



**R.J. SHAH & CO. LTD.**

**ENGINEERS & CONTRACTORS**

PHONE : 24148082  
E-MAIL : [rjshahandco@gmail.com](mailto:rjshahandco@gmail.com)  
Regd. Office:  
NEAR WADALA CONTAINER YARD,  
MAHUL ROAD, ANTOP HILL,  
MUMBAI - 400 037. (INDIA)

CIN NO. : L45202MH1957PLC010986  
GSTIN : 27AAACR2584D1ZI

Ref No: R/090/2023

Date: 30<sup>th</sup> May, 2023

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

BSE Scrip Code- 509845

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023**

**Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

Dear Sir/ Madam,

With reference to the captioned subject, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s. Bhumika & Co., Company Secretaries, for the Financial Year ended March 31, 2023.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,  
For R J Shah & Co. Ltd.

Ms. Kalindi R. Shah  
Managing Director  
Din: 00402482



**SECRETARIAL COMPLIANCE REPORT OF R.J.SHAH & CO.LTD  
FOR FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **R.J.SHAH & CO.LTD** (hereinafter referred as 'the listed entity'), having its Registered Office at Mahul Road, Antop Hill Wadala Container, Mumbai, Maharashtra, 400037. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I M/s. Bhumika & Co, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **R.J.SHAH & CO.LTD** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

**For the year ended 31<sup>st</sup> 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, includes, as applicable:-

- (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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 Not Applicable
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Note: The aforesaid list of SEBI regulations is only the list of Regulations which were applicable to the company during the year under review.

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

- I. 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/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall make RPT disclosures every six months in the format	Reg 23 (9) Circular No.: SEBI/HO/CF D/CMD1/CIR/P/20 21/662	-	BSE LTD	-	-	NA	Company is in the process of submission of the same	The delay in submission was due to an inadvertent and Oversight being amount not exceeding INR 5 lacs and due to ignorance of the fact, Company falls under exemption category specified under Reg 15(2) of SEBI (LODR),	-

									2015 However, the Company has taken all The necessary steps and ensured timely compliance	
2	Uploading the details on the website	Reg 46 updating of website	-	-	-	-	-	Company has partially updated the website of the Company, advisable to upload the data under Reg 46 of SEBI (LODR), 2015	Yes the Company has taken necessary steps and will be completing the balance updation asap	

3.	Corporate Governance Report	Reg 27			Fine levied	Reg 27 (2) Non submission of Corporate Governance Report	Rs. 1,06,200/-	Company has submitted the Corporate Governance Report delayed after the receipt of the intimation from Stock Exchange that the Company has to follow the norms as prescribed under SEBI	The Company was under the knowledge that both the criteria mentioned under Reg 15(2) of SEBI (LODR), 2015 is to be followed but later on after clarification from BSE, CG report was submitted from Sept, 2022	-
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>Not applicable. As this is the first year it has become applicable to the Company</b>										

**II. 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:**

<b>S r N o</b>	<b>Particulars</b>	<b>Compliance (Yes/No/ NA)</b>	<b>Status</b>	<b>Observations/ Remarks by PCS*</b>
1	NA	NA		The term of the Statutory Auditor has expired and new Statutory Auditor was appointed in the AGM dated 16.08.2022



**III. I/we 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*	Management Response
1.	<p><b>Secretarial Standards 1 and 2:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	NA	-
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	NA	-

3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Company is maintaining a functional website.</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-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</li> </ul>	No	Company's website is functional, but timely dissemination of information is made partially	As stated above, since the website was functional only in the last week of march 2023 and keeping in mind that updation is a continuous process, the same will be completed in to in due course of time.
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA	-
5.	<p><b>Examine details related to Subsidiaries of the company:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	NA	-

6.	<p><b>Preservation of Documents:</b> 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.</p>	Yes	NA	-
7.	<p><b>Performance Evaluation:</b> 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.</p>	Yes	NA	-
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The Company has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit</p>	Yes	NA	-

	Committee, in case no prior approval has been obtained.			
9.	<b>Disclosure of events or information:</b> 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	NA	-
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA	-

11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>Action has been 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</p>	Yes	-	<p>Freezing of promoter &amp; Promoter group demat account due to non-payment of fine levied from BSE Ltd for non – compliance, non-submission of Corporate Governance Report which is prescribed under Reg 27 of SEBI (LODR), 2015 read with regulation 15(2) of Rs. 1,06,200/-, where in Company has made an appeal for waiver by paying Rs. 11,800/- (incl of GST) for processing of waiver request as suggested by BSE Ltd vide their e-mail dated 23.01.2023.</p>
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12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	-	-
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**For Bhumika & Co**  
**Practicing Company Secretary**

**Bhumika Sidhpura**  
**M. No.: A37321**  
**CP No.: 19635**  
**PR No: 1272/2021**  
**UDIN: A037321E000378134**

**Place: Mumbai**  
**Date: 25.05.2023**