



To
The Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

Date: 25/05/2024

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the Financial year ended 31st March 2024

Ref: 1) M/s. Roopa Industries Limited; Scrip code – 530991.
2) Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 24A of SEBI (LODR) Regulation, 2015 and in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, Please find enclosed Annual Secretarial Compliance Report for the financial year ended 31st March 2024 issued by Practicing Company Secretary CS. Geeta Serwani (FCS:8991; COP No:8842).

Kindly take the same on record and acknowledge.

Thanking You,
Yours faithfully,
For ROOPA INDUSTRIES LIMITED

I.V.Lakshmi
Company Secretary & Compliance Officer

Encl: A/a


ROOPA INDUSTRIES LIMITED

Incorporated with C.I.N.: L10100AP1985PLC005582 under the Companies Act, 1956.
Corp. Off : 3rd Floor, TGV Mansion, Above ICICI Bank, 6-2-1012, Khairatabad, Hyderabad - 500 004, Telangana.
Tel No.: +91 9248146227, Fax : +91 40 2331 0379, Email : info@roopaindustries.com, www.roopaindustries.com.
Regd. Off : 17/745, Alur Road, Adoni - 518301, Kumool Dist., A.P, INDIA.



***Secretarial compliance report of M/S. ROOPA INDUSTRIES LIMITED
(CIN: L10100AP1985PLC005582) For the year ended 31st March, 2024.***

I have examined:

- (a) All the documents and records made available to me and explanation provided by **M/S. ROOPA INDUSTRIES LIMITED** “ (the listed entity”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity, <https://www.investorsatril.com/>
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on **March 31, 2024** (“Review Period”) in respect of compliance with the provisions of;

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and theregulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the regulations, circulars, guidelines issued there under by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issuedthereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (LODR) 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
- (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 Non-
- (g) Convertible Securities) Regulations, 2021 Not Applicable
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations, 2015;
- (i) Other regulations as applicable.

And circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of such SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)



And based on the above examination, I/We hereby report that, during the ReviewPeriod:

- (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:

| <i>Sr . No.</i> | <i>Compliance Requirement (Regulation s / circulars/ guidelines including specific clause)</i> | <i>Regulation/ Circular No.</i> | <i>Devi- ations</i> | <i>Acti on Take nby</i> | <i>Typ e of Act ion</i> | <i>Details of Violati on</i> | <i>Fine Amou nt</i> | <i>Observatio ns /Remarks of the Practici ng Compa ny Secretar y(PCS)</i> | <i>Manag e -ment Respons e</i> | <i>Remark s</i> |
|---------------------|--|---|-------------------------|-------------------------------------|-------------------------------------|--|-----------------------------|---|--|---------------------|
| NIL | | | | | | | | | | |



- I. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| 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 of India (ICSI). | Yes | |
| 2 | Adoption and timely updation of the Policies: 1 All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 1 All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. | Yes | |
| 3 | Maintenance and disclosures on Website: 1 The listed entity is maintaining a functional website. 1 Timely dissemination of the documents/information under a separate section on the website. 1 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 | |
| 4 | Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity | Yes | |
| 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. | Not Applicable | Company does not have any subsidiaries. |
| 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 | |
| 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 | Yes | |



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| | the financial year as prescribed in SEBI Regulations. | | |
| 8 | Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee. | Yes | |
| 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 | |
| 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 | |
| 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | Yes | |
| 12 | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | No such cases during the period under review |



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|----|---|----|--|
| 13 | Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. | NA | No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. |
|----|---|----|--|

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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

For, GEETA SERWANI & ASSOCIATES
Practicing Company Secretary



Cs Geeta Serwani
Proprietor
C. P. No.: 8842
Membership No. 8991

Place: Secunderabad
Date: 24.05.2024

UDIN: F008991F000438860

Peer Review Certificate: 1893/2022