



# RDB RASAYANS LIMITED

(AN ISO 9001-2008 Company)

REGD. OFFICE : BIKANER BUILDING, 3RD FLOOR, ROOM NO.-9, 8/1, LAL BAZAR STREET, KOLKATA-700 001 PHONE : +91-33-4450 0500, 22305666 • FAX : +91-33-2242 0588

**Date: 30/05/2022**

To  
**The Secretary,**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai- 400 001

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to **Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, enclosing herewith the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2022 issued by Mrs. Mausami Sengupta, Practicing Company Secretary.

Kindly take the above on record.

Thanking you,

**Yours faithfully,**  
**For RDB Rasayans Ltd.**

*Pooja Patel*  
**Pooja M Patel**  
**Company Secretary & Compliance officer**



**Encl: as above**

# MAUSAMI SENGUPTA

Company Secretary in Practice  
(Peer Reviewed)  
A-108, Survey Park  
Kolkata-700075  
Phone: +91 7980322488  
Email: mausami.das34@gmail.com

## SECRETARIAL COMPLIANCE REPORT

OF

### RDB RASAYANS LIMITED

#### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022

[Pursuant to Circular No.CIR/CFD/CMDI/27 /2019 dated 08/02/2019 issued by Securities and Exchange Board of India for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members,  
**RDB Rasayans Limited**  
Bikaner Building, 3rd Floor, Room No-9  
8/1, Lal Bazar Street  
Kolkata - 700 001  
West Bengal

I Mausami Sengupta, Company Secretary in Practice have examined:

- (a) all the documents and records made available to me and explanation provided by M/s. **RDB RASAYANS 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 certification,  
for the year ended 31st March, 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 (as amended from time to time), to the extent applicable, 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;

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(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;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018; and circulars/ guidelines issued there under;

and based on the above examination, and considering the relaxations granted by Securities and Exchange Board of India due to COVID-19 pandemic I hereby report that during the Review Period:

(a) The listed entity has generally 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)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 46(1), 46(2) and 46(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The website of the company was not operational and hence not updated.	The website of the company is presently operational and the company is taking adequate steps for updating the same.
2.	Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The company did not have one independent director on its Board from 25.02.2022 due to resignation of Mr. Subrata Dutta. The company was required to appoint an independent within three	The company appointed a new independent director in its Board meeting held on May 24, 2022, within three months from the date of such vacancy.

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		months from the date of such vacancy.	
3.	Regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	As on 31st March, 2022 the Nomination and Remuneration Committee of the company had two Non-Executive Directors as members due to resignation of Mr. Subrata Dutta as independent director.	The company in its Board meeting held on April 01, 2022 had reconstituted the Nomination and Remuneration Committee with three Non-Executive Directors as members.
4.	BSE Ltd sought clarification from the company on May 19, 2021 with reference to significant movement in price.	Significant movement in price.	The company submitted its reply to BSE Ltd on June 05, 2021.
5.	BSE Ltd sought clarification from the company on January 13, 2022 with reference to significant movement in price.	Significant movement in price.	The company submitted its reply to BSE Ltd on January 15, 2022.
6.	SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.	The company did not give disclosure to BSE Ltd.	The company was required to give disclosure to BSE Ltd.

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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar 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 action E.g. fines, warning letter, debarment etc	Observations/remarks of the Practicing Company Secretary, if any.
None				

(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 on 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
None				

(e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**Place: Kolkata**  
**Date: 27.05.2022**  
**UDIN: A028678D000403074**

**For Mausami Sengupta**  
**Company Secretary in Practice**

**mausami**  
**sengupta**  
Digitally signed by mausami sengupta  
DN: c=IN, cn=Personal,  
pseudonym=ad5c1ec718e1e1744ac9b45  
e4cbecc08993cd991d6616a231ec4595f67  
cd93; postalCode=700075, st=WEST  
BENGAL,  
serialNumber=4d99853efb064a69d42316  
31619ed4272681d35349cc9dd4ae741cc84  
f230ba, cn=mausami sengupta  
Date: 2022.05.27 12:34:34 +05'30'

**ACS No.: 28678**  
**CP No.: 24059**  
**Peer Review No.: 1531/2021**