

Secretarial Compliance Report of Rishi Techtex Limited

(for the financial year ended March 31, 2024)

I, Sudhanwa Suresh Kalamkar, Company Secretary in whole time practice, has conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Rishi Techtex Limited** (hereinafter referred as 'the Listed Entity'), having its' Registered Office at 612, Veena Killedar Estate, off Pais Street, Byculla West, Mumbai, Maharashtra- 400 011.

Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon. Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and the information provided by the listed entity's Officers, Agents, and Authorized Representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

- (a) all the documents and records made available to me, and explanation provided by Rishi Techtex Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchange(s),
- (c) website of the listed entity,
- (d) All other documents/ filing, as may be relevant, which has been relied upon to make this certification,

for the 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) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (though none of the provisions of these Regulations were applicable during the Review Period)
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (though none of the provisions of these Regulations were applicable during the Review Period)

¹ pursuant to Reg. 24A of SEBI (LODR) Regulations, 2015

- (d) the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (though none of the provisions of these Regulations were applicable during the Review Period)
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (though none of the provisions of these Regulations were applicable during the Review Period)
- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (though none of the provisions of these Regulations are applicable to the Company during review period)
- (g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018, to the extent applicable.

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

I.

- (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.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	² Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	There are ZERO instances of non-compliance with Regulations/Circulars applicable to the Company									

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	Since there were no instances of non-compliance which were required to be listed in Para I (a) above, there are no "action taken" which the listed entity was required to comply.									

² Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

II. Compliances related to resignation of Statutory Auditors from Listed Entity and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an Auditor		
	<p>i. If the Auditor has resigned within 45 days from the end of a quarter of a financial year, the Auditor before such resignation, has issued the limited review/ audit report for such quarter: or</p> <p>ii. If the Auditor has resigned after 45 days from the end of a quarter of a financial year, the Auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter: or</p> <p>iii. If the Auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>There was no occasion of Auditor's resignation</p>
2.	Other conditions relating to resignation of Statutory Auditor		
	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee	NA	The Company does not have a subsidiary.
	<p>a. in case of any concern with the Management of the Listed Entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. in case the Auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>		<p>There was no occasion of Auditor's resignation</p>

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the Auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		There was no occasion of Auditor's resignation
	i. Disclaimer in case of non-receipt of information: The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	
3	The Listed Entity / its' material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October 2019.	NA	There was no occasion of Auditor's resignation

III. I hereby report that, during the review period the compliance status of the Listed Entity is appended as below:

Sr	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: 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).	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of the 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 Yes	
3.	Maintenance and disclosures on Website: <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. 	Yes. Yes	Time taken for re-directing and accessing through web-link may vary according to user location, device, and browser type amount

	<ul style="list-style-type: none"> • 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, subject to comments	of bandwidth in transit, and therefore results may vary from time to time.
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of Listed Entity have been examined with reference to: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have a subsidiary Company.
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/during the 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; or (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 NA	The Company has been granted approval by its' Members in the Annual General Meeting held on 26-09-2022 for related party transactions to be entered for a term of 2 financial years up financial year 2023-24.
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 thereunder.	Yes	



Sr	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
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 action(s) has been taken against the Listed Entity / its' Promoters/ Directors/ Subsidiaries either by SEBI or by Stock Exchange(s) (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

Note:

1. Provide the list of all the observations in the report for the previous financial year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous financial year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

e.g., In the report for the financial year ended 31st March 2024, the PCS shall provide a list of:

- all the observations in the report for the year ended 31st March 2023 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31st March,2023 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.

Assumptions & Limitation of scope and Review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our 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 the 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.

Place: Mumbai
Date: 20-05-2024

**Sudhanwa S. Kalamkar & Associates
Company Secretaries**



**Proprietor
ACS: 18795 CoP: 7692**

UDIN issued by the ICSI: A018795F000405005
ICSI Peer Review No: 2478/2022