

## COMPANY SECRETARIES

### PUNE OFFICE :

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### SECRETARIAL COMPLIANCE REPORT

#### RKEC PROJECTS LIMITED

#### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **RKEC Projects 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 year ended March 31, 2023 ("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 (**during the period under review, not applicable to the listed entity**);
- (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 (**during the period under review, not applicable to the listed entity**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**during the period under review, not applicable to the listed entity**);

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review, not applicable to the listed entity);**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) OTHER REGULATIONS: NA

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 matter specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action
1	SEBI Regulation 29(1) & (2): Prior intimation of Board Meeting in which Financial Results are to be considered	SEBI Regulation 29(1) & (2)	Delayed submission of intimation of Board Meeting dated 7 January 2023 wherein financial results for the quarter ended on 31 Dec 2022 were discussed	NSE	Penalty levied

Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Violation of Regulation 29	Rs. 11,800	Delayed submission of intimation of Board Meeting dated 7 January 2023 wherein financial results for the quarter ended on 31 December 2022 were discussed.	The Company was to go for fresh credit ratings due to the unforeseen blacklisting of M/s Brickworks.  A Board Meeting was scheduled for	The Company has paid requisite penalty to NSE

			7th Jan 2023 by physical mode.	
			The consolidation of accounts upto 31 Dec 2022 could be completed only by 4th January 2023.	

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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by the Listed Entity	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
NA										

**Pursuant to BSE Notice No. 20230316-14 dated March 16, 2023 and NSE Circular Ref No: NSE/CML/ 2023/21 dated March 16, 2023**

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the</p>	Yes	

	Companies Act, 2013 and mandatorily applicable.		
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	Yes	
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p>	NA	During the period under review the Company had no subsidiaries.

	(b) Disclosure requirement of material as well as other subsidiaries		
6.	<p><b><u>Preservation of Documents:</u></b></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	
7.	<p><b><u>Performance Evaluation:</u></b></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	
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(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</p>	Yes	
9.	<p><b><u>Disclosure of events or information:</u></b></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	

10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:*</u></b></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 except as provided under separate paragraph herein</p>	Yes	<p>The Intimation of Board Meeting dated 14 Feb 2022 was submitted to NSE on 28 Jan 2022. On 9 Feb 2022, it was observed that the intimation submitted has not been appeared on the portal of NSE. Later on, upon suggestion of NSE representative, the notice was again uploaded on NSE Portal on 9th Feb 2022 which resulted in one day delay as per Regulation 29. However NSE vide Letter dated 14 March 2022 raised a penalty of Rs. 10,000 considering the same as non-compliance.</p> <p>In response to query of NSE, the Company submitted the correspondences to NSE.</p> <p>Considering the said correspondences and after getting satisfied with the compliance of Regulation 29, NSE waived the said penalty.</p>



To,

**RKEC Projects Limited**

Door No.10-12-1, Rednam Alcazar,  
3rd Floor, Opp: Sbi Main Branch, Old Jail Road,  
Rednam Gardens Visakhapatnam  
AP 530020

Our report of even date is to be read along with this letter.

- 1) Maintenance of record is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our verification of the same.
- 2) We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
- 4) Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
- 5) The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the listed entity.
- 6) As regards the books, papers, forms, reports and returns filed by the listed entity under the above-mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

- 7) This report 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 **Mehta & Mehta,**  
**Company Secretaries**  
**(ICSI Unique Code P1996MH007500)**

**ASHWINI**  
**MOHIT**  
**INAMDAR**

Digitally signed by Ashwini Mohit Inamdar  
DN: cn=Ashwini Mohit Inamdar, email=Ashwini.Mohit@mehtaandmehta.com,  
serial=1, c=IN, ou=Company Secretaries,  
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Date: 2023.05.30 19:20:52 +05'30'

**Ashwini Inamdar**  
**Partner**

FCS No: **F 9409**  
CP No.: **11226**

Place: **Pune**  
Date: **30<sup>th</sup> May, 2023**

UDIN: **F009409E000430841**