



# RAJ OIL MILLS LTD.

May 30, 2019

To,

<b>The BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001	<b>The National Stock Exchange India Limited</b> Exchange Plaza, Plot No. C/1, Block – G Bandra Kurla Complex, Bandra – East Mumbai – 400 051
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Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019 under Regulation 24A of SEBI (Listing Obligation & Disclosure Requirements), 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019.**

Pursuant to Regulation 24A of SEBI (Listing Obligation & Disclosure Requirements), 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019; we are enclosing herewith Annual Secretarial Compliance Report for the year ended March 31, 2019 issued by M/s. Amit R. Dadheech & Associates, Practicing Company Secretary Firm, Mumbai.

Kindly take this on your records and acknowledge the same.

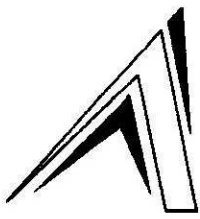
Thanking you.

For Raj Oil Mills Limited



Ankit Jain

Company Secretary & Compliance Officer  
Membership No.: A54805



*Amit R. Dadheech & Associates*  
Company Secretaries

**SECRETARIAL COMPLIANCE REPORT OF RAJ OIL MILLS LIMITED FOR THE  
FINANCIAL YEAR ENDED MARCH 31, 2019**

To,  
RAJ OIL MILLS LTD.  
224-230 BELLASIS ROAD  
MUMBAI: 400008

IAAe, M/s. Amit R. Dadheech & Associates, have examined:

- a) all the documents and records made available to us and explanation provided by Raj Oil Mills Ltd. ("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 March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

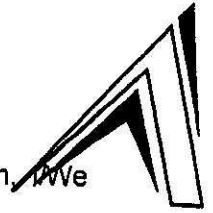
- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, 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;
- 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 to the Company during the financial year under review)*
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not Applicable to the Company during the financial year under review)*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable to the Company during the financial year under review)*
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not Applicable to the Company during the financial year under review)*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

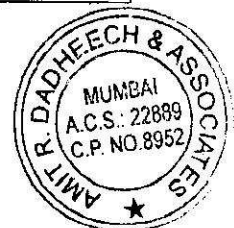


and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period



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 / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 6(1) of SEBI (LODR) Reg. 2015 listed entity shall appoint a qualified company secretary as the compliance officer.	The Company has not appointed Company Secretary & Compliance officer until the quarter ended September 30, 2018	The Company has appointed Company Secretary on November 05, 2018
2.	As per Regulation 17 (1) of SEBI (LODR) Reg. 2015 the composition of the Board of Directors of the Listed Company should be as specified in the regulations.	Non appointment of Women Director	During the year under review, there was no women director appointed on the Board of the Company.
3.	As per Regulation 46 of SEBI (LODR) Reg. 2015 the listed entity shall maintain a functional website containing the basic information about the listed entity.	The Company has not updated its website in terms of Regulation 46 of SEBI(LODR) Regulations 2015	The Website of the Company is not updated as specified in Regulation 46 of SEBI(LODR) Regulations 2015
4.	As per Regulation 18 of SEBI (LODR) Reg. 2015 "Every listed entity shall constitute a qualified and independent Audit Committee" as specified in the Regulations.	The Audit Committee was not constituted by the Company until the quarter ended September 30, 2018.	The Company has constituted Audit Committee on November 05, 2018.
5.	As per Regulation 19 of SEBI (LODR) Reg. 2015 board of directors shall constitute the Nomination and Remuneration Committee.	Defect in composition of Nomination and Remuneration Committee of the Board of Director	Due to non availability of Non Executive Director in the Board the Composition of Nomination and Remuneration Committee is not as per SEBI(LODR) Reg. 2015
6	As per Regulation 20 (1) of SEBI (LODR) Reg. 2015 "The listed entity shall constitute a Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of	The Stakeholders Relationship Committee was not constituted by the Company. until the quarter ended September 30, 2018	The Company has constituted Stakeholders Relationship Committee on November 05, 2018.

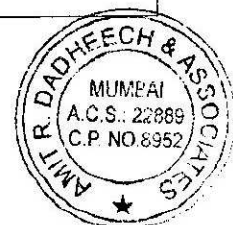


	shareholders, debenture holders and other security holders".		
7	Regulation 27(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011	Late submission of quarterly corporate governance report for the quarter ended September 30, 2018	There has been a delay of around 1 (One) Month in filing of Quarterly Corporate Governance Report for the quarter ended September 30, 2018.  The Company has filed the quarterly corporate governance report for the quarter ended September 30, 2018 was filed on November 16, 2018
8	Regulation 31 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015	Late submission Shareholding Pattern for the quarter ended June 30, 2018	The Company has made a delay in filing of Shareholding Pattern for the quarter ended June 30, 2018.
9	Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996	Late Submission of quarterly reports for the quarter ended June 30, 2018 and September 30, 2018	The Company has made a delay in filing of quarterly reports for the quarter ended June 30, 2018 and September 30, 2018 in terms of Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996

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/our 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:

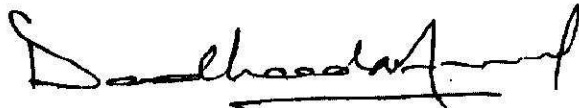
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Penalty Levied	Late Submission of Corporate Governance Report for the quarter ended September	Fine Levied	The Company has not paid the fine levied till the date of this Report.



		30, 2018		
2.	Penalty Levied	Late Submission of Shareholding Pattern for the quarter ended June 30, 2018	Fine Levied	The Company has not paid the fine levied till the date of this Report.
3.	Penalty Levied	Late Submission of quarterly Reports as per Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended June 30, 2018	Fine Levied	The Company has not paid the fine levied till the date of this Report.
4.	Penalty Levied	Late Submission of quarterly Reports as per Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended June 30, 2018	Fine Levied	The Company has not paid the fine levied till the date of this Report.
5.	Penalty Levied	Penalty for non appointment of Company Secretary as the Compliance officer of the Company	Fine Levied	The Company has appointed a Company Secretary on November 05, 2018

d) The listed entity has taken the following actions to comply with the observations made in previous reports: Since this being the first financial year of reporting, the above clause is not applicable

**For Amit R. Dadheech & Associates**



**Amit R. Dadheech**  
**ACS: 22889; CP: 8952**



**Date: May 30, 2019**  
**Place: Mumbai**