



RPIL/2022-23
Dated: May 30, 2023

The Manager,
BSE Limited
Department of Corporate Services
Floor 25, P.J. Towers, Dalal Street
Mumbai - 400 001
Email: corp.relations@bseindia.com

BSE Scrip Code: 526407

Sub: Annual Secretarial Compliance Report for Financial Year 2022-23

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant SEBI circulars issued from time to time, please find enclosed herewith Annual Secretarial Compliance Report for the financial year 2022-23.

The above document is being made available on the website of the Company www.riteshindustries.us

Kindly take the above information on record.

**Thanking You,
Yours Faithfully,
For Ritesh Properties and Industries Limited**

**Tarandeep Kaur
Company Secretary**

Encl: As Above

SECRETARIAL COMPLIANCE REPORT OF RITESH PROPERTIES AND INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2023

To,
Ritesh Properties And Industries Limited
11/5B, Pusa Road New Delhi 110060

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Ritesh Properties and Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **11/5B, Pusa Road New Delhi 110060**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, **MZ & Associates, Peer Review Firm of Company Secretaries**, having our office at Business Centre, AIHP Palms, Plot No. 242- 243 Udyog Vihar-Phase IV, Gurugram-122015 have examined:

- all the documents and records made available to us and explanation provided by Ritesh Properties and Industries Limited (hereinafter referred to as "the Listed Entity"),
- the filings/ submissions made by the Listed Entity to the stock exchanges viz. BSE,
- website of the Listed Entity, viz. www.riteshindustries.us.
- other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("**Review Period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the Review Period.**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the Review Period.**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **to the extent applicable.**
- Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018; **Not applicable during the Review Period.**
- Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993; **Not applicable during the Review Period.**

Other applicable regulations and circulars/ guidelines issued thereunder;

We, hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- 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:-

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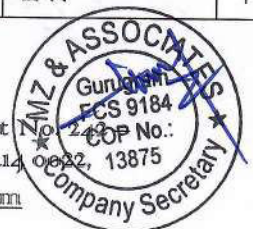


Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242 - 243, Udyog Vihar - Phase IV, Gurugram - 122015, Telephone No: - +91 124 414 0022,
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S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
1	Non-submission of the consolidated cash flow statement with financial results for the financial year ended 31st March, 2023 within the period prescribed regulation 33 of SEBI (LODR) Regulations, 2015	Regulation No. 33 of the SEBI (LODR) Regulations, 2015.	Non submission of Consolidated - Cash Flow Statement	BSE Ltd	Fine	Fine was imposed by BSE for the period 01st April, 2022 till 31st June, 2022 for the non-submission of consolidated Cash Flow statement. Non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 with respect to the non-submission of the financial statement during 01st June, 2022 to 29th July, 2022.	BSE imposed a fine of Rs. 3,24,000/-	Non-Compliance of Regulations 33 of LODR Regulations continues for the period 01st June, 2022 to 29th July, 2022. Subsequently, the company complied with the requirement of Regulation 33 of SEBI (LODR) Regulation, 2015.	Management has paid the penalty amount of Rs. 3,24,000/- along with the consolidated cash flow statement with BSE dated 29th July, 2023.	

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

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
NIL										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. 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>	NA	NA
2	Other conditions relating to resignation of statutory auditor	NA	NA
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation 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>	NA	NA

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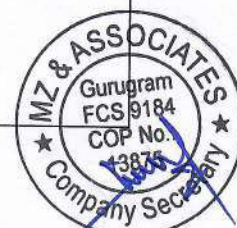
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>		
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	NA

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below

S. 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 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 board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	YES YES	Policies have been updated by the management in regular intervals.
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	

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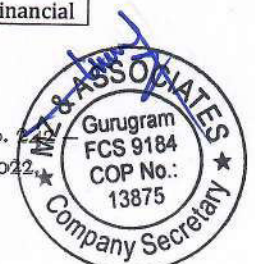
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	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	YES	
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES YES	As on date of the report there is no material subsidiary of the 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 as prescribed in SEBI Regulations	YES	As per SEBI Listing Regulations and the Companies Act, the Board Evaluation is required to be done once in a year. The Performance Evaluation was carried out in the last quarter of the financial year 2022-23
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) 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	YES NA	The listed entity has obtained the prior approval of the audit committee for the related party transactions; therefore, the said requirement is not applicable.
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	
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 Actions taken against the listed entity / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by	No	BSE Limited has imposed a fine of Rs. 3,24,000/- for non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 with respect to the non-submission of the financial

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	SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder"		statement during 01 st June, 2022 to 29 th July, 2022. Subsequently, the Company complied with the requirement of Regulation 33 of SEBI (LODR) Regulation, 2015.
12.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of 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.

Date: 30th May, 2023

Place: Gurgaon



Membership No: FCS 9184
Peer Review No. P2014DE40000
CP: 13875
UDIN: F009184E000424104

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