



RAJRATAN

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RGWL/19-20/

30th May, 2019

**To,
Bombay Stock Exchange
Phiroze J.J. Tower
Dalal Street, Fort
MUMBAI – 400 001**

Subject: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Scrip Code: BSE 517522

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/2712019 dated 8th February, 2019, we hereby enclose the Annual Secretarial Compliance Report of the Company issued by Practicing Company Secretary for the year ended 31st March, 2019.

This is for your information and record

For Rajratan Global Wire Limited


Shubham Jain
Company Secretary & Compliance Officer



RAJRATAN GLOBAL WIRE LIMITED

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CIN No. L27106MPI988PLC004778



MANJU MUNDRA & CO.
COMPANY SECRETARIES
302, Soni Mansion Building,
Ratlam Kothi, Indore-452001
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Email-mmanjuces@gmail.com
Website-www.esmanjumundra.com

**Secretarial compliance report of Rajratan Global Wire Limited
for the year ended 31st March, 2019**

I. Manju Mundra, has examined:

- (a) all the documents and records made available to us and explanation provided by **Rajratan Global Wire Limited** ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity- www.rajratan.co.in,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on 31st March, 2019 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 Act ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- a) The Securities 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 during the audit 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 during the audit period**);
- e) Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (**Not applicable during the audit period**);



- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2013 **(Not applicable during the audit period)**;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the audit period)**;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) 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. No.	Compliance Requirement (Regulations/Circular/guidelines including specific Clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
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- (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 my examination of those records.
- (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
1	Notice dated 31-10-2018 regarding Corporate Governance	The Company has received notice regarding corporate Governance report of September quarter of 2018-19 for	The Company replied on 30 th November, 2018 clarifying the position of	No further query hence matter closed being complied.



	report for September 2018 quarter.	regulation 19 of LODR detailing the penalty provisions and specifying that the chairman of Nomination & Remuneration committee was not fixed so it was asked to clarify.	chairperson of committees who are being appointed in the meeting itself and after that appointed fixed chairperson of NRC in next meeting.	
2	Mail dated 6-2-2019 was received regarding Corporate Governance Report for December 2018 Quarter	It was asked to specify dates of appointment of members of committees as no dates was prescribed in the report.	The Company uploaded revised corrected Corporate Governance report specifying dates of appointment of Committee members for December 2018 quarter on 8-2-2019	Revised report filed so made the discrepancy corrected.
3	Mail dated 22-01-2019 was received regarding shareholding pattern of December 2018 quarter.	It was asked that- details of more than 1% public holding not disclosed- Individual share capital in excess of Rs. 2 lacs and asked to upload rectified report.	The Company uploaded revised corrected shareholding pattern on 24-01-2019 with required details.	Revised report filed so made the discrepancy corrected.
4	Regarding Reg. 55A of Depository Act	Reconciliation of share capital audit under reg. 55A of Depositories Act.	Pdf file was uploaded within time on 30-7-18 while in XBRL mode was uploaded on 1-8-2018 with delay of one day only.	As informed by company due to some technical error XBRL report was uploaded on 1-8-2018.
5	Email dated 25-4-19 and Notice dated 2-5-19 from BSE	Regarding composition of Board of Directors as no fixed chairman so half of the directors in Board should be independent	The Company replied by mail on 26-04-2019.	The chairman is elected in the Board meetings and always

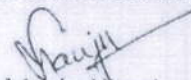


<p>received for Query regarding Chairperson of Board and number of Independent Directors not as per Reg 17 of LODR</p>	<p>directors for the quarter ending on 31-03-2019</p>		<p>independent director chairs the meetings as per record so one third directors are independent directors in the Board. However, after resignation of one director w.e.f. 1-4-19 in the Board meeting held on 30-3-2019 the Board has only 6 directors out of which 3 directors (half of the Board) is of Independent Directors.</p>
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(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 previous reports	Observations made in the Secretarial Compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	This is the first year of reporting.			

For Manju Mundra & Co.


CS Manju Mundra
FCS No.- 4431
C P No.- 3454

MANJU MUNDRA
Company Secretary
FCS 4431 CP 3454

Place : Indore
Date : 18-5-2019