



SECRETARIAL COMPLIANCE REPORT

OF

RAJNANDINI METAL LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

I, CS Abhishek Jain, Practicing Company Secretary have examined:

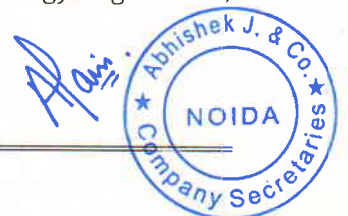
- (a) all the documents and records made available to us and explanation provided by **Rajnandini Metal Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the Financial Year ended March 31, 2022 ("**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 (Prohibition of Insider Trading) Regulations, 2015;





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UCN: S2016UP815600

- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) And circulars / guidelines / amendments issued thereunder.

Based on the above examination, I hereby report the following observations during the Review Period:

- A. The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder during the review period except as mentioned below;

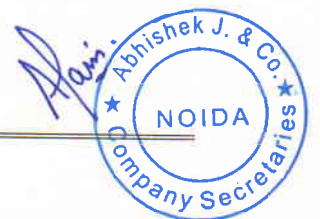
The Listed Entity has allotted 61,44,000 equity shares pursuant to Bonus Issue to its eligible equity shareholders. Further, the Listed Entity has allotted 282 bonus equity shares representing fractional entitlement of eligible shareholders to Mr. Manoj Kumar Jangir, Chief Financial Officer as a trustee duly appointed by the Board of Directors. These bonus shares are yet to be sell at prevailing market rates and the proceeds is required to be distributed among eligible shareholders in proportion to their respective fractional entitlement.

- B. The listed entity has maintained proper records under the provisions of the above regulations and circulars / guidelines issued thereunder in so far as it appears from my examination of those records;
- C. There is no action 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 during the review period;
- D. The listed entity has taken the following actions to comply with the observations made in previous report:

There is no observation issued in the previous report for Financial Year ending March 31, 2021.

I further report that, during the review period, following regulations issued by SEBI were not applicable to the Company, since there were no such instances occurred during the review period that require the Compliance under the said regulations:

- A. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- B. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;





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- C. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- D. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- E. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- F. And circulars / guidelines / amendments issued thereunder.

Date: May 30, 2022

Place: Noida

For ABHISHEK J & CO.
Company Secretaries



CS Abhishek Jain
M. No. F11233
COP No. 16592

UDIN: F011233D000426043