delay in submitting annual audited standalone financial results.		
2.	Regulation 23(9) of SEBI LODR Regulations - The listed entity shall submit to the stock exchanges disclosures of related party transactions every six months within 15 days from the date of publication of its standalone	Regulation 23(9) of SEBI LODR Regulations	For the financial results related to half year ended March 31, 2022, newspaper publication was made on 07.07.2022 and listed entity submitted the disclosures of related party transactions on 08.08.2022	-	-	For the financial results related to half year ended March 31, 2022, newspaper publication was made on 07.07.2022 and listed entity submitted the disclosures of related party transactions on 08.08.2022. Hence, there has been delay in submitting half year related party transactions for the half year ended on March 31, 2022.	-	For the financial results related to half year ended March 31, 2022, newspaper publication was made on 07.07.2022 and listed entity submitted the disclosures of related party transactions on 08.08.2022. Hence, there has been delay in submitting half	-	-

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	and consolidated financial results							year related party transactions for the half year ended on March 31, 2022.		
3.	BSE Circular dated August 02, 2022 – With effect from September 01, 2022, it is mandatory to file announcements under various SEBI Regulations using digital signature certification to the Stock Exchange except for following disclosures/events except for 4 items	BSE Circular dated August 02, 2022	Post September 01, 2022 and till the commencement of CIRP, the corporate announcement filed with BSE are physically signed and not digitally signed	-	-	Post September 01, 2022 and till the commencement of CIRP, the corporate announcement filed with BSE are physically signed and not digitally signed	-	Post September 01, 2022 and till the commencement of CIRP, the corporate announcement filed with BSE are physically signed and not digitally signed	-	-

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	mentioned in circular itself									
4.	Regulation 17(1)(b) of SEBI LODR Regulations - Where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	Regulation 17(1)(b) of SEBI LODR Regulation s	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, composition of board of directors was in short of 1 (one) Independent Director.	-	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, composition of board of directors was in short of 1 (one) Independent Director.	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, composition of board of directors was in short of 1 (one) Independent Director.	-	-

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5.	Regulation 18 of SEBI LODR Regulations - Two-thirds of the members of audit committee shall be independent directors	Regulation 18 of SEBI LODR Regulations	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Audit Committee was in short of 1 (one) Independent Director.	-	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Audit Committee was in short of 1 (one) Independent Director.	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Audit Committee was in short of 1 (one) Independent Director.	-	-
6.	Regulation 19 of SEBI LODR Regulations - Two-thirds of the members of Nomination and Remuneration Committee shall be independent directors	Regulation 19 of SEBI LODR Regulations	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Nomination and Remuneration Committee was in short of 1 (one) Independent Director.	-	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Nomination and Remuneration Committee was in short of 1 (one) Independent Director.	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Nomination and Remuneration Committee was in short of 1 (one) Independent Director.	-	-

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7.	Regulation 20 of SEBI LODR Regulations - At least three directors in Stakeholders Relationship Committee	Regulation 20 of SEBI LODR Regulations	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Stakeholders Relationship Committee was in short of 1 (one) Independent Director.	-	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Stakeholders Relationship Committee was in short of 1 (one) Independent Director.	-	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Stakeholders Relationship Committee was in short of 1 (one) Independent Director.	-	-

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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 Practising Company Secretary**	**Management Response**	**Remarks**

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1.	Regulation 103 of SEBI(LODR) Regulations 2015 and Section 21 of Securities Contracts (Regulation) Act, 1956	Regulation 103 of SEBI(LODR) Regulations 2015 and Section 21 of Securities Contracts (Regulation) Act, 1956	In Financial Year 2014-15, AS-1, AS-2, | Warning Letter As advised by SEBI AS-3, AS-9, AS-13, AS-15, AS-17, AS- issued company disclosure in 18 & AS-26 issued by ICAI in preparation and presentation of the financial statement which in violation of Clause 49 of the listing agreement read with Regulation 103 of SEBI(LODR) Regulations 2015 and Section 21 of Securities Contracts (Regulation) Act, 1956.	SEBI	Warning little issued	In Financial Year 2014-15, AS-1, AS-2, | Warning Letter As advised by SEBI AS-3, AS-9, AS-13, AS-15, AS-17, AS- issued company disclosure in 18 & AS-26 issued by ICAI in preparation and presentation of the financial statement which in violation of Clause 49 of the listing agreement read with Regulation 103 of SEBI(LODR) Regulations 2015 and Section 21 of Securities Contracts (Regulation) Act, 1956.	-	We cannot comment upon the same as the listed entity is now under corporate insolvency resolution process pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016 with effect from November 25, 2022	-	-

I also report that in terms of the circulars issued by BSE Limited on March 16, 2023 respectively, I also affirm the following(s):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the Company are in accordance with the applicable	No	We didn't find anything related to circulation of draft minutes, signed minutes etc. Also Refer Note No. 1

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	Secretarial Standards (SS) issued by the Institute of Company Secretaries of India		
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	No	The Listed Entity has adopted the applicable policy. However, some of the policies needs to be updated as per latest SEBI Regulations including circular issued thereunder
3.	<u>Maintenance and disclosures on Website</u>: • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	None
4.	<u>Disqualification of Director</u>: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	No	We didn't received the required annual disclosures under Section 164 of the Companies Act, 2013, therefore, we cannot comment whether any of the Director(s) of Listed Entity are disqualified or not.

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5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries	No	The listed entity does not have any Material subsidiary and in respect of other subsidiary, their financial statements are not available on the website of the listed entity.
6.	Preservation of Documents: The Company 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	No	Some of the minutes of board meetings, committee meetings and general meetings are not available
7.	Performance Evaluation: The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	N.A.	Refer Note No. 1
8.	Related Party Transactions: (a) The Company has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently	No	The listed entity has entered into related party transaction basis the minutes provided to us and as per half yearly RPT filed with BSE Limited, however, we cannot comment upon whether prior approval of Audit Committee was obtained or not since supporting agenda papers not provided to us.

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	approved/ ratified/ rejected by the Audit Committee		
9.	<u>Disclosure of events or information</u>: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Details of all such events cannot be ascertained.
10.	<u>Prohibition of Insider Trading</u>: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	No Structured Digital Database maintained.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u>: No Actions taken against the Company/ 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	Yes	None
12.	<u>Additional non-compliances, if any</u>: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	Refer above table (A)

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Note No. 1: Listed Entity is under corporate insolvency resolution process pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. With effect from November 25, 2022, its affairs, business and assets are being managed by, and the powers of the board of directors are vested in, the Resolution Professional, Mr. Brijesh Singh Bhadauriya {having registration no. lBBl/lPA-002/lP-N01A45/2020-2A21./L33851h}, appointed by Hon'ble National Company Law Tribunal, New Delhi Bench, vide its order delivered on November 25, 2022. Further, the Hon'ble Tribunal has granted Moratorium under Section 14 of IBC, 2016 w.e.f. November 25, 2022.

For Neeraj Arora & Associates
Company Secretaries
Firm Peer Review No. - 1189/2021

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Neeraj Arora
Proprietor
FCS No.- 10781; CP No.- 16186
UDIN - F010781E000428759

New Delhi
May 30, 2023