



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: 27/05/2023

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 31st March, 2023 issued by Mrs. Mausami Sengupta, Practicing Company Secretary.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For RDB Rasayans Ltd.

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 31ST MARCH, 2023

[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 and BSE Circular 20230410-41 and NSE Circular NSE/CML/ 2023/30 dated April 10, 2023]]

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, 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 (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;

I hereby report that during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by	Yes Yes	None None

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	SEBI		
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	None None None
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A.	There is no Subsidiary of the Listed Entity during the review period.
6.	Preservation of Documents: The listed entity 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.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a)The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	None

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	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	The Audit Committee of the Board of Directors of the Company at its meeting held on 14th February, 2022 have accorded its omnibus approval for all the related party transactions to be entered in the financial year 2022-23. The Related party transactions were reviewed on a quarterly basis by the Board and Audit Committee respectively.
9.	Disclosure of events or information: The listed entity 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	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ 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 except as provided under separate paragraph herein	NA	No actions taken by SEBI or Stock Exchanges(s), if any were found during the review period.
12.	Additional Non-compliances, if any:		

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	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliances, if any were found during the review period.
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance (Yes/No/ NA)	Status	Observations /Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor			
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA		There was no such event relating to resignation of Statutory Auditor during the review period.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA		There was no such event relating to resignation of Statutory Auditor during the review period.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA		There was no such event relating to resignation of Statutory Auditor during the review period.
2.	Other conditions relating to resignation of statutory auditor			
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached	NA		There were no such events during the review period.

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	<p>the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There were no such events during the review period.
		NA	There were no such events during the review period.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There were no such events during the review period.

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(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)	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
None										

(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
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 46	The website of the company was not operational and hence not updated.	-	-	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.	The Company has taken adequate steps for making website functional and updating information in the website.	The website of the Company is functional.
2.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 17(1)(b)	The company did not have one independent director on its Board	-	-	The company did not have one independent	-	The company had appointed a new independent director in its Board meeting held on May 24,	The company had appointed a new independent director in its	The company had appointed a new independent

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			from 25.02.2022 due to resignation of Mr. Subrata Dutta.			director on its Board from 25.02.2022 due to resignation of Mr. Subrata Dutta.		2022, within three months from the date of such vacancy.	Board meeting held on May 24, 2022, within three months from the date of such vacancy.	independent director or within three months from the date of such vacancy.
3.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 19(1)	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.	-	-	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.	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.	The Company reconstituted the Nomination and Remuneration Committee with three Non-Executive Directors as members.
4.	SEBI (Listing	Clarification	Significant movement	BSE Ltd	Letter	Significant	-	The company	The company	The company

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	Obligations and Disclosure Requirements) Regulations, 2015.	on from the company on May 19, 2021	in price.		issued for clarification	movement in price.		submitted its reply to BSE Ltd on June 05, 2021 company that it is in compliance with Regulation 30 of the SEBI (LODR) Regulations, 2015 and all the events, information, etc., if any, which have a bearing on the operations/performance of the company which include all price sensitive information are disseminated to the Stock Exchanges well within the time by the Company.	y submitted its reply to BSE Ltd on June 05, 2021 that it is in compliance with Regulation 30 of the SEBI (LODR) Regulations, 2015 and all the events, information, etc., if any, which have a bearing on the operations/performance of the company which include all price sensitive information are disseminated to the Stock Exchanges well within the time	ny submitted its reply to BSE Ltd on June 05, 2021.
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									by the Compan y.	
5.	SEBI (Listing Obligations and Disclosure Requireme nts) Regulations , 2015.	Clari ficati on from the comp any on Janu ary 13, 2022	Significant movement in price.	BSE Ltd	Let ter issu ed for clar ific atio n	Signific ant moveme nt in price.	-	The company submitted its reply to BSE Ltd on January 15, 2022 that it is in compliance with Regulation 30 of the SEBI (LODR) Regulations, 2015 and all the events, information, etc., if any, which have a bearing on the operations/pe rformance of the company which include all price sensitive information are disseminated to the Stock Exchanges well within the time by the Company.	The compan y submitte d its reply to BSE Ltd on January 15, 2022 that it is in complia nce with Regulati on 30 of the SEBI (LODR) Regulati ons, 2015 and all the events, informat ion, etc., if any, which have a bearing on the operatio ns/perfo rmance of the compan y which include all price sensitive informat ion are	The compa ny submit ted its reply to BSE Ltd on Januar y 15, 2022.

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									disseminated to the Stock Exchanges well within the time by the Company.	
6.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	SEBI Circular No. SEBI/HO/DDH S/CI R/P/2018/144 dated November 26, 2018	The company did not give disclosure to BSE Ltd.	-	-	The company did not give disclosure to BSE Ltd	-	The company was required to give disclosure to BSE Ltd.	The company was required to give disclosure to BSE Ltd.	The company was required to give disclosure to BSE Ltd but didn't give any disclosure.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kolkata
Date: 19.05.2023
UDIN: A028678E000334302

For Mausami Sengupta
Company Secretary in Practice

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