



RAJESH EXPORTS LIMITED

Mfrs & Exporters of Gold and Diamond Jewellery
4, BATAVIA CHAMBERS, KUMARAKRUPA ROAD
KUMARA PARK EAST, BENGALURU - 1 INDIA
PH: 22266735, 22260443, 22282215, 41623638, 41529154
FAX: +91-80-2225 9503 Email : corpcomm@rajeshindia.com
CIN No. : L36911KA1995PLC017077
Website : www.rajeshindia.com

May 30, 2024

To,
The Manager Listing
Bombay Stock Exchange Limited
Mumbai
Scrip Code: 531500

To,
The Manager Listing
National Stock Exchange of India Limited
Mumbai
Scrip Code: RAJESHEXPO

Dear Sirs,

Sub: Secretarial Compliance Report under Regulations 24A of the SEBI (Listing Obligations and Disclosure Requirements) Reg. 2015 for the year ended March 31, 2024

With reference to the above subject, please find enclosed Annual Secretarial Compliance Report for the year ended March 31, 2024 for your record, as per Regulations 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You

For **Rajesh Exports Limited**

Rajesh Mehta
Chairman





**SECRETARIAL COMPLIANCE REPORT
OF
RAJESH EXPORTS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2024**

We, Deepak Sadhu, Company Secretaries have examined:

- A. All the documents and records made available to us and explanation provided by **RAJESH EXPORTS LIMITED (“the listed entity”)**, CIN: L36911KA1995PLC017077, listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- 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 financial year ended 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 the regulations, circulars, guidelines issued there-under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there-under, 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: **Not applicable for the current reporting 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 for the current reporting period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not applicable for the current reporting period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not applicable for the current reporting period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: **Not applicable for the current reporting period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

And based on the above examination, we hereby report that, during the Review period:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1	Secretarial Standard: 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	-
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • 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: • The Listed entity 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	-
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries	NA	-
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 as prescribed in SEBI Regulations	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (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.	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	Yes	-

	thereunder.		
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 Actions 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	No	Company has received notices from BSE and NSE on 14.12.2023, 15.01.2024 and 31.01.2024 for violation of the provisions of Reg. 33, 42 of SEBI (LODR) Regulations, 2015
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	-

(a) The Listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under, 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 (In Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 33 of SEBI (LODR) Regulations, 2015	Regulation 33	Delay in submission of Financial Statements	BSE	fine	Delay in re-submission of Financial Statements for half year ended 30.09.2023	30,000	Company has re-submitted Financial Statements on 18.11.2023 for the half year ended 30.09.2023	-	-
2	Regulation 33 of SEBI (LODR) Regulations, 2015	Regulation 33	Delay in submission of Financial Statements	NSE	fine	Delay in re-submission of Financial Statements for half year ended 30.09.2023	25,000	Company has re-submitted Financial Statements on 18.11.2023 for the half year ended 30.09.2023	-	-
3	Regulation 42 of SEBI (LODR) Regulations, 2015	Regulation 42	Delay in disclosure of record date for dividend	BSE	fine	Delay in disclosure of record date for dividend	10,000	Company has given disclosure of record date for dividend on 18.12.2023	-	-
4	Regulation 42 of SEBI (LODR) Regulations, 2015	Regulation 42	Delay in disclosure of record date for dividend	NSE	fine	Delay in disclosure of record date for dividend	10,000	Company has given disclosure of record date for dividend on 18.12.2023	-	-

Address: No. 450, 9th cross, JP Nagar 2nd phase, Bangalore – 560 078.

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**DEEPAK
SADHU**

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DEEPAK SADHU
Date: 2024.05.30
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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 (Regulation s/ circulars/ guidelines 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	Regulation 33 of SEBI (LODR) Regulations, 2015	Regulation 33	Submission of Cash Flow Statements	-	-	Submission of Cash Flow Statements for the half year ended 31.03.2022	-	Company has submitted Cash Flow Statements on 21.06.2022 for the half year ended 31 st March, 2022	-	-
2.	Regulation 33 of SEBI (LODR) Regulations, 2015	Regulation 33	Submission of Cash Flow Statements	-	-	Submission of Cash Flow Statements for the half year ended 30.09.2022	-	Company has submitted Cash Flow Statements on 15.11.2022 for the half year ended 30.09.2022	-	-
3.	Clause 7 of Part A of Schedule III of SEBI (LODR) Regulations, 2015	Clause 7 of Part A of Schedule III	Resignation of Company Secretary	-	-	Disclosure related to resignation of Company Secretary	-	Company has submitted the disclosure of resignation of Mr. Ranganatha BS, Company Secretary on 18.03.2023 who resigned on 20.02.2023.	-	-
4.	SEBI Circular SEBI/HO/DHS/CIR/P/2018/144	SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144	Initial Disclosure / Confirmation	-	-	Disclosure related to Initial Disclosure / Confirmation	-	Initial Disclosure / Confirmation is not applicable to the company.	-	-

(c) The listed entity has suitably included the conditions as mentioned in para 6(A) and 6(8) of the SEBI Circular CIR/CFD/CMD 1/114/2019 dated October 18, 2019 in terms of appointment of statutory auditor of the Listed entity.

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.

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2) My responsibility is to certify based upon my 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.

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.

For **DEEPAK SADHU,**
COMPANY SECRETARIES

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DEEPAK SADHU
SADHU Date: 2024.05.30
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DEEPAK SADHU
Practicing Company Secretary
ACS: 39541; CP No: 14992

Place: Bangalore

Date: **27 May 2024**

Peer Review Number: **2387/2022**

UDIN: **A039541F000453636**