

Date: 03-06-2025

BSE Limited
Corporate Compliance & Listing Centre
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Security Code: 537254

Sub.: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024.

Dear Sirs,

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by the SEBI/Exchanges from time to time, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st march 2024, issued by Gopal S & Co., Company Secretaries.

This information is for your records.

Thanking you.

Yours Truly
For RCI Industries and Technologies Limited

BRIJESH SINGH
BHADAURIYA

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Brijesh Singh Bhadauriya
Resolution Professional
IBBI Reg. No.- IBBI/IPA-002/IP-N01045/2020-2021/13385
For RCI Industries & Technologies Limited
Registered Address: C-II/08, Mangal Apartments, Vasundhara Enclave, New Delhi-110096
Phone: - 011-35355703
Email: cirp.rci.industries.technologies@gmail.com, bsb@bsbandassociates.in

GOPAL S & CO.

Company Secretaries

RZ-21, F-Block, New Roshanpura,

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SECRETARIAL COMPLIANCE REPORT OF RCI INDUSTRIES & TECHNOLOGIES LIMITED FOR THE FINANCIAL YEAR ENDED
31ST MARCH, 2024

Vide an order dated November 25, 2022, passed by Hon'ble National Company Law Tribunal, RCI Industries & Technologies Ltd. had been admitted to Corporate Insolvency Resolution Process ("CIRP"). Mr. Brijesh Singh Bhadauriya was appointed as the Interim Resolution Professional by the Hon'ble National Company Law Tribunal New Delhi Bench, in this case. Accordingly the Company was undergoing CIRP as on March 31, 2024.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **RCI Industries & Technologies Limited** (CIN- L74900DL1992PLC047055) (hereinafter referred as 'the listed entity'), having its Registered Office at Unit No. 421, 4th Pearl Omaxe, Netaji Subhash Place, Pitampura, Delhi-110034, India. Secretarial Review was conducted in a manner that provided me 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 also the information provided by the listed entity, its 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 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Gopal Singh, have examined;

- (a) all the documents and records made available to us and explanation provided by Resolution Professional Mr. Brijesh Singh Bhadauriya RCI Industries & Technologies Limited ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,

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(d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the financial year ended 31st March, 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; **[not applicable to the company during review period]**
- 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 review period]**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[not applicable to the company during review period]**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[not applicable to the company during review period]**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I 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.	Compliance Requirement (Regulations/ circulars/ guide- lines 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
1	Regulation 6(1) of SEBI LODR Regulation, 2015-A listed entity shall appoint a qualified company secretary as the compliance officer.	Regulation 6(1) of SEBI LODR Regulation, 2015	No CS in the Company	Fine imposed by exchange	Fine	Non-compliance with requirement to appoint a qualified Company Secretary as the Compliance Officer	Rs. 108560/-(inclusion of GST) for 30 th September, 2023 quarter	The Company has not appointed any qualified Company Secretary as the Compliance Officer. The said fees were required to be paid within 15 days from the date of this letter, and the same has not been paid.	The Company is undergoing CIRP in terms of the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code") w.e.f. 25.11.2022 leading to various legal implications and uncertainties in the minds of the Officers and Workers of the Company. Due to these factors, most of the Officers including CFO left the Company before commencement of CIRP ie 25.11.2022. Thereafter, the Company Secretary (CS) Ms. Priya Rastogi, expressed unwillingness to continue her services and therefore, submitted her resignation on 11.12.2022. The Said CS was asked to submit status of the compliances made by the company and serve the notice period. However, she informed that as per understanding she was only required to work from home and do the filings only. We persuaded her to continue but without success. Thereafter, we made lot of efforts through our contacts to get new appointee but could not find. At the same time, the RP was/is required to follow the CIRP process in a time bound manner as per the IBC 2016. The RP also sought help from the ICSI to attract CS candidates, however, all such attempts also could not get any candidate to join. Therefore, this non compliances resulted due to reasons beyond control of the RP.

2	Regulation 13(3) Regulation 13(3) Non-submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances	Regulation 13(3)	Delayed submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievance for the quarter ended June, 2023, September, 2023, and December, 2023.	Fine imposed by BSE	Fine	Delayed submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor for the quarter ended June 2023, September, 2023, and December, 2023.	Rs. 22420/-(inclusion of GST) for the quarter ended June 2023. and Rs.10620 /-(inclusion of GST) for the quarter ended September 2023.	The company has submitted of the statement on shareholder complaints on dated 19.02.2024,02.11.2023 and 19.02.2024 respectively.	When the company entered CIRP, the Company Secretary (CS) has resigned. Additionally, the Compliance officer took time to handing over the data including BSE credentials. Therefore, , it took considerable time to get hold of various issues and at the same time run the CIRP in a time bound manner to achieve objectives of the IBC 2016. In view of this, there was delay in attending to certain filings as per the requirements which were beyond control.
3	Regulation 14 of SEBI LODR for payment of listing fees to the stock exchanges	Regulation 14 of SEBI LODR	Listing fees for the FY not paid to BSE	NA	No action has been taken	Annual Listing fees for the FY 2023-24 not paid to BSE	-	The Company could not make the payment of listing fees to BSE amounting to Rs. 3,83,500 in view of CIRP.	Due to ongoing Corporate Insolvency Resolution Process ("CIRP") in respect of the Company & the extreme financial crunch being faced, the Annual Listing Fees could not be paid. The CIRP commencement on 25.11.2022,lead to uncertainty about the continuation of listing as the same would result on the terms/proposal in the proposed Resolution Plans to be submitted "Resolution Applicants" (RAs), if any, to be submitted in due course as the CIRP timelines this resulted in non payment in ALF.
4	Regulation 23(9) of SEBI LODR 2015 The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website.	Regulation 23(9)	<u>Status:The Company was unable to submit/ file the disclosures on Related Party Transactions under Regulation 23(9) of the SEBI (LODR) Regulations with both BSE and NSE for the year ended 31st March 2023 and half year ended 30th September 2023</u>	No action has been taken by the Stock exchange	-	<u>Status:</u> The company did not comply for the half year ended 31st March, 2023 and 30th September 2023	Not ascertained	The Company has violated provisions of Regulation 23(9) of the SEBI (LODR) Regulations w.r.t. the disclosures on Related Party Transactions for the year ended 31st March 2023 and half year ended 30th September 2023	The preparation and presentation of financial results has been delayed due to non handing over of the financial accounting records and other information and documents by the Managing Director (Power Suspended) . The then statutory auditors also did not cooperate in providing related information and documents to facilitate taking over control over financial accounting matters. In view of the above the RP has filed an application under Section 19(2) of the Insolvency and Bankruptcy Code, 2016, before the Hon'ble NCLT, citing non-cooperation from the suspended management and the previous auditor and seeking directions. In addition the RP has also take up with ICAI for initiating disciplinary proceedings against the then Statutory Auditor vide Complaint No. PR/102/2023/DD/177/2023 dated 06.03.2023, both these matters are pending for adjudication.

5	Regulation 27 Other corporate governance requirements.		Delayed compliances for the quarter ended on March, 2023, June 2023, September, 2023 and December ,2023	No action has taken by the BSE	-	Delayed compliances for the quarter ended on March, 2023, June 2023, September, 2023 and December ,2023	-	The company has submitted delayed compliances on dated 06.05.2023, 20.11.2023, 19.02.2024 NS 19.02.2024 respectively.	When the company entered CIRP, the Company Secretary (CS) has resigned. Additionally, the Compliance officer took time to handing over the data including BSE credentials. Therefore, it took considerable time to get hold of various issues and at the same time run the CIRP in a time bound manner to achieve objectives of the IBC 2016. In view of this, there was delay in attending to certain filings as per the requirements which were beyond control. However, the company had already submitted these reports and completed compliance.
6	29(1) Prior Intimation to stock exchange	29(1)	Company has not complied with the provisions within the time line.	No action has taken by the BSE	-	Company has not complied with the provisions within the time line.	-	Company has not complied with the provisions within the time line.	Since the commencement of the Corporate Insolvency Resolution Process (CIRP), no events as specified under Regulation 29(1) have occurred. However, Prior Intimation to regarding the CoC meetings had been disclosed with the Stock Exchange from time to time.
7	30 SEBI LODR Outcome of Board Meeting within 30 minutes of the closure of Board Meeting	30 SEBI LODR	Not Applicable as Powers of Board is vested in the Resolution Professional during the CIRP period However, RP has conducted CoC Meetings. Pre-facto and Post-Facto of the CoC Meetings is delay sometimes.	-	-	RP has conducted CoC Meetings. Pre-facto and Post-Facto of the CoC Meetings delay sometimes.	-	Company has not complied as sometimes the intimation has been send late for the COC Meetings.	As the company is undergoing CIRP therefore, the requirements of disclosure by Listed entity is limited to disclosure of events specified in point no 16, PARA A, PART A, Schedule III under regulation 30 SEBI (LODR) and the same are being complied .

8	Regulation 31 Non Submission of shareholding pattern within the period prescribed	Regulation 31 LODR	Delayed Submission of shareholding pattern within the period for the quarter ended, March 23 June 2023, September 2023, December, 2023	Fine imposed by BSE for June 2023 quarter only.	Fine	Delayed Submission of shareholding pattern within the period for the quarter ended March 23 June 2023, September 2023, December, 2023	Rs. 44840/-(inclusion of GST) for June 2023 quarter and Rs. 51920/-(inclusion of GST) for September 2023 quarter	Delayed Submission of shareholding pattern submitted on dated on dated 17.02.2024,16.02.2024 and 17.02.2024, 17.02.2024 respectively	This delay resulted due to delay on the part of CDSL to provide shareholder data to the RTA due to some payment related dispute as the CDSL was demanding payment of their dues pertaining Pre-CIRP period which is contrary to the provisions of the IBC ,2016. The RP took up the matter with the CDSL which was ultimately shorted out by CDSK amending their invoice for the dues during CIRP period. In view of this, there was delay in attending to the filings as per the requirements which were beyond control of RP.
9	Regulation 33 of SEBI LODR	Regulation 33 of SEBI LODR	The listed entity need to submit quarterly year to date standalones & consolidate financial result to the stock exchange within 45 days of end of each quarter other than the last quarter (60days from the end of last quarter) Status:Not complied for quarter & year ended on quarter ended on 31st March, 2023, 30th June, 2023, 30th September, 2023, 31st December, 2023 and 31st March, 2024.	Fine imposed by BSE for the quarter ended on 30 th June, 2023 and 30 th Septmber,2023.	Fine	Financial Results not filed for the quarter & year ended on 31 st March, 2023, 30 th June, 2023, 30 th September, 2023, 31 st December, 2023 and 31 st March, 2024.	Rs. 177600/-(inclusion of GST) for 30 th June, 2023 quarter and Rs. 171100/-(inclusion of GST) 30 th September, 2023 quarter	The company was under process of CIRP and the company has not complied this regulation till the signing of this report.	The Preparation and finalisation of Financial Results are delayed due to handing over process took time and the CS and CFO tendered their resignations. Additionally, the directors of the Company failed to provide adequate information, thereby hindering the Resolution Professional (RP) from fulfilling the necessary compliance requirements within stipulated timelines. The RP appointed a new statutory auditor on January 6, 2024, who commenced the process of finalizing the pending audits. However, the appointed auditor resigned on May 12, 2025, citing pre-occupation. The RP is currently in the process of appointing a new auditor. Furthermore, the Company, through multiple disclosures to the Stock Exchanges (BSE), has informed that it was unable to complete and finalize the quarterly, half-yearly, and annual financial statements for the periods March 2023, June 2023, September 2023, December 2023. The delays were attributed to various challenges, as detailed in the respective disclosures made from time to time. In view of the above the RP has filed an application under Section 19(2) of the Insolvency and Bankruptcy Code, 2016, before the Hon'ble NCLT, citing non-cooperation from the suspended management and the previous auditor and seeking directions. In addition the RP has also taken up with ICAI for initiating disciplinary proceedings against the then Statutory Auditor vide Complaint No. PR/102/2023/DD/177/2023 dated 06.03.2023, both these matters are pending for adjudication.

10	Regulation 34 of SEBI LODR Regulation 2015- Non-Submission of Annual Report for the year ended 31 st March, 2023	Regulation 34 of SEBI LODR Regulation 2015	Non-submission of Annual Report for the year ended 31 st March, 2023	BSE Stock exchange	Fine	Non-submission of Annual Report for the year ended 31 st March, 2023	Rs. 115640/-(inclusion of GST) for the year ended on 31 st March, 2023	The listed entity has not submitted the Annual Report to the stock exchange and hence not complied with the provisions of Regulation 34	As informed above about the pending finalization of financial statements and closure of audit of F.Y. 2022-23 due to delay in handing over process took time and the CS and CFO tendered their resignations. Additionally, the Managing directors (Power Suspended) of the Company failed to provide financial accounts of the company upto the CIRP commencement date i.e., 25.11.2025, thereby resulting into non- preparation of financial statement for the FY 2022-2023 and consequent non preparation and issuance of Annual Report for FY 2022-2023. Necessary action for non-cooperation on the part of managing Director (Power Suspended) and the then Auditor has been initiated by RP with appropriate authority which is still pending.
11	Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Website	Regulation 46	Website of the Company during the CIRP process was delayed updated	No Action has been taken by any Regulator, Stock Exchanges	No Action	Website of the Company was not updated	NIL	Disclosure on the website was not properly given during the financial year 2023-24 and 1 st , 2 nd 3 rd and 4 th quarters of the financial year 2023-24.	When the company entered CIRP, the Company Secretary (CS) and Chief Financial Officer (CFO) has resigned and delayed in handover all the documents and login credentials to the RP and this is the reason for Non-compliance. However, now RP has complied this regulation.
12	Regulation 47- of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Advertisements in Newspapers	Regulation 47	News Paper publication has not been given during the 1 st , 2 nd 3 rd and 4 th quarters of the financial year 2023-24	No Action has been taken by any Regulator, BSE Stock Exchanges	No Action	New Paper publication has not been given during the 1 st , 2 nd 3 rd and 4 th quarters of the financial year 2023-24	NIL	News Paper publication has not been given during the 1 st , 2 nd 3 rd and 4 th quarter of the financial year 2023-24	The finalization of financial statements and closure of audit of f.Y. 2022-23 due to delay in handing over proces took time and the CS and CFO tendered their resignations. Additionally, the Managing directors (Power Suspended) of the Company failed to provide financial accounts of the company upto the CIRP commencement date i.e., 25.11.2025, thereby resulting into non- preparation of financial statement for the FY 2022-2023 and concequent non prepartion and issuance of Annual Report for FY 2022-2023. Necessary action for non-cooperation on the part of managing Director (Power Suspended) and the then Auditor has been initiated by RP with appropriate authority which is still pending. In light of the above the company is unable to do this compliance.

13	48 Compliance of all applicable Accounting Standards from time to time	48 SEBI LODR	-	-	-	No financial statement filed.	-	No financial statement filed so we cannot do comment on the regulation.	The finalization of financial statements and closure of audit of F.Y. 2022-23 due to delay in handing over process took time and the CS and CFO tendered their resignations. Additionally, the Managing directors (Power Suspended) of the Company failed to provide financial accounts of the company upto the CIRP commencement date i.e., 25.11.2025, thereby resulting into non-preparation of financial statement for the FY 2022-2023 and consequent non-preparation and issuance of Annual Report for FY 2022-2023. Necessary action for non-cooperation on the part of managing Director (Power Suspended) and the then Auditor has been initiated by RP with appropriate authority which is still pending. In light of the above the company is unable to do this compliance.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Re- marks of the Practicing Company Secretary	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	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
1	For the financial year ended March 31, 2022, the last date of submitting annual audited financial results was 30.05.2022 and listed entity submitted the financial results on 05.07.2022. Hence, there has been delay in submitting annual audited standalone financial results.	2022-2023	Regulation : 33(3)(d) of SEBI (LODR) Regulations- The listed entity shall submit annual audited financial results for the financial year, within 60 days from the end of the financial year. For the financial year ended March 31, 2022, the last date of submitting annual audited standalone financial results was 30.05.2022 and listed entity submitted the financial results on 05.07.2022	For the financial year ended March 31, 2022, the last date of submitting annual audited financial results was 30.05.2022 and listed entity submitted the financial results on 05.07.2022. Hence, there has been delay in submitting annual audited standalone financial results. Action was taken by BSE Limited by imposing of fees for non-compliance amounting to Rs. 1,80,000/-	No action required as the compliance was already done. However for the payment of penalty of Rs. 1,80,000, the amount of Rs. 1,70,000 was already paid by the Suspended Management and the remaining amount was claimed by the BSE in their claim form dated 12.12.2022	No action required as the compliance was already done. However for the payment of penalty of Rs. 1,80,000, the amount of Rs. 1,70,000 was already paid by the Suspended Management and the remaining amount was claimed by the BSE in their claim form dated 12.12.2022

2	For the financials results related to half year ended March 31, 2022, newspaper publication was made on 07.07.2022 and listed entity submitted the disclosures of related party transactions on 08.08.2022. Hence, there has been delay in submitting half year related party transactions for the half year ended on March 31, 2022.	2022-2023	Regulation 23(9) of SEBI (LODR) Regulations - The listed entity shall submit to the stock exchanges disclosures of related party transactions every six months within 15 days from the date of publication of its standalone and consolidated financial results	For the financial results related to half year ended March 31, 2022, newspaper publication was made on 07.07.2022 and listed entity submitted the disclosures of related party transactions on 08.08.2022. Hence, there has been delay in submitting half year related party transactions for the half year ended on March 31, 2022.	No action required on the part of Resolution Professional (RP) as the management of the Company/Corporate Debtor was taken over by the RP post commencement of the CIRP vide order dated 25.11.2022 of the Hon'ble NCLT. Therefore, RP is not required to remedy the Pre-CIRP Violation.	No action required on the part of Resolution Professional (RP) as the management of the Company/Corporate Debtor was taken over by the RP post commencement of the CIRP vide order dated 25.11.2022 of the Hon'ble NCLT. Therefore, RP is not required to remedy the Pre-CIRP Violation.
3	Post September 01, 2022 and till the commencement of CIRP, the corporate announcement filed with BSE are physically signed and not digitally signed	2022-2023	BSE Circular dated August 02, 2022 – With effect from September 01, 2022, it is mandatory to file announcements under various SEBI Regulations using digital signature certification to the Stock Exchange except for following disclosures/events except for 4 items mentioned in circular itself	Post September 01, 2022 and till the commencement of CIRP, the corporate announcement filed with BSE are physically signed and not digitally signed	No action required on the part of Resolution Professional (RP) as the management of the Company/Corporate Debtor was taken over by the RP post commencement of the CIRP vide order dated 25.11.2022 of the Hon'ble NCLT. Therefore, RP is not required to remedy the Pre-	No action required on the part of Resolution Professional (RP) as the management of the Company/Corporate Debtor was taken over by the RP post commencement of the CIRP vide order dated 25.11.2022 of the Hon'ble NCLT. Therefore, RP is not required to remedy the Pre-CIRP Violation.
4	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, composition of board of directors was in short of 1 (one) Independent Director.	2022-2023	Regulation 17(1)(b) of SEBI (LODR) Regulations - Where the listed entity does not have a regular non- executive chairperson, at least half of the board of directors shall comprise of independent directors	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, composition of board of directors was in short of 1 (one) Independent Director.	Pursuant to regulation 15 (2A) of SEBI (LODR), the company undergoing CIRP is not required to comply with Regulation 17.	Pursuant to regulation 15 (2A) of SEBI (LODR), the company undergoing CIRP is not required to comply with Regulation 17.

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5	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Audit Committee was in short of 1 (one)	2022-2023	Regulation 18 of SEBI (LODR) Regulations - Two-thirds of the members of audit committee shall be independent directors	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Audit Committee was in short of 1 (one) Independent Director.	Pursuant to regulation 15 (2B) of SEBI (LODR), the company undergoing CIRP is not required to complied with Regulation 18.	Pursuant to regulation 15 (2B) of SEBI (LODR), the company undergoing CIRP is not required to complied with Regulation 18.
6	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Nomination and Remuneration Committee was in short of 1 (one) Independent	2022-2023	Regulation 19 of SEBI (LODR) Regulations - Two-thirds of the members of Nomination and Remuneration Committee shall be independent directors	Mr. Mukesh Kumar Tyagi,has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Nomination and Remuneration Committee was in short of 1 (one) Independent Director.	Pursuant to regulation 15 (2B) of SEBI (LODR), the company undergoing CIRP is not required to complied with Regulation 19.	Pursuant to regulation 15 (2B) of SEBI (LODR), the company undergoing CIRP is not required to complied with Regulation 19.
7	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Stakeholders Relationship Committee was in short of 1 (one) Independent Director.	2022-2023	Regulation 20 of SEBI (LODR) Regulations - At least three directors in Stakeholders Relationship Committee	Mr. Mukesh Kumar Tyagi, has resigned from the post of Independent Director of the listed entity w.e.f. 01.12.2022. Since then, Stakeholders Relationship Committee was in short of 1 (one) Independent Director.	Pursuant to regulation 15 (2B) of SEBI (LODR), the company undergoing CIRP is not required to complied with Regulation 20.	Pursuant to regulation 15 (2B) of SEBI (LODR), the company undergoing CIRP is not required to complied with Regulation 20.

- I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	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).	NA	The Company is presently undergoing Corporate Insolvency Resolution Process ("CIRP") during review period. Pursuant to sub-regulation (2A)and2(B) in Regulation15 in LODR, the entire provisions of Regulation 17,18,19,20 and 21,including with regard to holding requisite number of meetings in a year and composition of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, stakeholders Relationship Committee and Risk Management Committee, are not applicable. Accordingly, the requirement of adhering to the guidelines in respect of the Board and Committee meetings set out under SS 1 are not applicable.
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 Board of Directors of the listed entities 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 	Information not available	Since, the Company is under a Corporate Insolvency Resolution Process ("CIRP") during the review period and no such policies are available with the Resolution Professional except which are available on the company. By virtue of this, We are not able comment on it. We also understand that the RP has not been handed over various records including the Secretarial Records by the Managing Director (Power Suspended) .Therefore, it is not possible to verify complete status of the compliance of this requirement.

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 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 	NO	<p>The Company is undergoing Corporate Insolvency Resolution Process (“CIRP”) during Review period.</p> <p>The company is maintaining functional website for disclosures: https://www.reiind.com/</p> <p>Since the annual report for year 2022-23 has not been prepared due to non finalization of Financial Results.</p>
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.	NO	<p>The Company is under CIRP and the powers of Board of Directors are suspended and vested with The RP.</p>
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries 	N.A.	<p>The listed entity does not have any Material subsidiary and in respect of other subsidiary, their financial statements are not available on the website of the listed entity.</p>
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.	N.A.	<p>As explained by the management, the Company is not having various financial, secretarial, and cost records for periods upto the CIRP commencement as the same were not handed over by the promoters/ erstwhile management to the Resolution Professional.</p> <p>The Resolution Professional has already filed applications with Hon'ble NCLT under section 19 of the Code seeking co-operation from promoters and erstwhile management of the Company, for providing various data, including secretarial records of the Company. Post assumption of office of the Resolution Professional, the Company is maintaining and preserving all the records, pertaining to CIRP periods, to the extent feasible and possible, and also those pertaining to period prior to his assumption of office which were available in the company as on the CIRP Commencement date i.e., 25.11.2022. to the Resolution Professional, if any.</p>
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.	N.A.	<p>The Company was undergoing a Corporate Insolvency Resolution Process (“CIRP”) during review period. The Board is suspended and powers shifted to RP. Therefore, Pursuant to Regulation 15 (2A) of SEBI (LODR) the requirements of regulation 17 which include requirements with respect to Performance Evaluation of the Board of Directors, is not required to be complied.</p>

8	Related Party Transactions: <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all related party transactions; or 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. 	N.A.	The Company was undergoing a Corporate Insolvency Resolution Process ("CIRP") during review period. The Board is suspended and powers shifted to RP. Therefore, Pursuant to Regulation 15 (2B) of SEBI (LODR) the requirements of regulation 18 which include requirements with respect to Prior approval Audit Committee for all related party transactions is not required to be complied.
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	As the company is undergoing CIRP therefore, the requirements of disclosure by Listed entity is limited to disclosure of events specified in point no 16, PARA A, PART A, Schedule III under regulation 30 SEBI (LODR) and the same are being complied.
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	The Company is under CIRP and the powers of Board of Directors are suspended and vested with the RP. The Company had maintained a SDD Company Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations)
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 Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		As per the information provided by the Resolution Professional, fine of Rs 7,02,100 was imposed by SEBI or stock Exchange
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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.	Yes	The auditor resigned on 08.08.2023 and intimated to BSE on 25.09.2023. The RP appointed a new statutory auditor on January 6, 2024, who commenced the process of finalizing the pending audits. However, the appointed auditor resigned on May 12, 2025, citing pre-occupation. The RP is currently in the process of appointing a new auditor.
13	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	As informed, other Regulations are not applicable as the Entity is under CIRP.

Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 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 had conducted the affairs of the listed entity.
- Listed Entity is under corporate insolvency resolution process pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. With effect from November 25, 2022, its affairs, business and assets are being managed by, and the powers of the board of directors are vested in, the Resolution Professional, **Mr. Brijesh Singh Bhadauriya** {having registration no. **IBBI/IPA-002/IP-N01045/2020-2021/13385** appointed by Hon'ble National Company Law Tribunal, New Delhi Bench, vide its order delivered on November 25, 2022. Further, the Hon'ble Tribunal has granted Moratorium under Section 14 of IBC, 2016 w.e.f. November 25, 2022.

Place: Delhi
Date: June 03, 2025

For Gopal S & Co.
Company Secretaries

**Gopal
Singh** Digitally signed
by Gopal Singh
Date: 2025.06.03
13:33:12 +05'30'

(GOPAL SINGH)
FCS: 9866
C.P. No. 22045
PR No. 2687/2022
UDIN: F009866G000532641