



RiddhiKrunal Shah
Practicing Company Secretary

A-1, KokilKunjCHSL., M. G. 'X' Road No. 4, Behind Patel Nagar,
Near Vora Hospital, Kandivali (West), Mumbai - 400 067
Mob: 9819988387 Email: krassociates.cs@gmail.com

Secretarial Compliance Report of Raj Rayon Industries Limited
For The Financial Year Ended 31st March, 2020

To
The Members,
Raj Rayon Industries Limited

I Riddhi Shah , Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Raj Rayon Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, - *Not in Operation due to company is under Corporate Resolution Insolvency Process*
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 2020 ("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 Audit Period)



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- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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 Audit 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;

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:-

| Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---|--|---|
| <i>Regulation 7 (3) - Compliance Certificate certifying maintaining physical & electronic transfer facility</i> | <i>Not submitted due to non availability of Benpos and data from the RTA and depositories.</i> | <i>NCLT has passed an order dated 23.01.2020 and appointed Mr. Abhishek Nagori as Insolvency Professional (IP). The IP has written a letter to SEBI, Exchanges, Depositories, RTA regarding waiver of fees and penalties. On confirmation and receipt of benpos and data from the depository and RTA, the Company shall file the compliances.</i> |
| <i>Regulation 40 (9) - Certificate from Practicing Company Secretary.</i> | | |
| <i>Regulation 30(1), 30(2) & 31(4) - SEBI Takeover Regulations 2011.</i> | | |
| <i>Regulation 76 (Erstwhile 55A) - Reconciliation of Share Capital Audit</i> | | |
| <i>Regulation 23(9) - Disclosure of RTP</i> | | |

(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 our examination of those records.



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(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. |
|-------|-----------------|----------------------|--|---|
| | | | | <i>NCLT has passed an order dated 23.01.2020 and appointed Mr. Abhishek Nagori as Insolvency Professional (IP). The IP has written a letter to SEBI, Exchanges, Depositories, RTA regarding waiver of fees and penalties. The company is not in the position to pay fees now or in the near future.</i> |

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

| Sr.No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------------------|--|--|--|--|
| No reportable observations | | | | |

Abhishek Nagori



Riddhi Shah
Practising Company Secretaries
COP: 17035
Place: Mumbai
Date: 21/08/2020
UDIN No - A020168B000614146