



RAMA STEEL TUBES LTD.

Manufacturers & Exporters : ERW Steel Tubes (Black & Galvanised)

CIN : L27201DL1974PLC007114 | AN ISO 9001 : 2015 CO.

📍 Regd. Office : B-5, 3rd Floor, Main Road, Ghazipur, New Delhi (India) - 110096

☎ + (91)-(11)-43446600

✉ info@ramasteel.com

🌐 www.ramasteel.com

Date: May 27, 2024

To

The Manager – Listing
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051
Symbol: RAMASTEEL

The Secretary
Corporate Relationship Dept.
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 539309

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Please find attached herewith the Annual Secretarial Compliance Report of the Company under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Secretarial Auditor of the Company for the year ended March 31, 2024, pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

This is for your information and record.

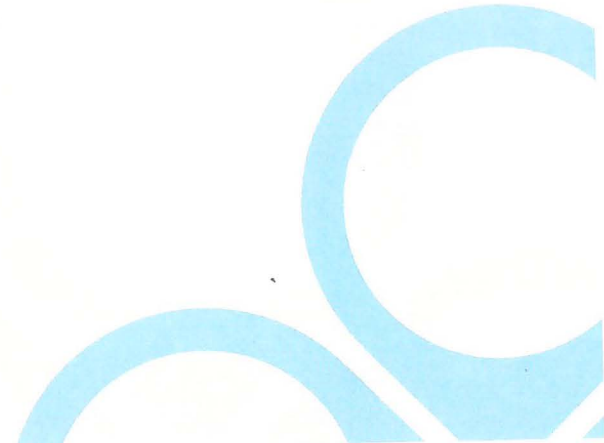
Thanking you,

Yours faithfully,

For Rama Steel Tubes Limited

Arpit Suri
Company Secretary & Compliance Officer
Email: investors@ramasteel.com

Encl.: As above.





Arun Kumar Gupta & Associates

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT

OF RAMA STEEL TUBES LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by “**RAMA STEEL TUBES LIMITED**” (hereinafter referred as ‘the listed entity’), having its Registered Office at B-5 3rd Floor, Main Road, Ghazipur New Delhi 110096. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **M/s. Arun Kumar Gupta & Associates**, Practicing Company Secretary bearing Membership No. 5551 and Certificate of Practice Number 5086 and having office at 1005, Roots Tower, Plot No. 7, District Centre, Laxmi Nagar, Delhi 110092 have examined:

- (a) all the documents and records made available to us and explanation provided by Rama Steel Tubes 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 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 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 during the Review Period**
- (e) 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 Non-Convertible Securities) Regulations, 2021; **Not applicable, as the company has not issued any Non-Convertible Securities during the Review Period.**
- (g) 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) | 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 |
|---------|---|---|---|--|--|--|--------------------------------|--|---|---------|
| | | | | | Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc. | | | | | |
| 1 | An issuer, announcing a bonus issue after approval by its board of directors and not requiring shareholders' approval for capitalisation of | 295(1) of SEBI (ICDR) Regulations, 2018 | not complied with Regulation 295(1) of ICDR Regulations | National Stock Exchange of India Limited (NSE) and BSE | Fine | Delay in completion of Bonus Issue as per Regulation 295 (1) of Securities and Exchange Board of | BSE- 2,12,400 NSE- 2,36,000 | Delay in completion of Bonus Issue as per Regulation 295 (1) of Securities and Exchange Board of | The Company has paid the requisite fine, such delay was | |



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| | profits or reserves for making the bonus issue, shall implement the bonus issue within fifteen days from the date of approval of the issue by its board of directors: Provided that where the issuer is required to seek shareholders' approval for capitalisation of profits or reserves for making the bonus issue, the bonus issue shall be implemented within two months from the date of the meeting of its board of directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval. | | | Limited (BSE) | | India (Issue of Capital and Disclosure Requirements) Regulations, 2018, | | India (Issue of Capital and Disclosure Requirements) Regulations, 2018, | arise due to frequent non-working/trading days in the stock exchange and non-availability of listing approval in due course of time. |
| 2 | The entire preferential allotment of shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 90 trading days from the date of trading approval: Provided that in case of convertible securities or warrants which are not listed on stock exchanges, | 167(6) of SEBI (ICDR) Regulations, 2018 | Non-Compliance with provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018 | National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) | Observation given by the stock exchanges after that the company file an application for condonation with the SEBI and the same is pending with the stock exchanges. | Non-Compliance with provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018 with respect to preferential allotment of convertible warrants allotted on 10.06.2022 | | Non-Compliance with provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018 with respect to preferential allotment of convertible warrants allotted on 10.06.2022 | The matter is under process with the stock exchanges |



| | | | | | | | | | |
|---|--|--|--|--|--|--|--|--|--|
| the entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 90 trading days from the date of allotment of such securities. | | | | | | | | | |
|---|--|--|--|--|--|--|--|--|--|

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS) | Observations made in the secretarial compliance report for the year ended March 31, 2024 | Compliance Requirement (Regulations/ circulars/guide- lines including specific clause) | Details of Violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|--|--|---|--|---|
| Nil | | | | | | |

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. | <p>Secretarial Standards:</p> <p>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).</p> | Yes | None |



| | | | |
|----|---|-----|------|
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ● All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars /guidelines issued by SEBI. | Yes | None |
| 3. | <p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● 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 re- directs to the relevant document(s)/section of the website. | Yes | None |
| 4. | <p>Disqualification of Director:</p> <p>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.</p> | Yes | None |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p> | Yes | None |



| | | | |
|----|---|-----|------|
| 6. | <p>Preservation of Documents:</p> <p>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.</p> | Yes | None |
| 7. | <p>Performance Evaluation:</p> <p>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 | None |
| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p> | Yes | None |
| 9. | <p>Disclosure of events or information:</p> <p>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.</p> | Yes | None |



| | | | |
|-----|--|--|---|
| 10. | <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | Yes | None |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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.</p> | Yes | After Close of Financial Year, the Stock Exchanges have levied fines (as mentioned above) for not complied with Regulation 295(1) of SEBI (ICDR) Regulations. |
| 12. | <p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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.</p> | (Not Applicable for the period under review) | None |
| 13. | <p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. as reported above.</p> | Yes | None |



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 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 ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES**



(ARUN KUMAR GUPTA)

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

UDIN: F005551F000456969



Place: Delhi

Date: 27/05/2024