



To,  
The Manager (Listing)  
Bombay Stock Exchange Limited,  
P.J Towers, Dalal Street,  
Fort, Mumbai - 400001

Date: 29.05.2024

**Scrip Code: 530251**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Madam,

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed the annual secretarial compliance report for the year ended March 31, 2024. This is for your information and records.

This will also be hosted on the Company's website, at [www.risainternational.in](http://www.risainternational.in)

Thanking You  
**For, Risa International Ltd**

**Sarita Mukesh  
Kumar Mishra**

Digitally signed by Sarita Mukesh Kumar Mishra  
DN: c=IN, o=Personal, title=6582,  
pseudonym=28c7f43c95748378067d9291d66765c,  
2.5.4.20=8377769317fde52febce255a5e6bd03786e6d5eaf  
7dc5252b30ff87d4b968677, postalCode=401209,  
st=Maharashtra,  
serialNumber=76423e6043ac5e241a0ae44383ec9b779a1  
1f5e294dda77d65382d305af1a3, cn=Sarita Mukesh  
Kumar Mishra  
Date: 2024.05.29 14:38:15 +05'30'

**SARITA MISHRA**  
**Company Secretary and Compliance Officer**

Enclosed as above



**SUPRABHAT & CO.**  
**(COMPANY SECRETARY IN PRACTICE)**  
**1 CROOKED LANE, ROOM NO. 333**  
**3<sup>RD</sup> FLOOR, KOLKATA - 700069**  
**MOBILE: 9732595866**  
**E-mail: suprabhatcs08@gmail.com**  
**suprabhat\_cs08@yahoo.com**

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**Secretarial Compliance Report of Risa International Ltd for the financial year ended 31<sup>st</sup> March, 2024**

I Suprabhat Chakraborty, Practicing Company Secretary have examined:

- a) All the documents and records made available to me and explanation provided by **Risa International Ltd** ("the listed entity")
- b) The filings/ submissions made by the listed entity to the Stock Exchange;
- c) Website of the listed entity;
- d) Any other documents/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> 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 there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under 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 during the 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 during the review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;  
**(Not applicable during the review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the review period)**

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

and circulars/ guidelines issued there under;

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 there under, except in respect of matters specified below:

Sr. 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 Practicing Company Secretary	Management Response	Remarks
1	Regulation 23 (9) (b) of SEBI (Listing Obligation Disclosure Requirements), 2015	SEBI (Listing Obligation Disclosure Requirements), 2015		BSE	Fines	One day delay in submission of Related Party Transaction Report for the half year 30.09.2023	5900	One day delay in submission of Related Party Transaction Report for the half year 30.09.2023	Management had submitted the report and paid the fine.	One day delay in submission of Related Party Transaction Report for the half year 30.09.2023
2	Regulation 33 (3) (b) of SEBI (Listing Obligation Disclosure Requirements),	SEBI (Listing Obligation Disclosure Requirements), 2015				The listed entity not submitted year-to-date consolidated financial		The listed entity not submitted year-to-date consolidated financial results	Management don't want to start any further business and investment is only	The listed entity not submitted year-to-date consolidated

	2015					results				1 Hong Kong Dollar and not further investment introduced.	financial results
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(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	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 33 (3) (b) of SEBI (Listing Obligation Disclosure Requirements), 2015	SEBI (Listing Obligation Disclosure Requirements), 2015				The listed entity not submitted year-to-date consolidated financial results		The listed entity not submitted year-to-date consolidated financial results	Management don't want to start any further business and investment is only 1 Hong Kong Dollar and not further investment introduced.	The listed entity not submitted year-to-date consolidated financial results

II. I further report that during the review period there was no event of appointment/ reappointment/ resignation of Statutory Auditor of the Company

and the Company was in compliance SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

III. I 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.	<p><b>Secretarial Standard</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 of India (ICSI).</p>	Yes	None
2.	<p><b>Adoption and timely updation of the Policies:</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	None
3.	<p><b>Maintenance and disclosures on Website:</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	None
4.	<b>Disqualification of Director:</b>	Yes	None

	None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	None
6.	<p><b>Preservation of Documents:</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	None
7.	<p><b>Performance Evaluation:</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	None
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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  Na	None
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the</p>	Yes	None

	required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.		
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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 there under except as provided under separate paragraph herein (**).	Yes	None
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

**Suprabhat & Co.**  
**Practicing Company Secretary**

*(Signature)*  
**Suprabhat Chakraborty**  
**Proprietor**

**Membership No.: A41030**

**CP No.: 15878**

**UDIN: A041030F000469172**

**PEER REVIEW CERTIFICATE - NO.**  
**2284/2022**



**Place: Kolkata**  
**Date: 28.05.2024**

Note: This report is to be read with our letter of even date which is **Annexure A** and form and integral part of this report

**Annexure - A**

To  
RISA INTERNATIONAL LTD  
CIN: L99999MH1993PLC071062  
7, PLOT - 27/33, BEAUMON CHAMBERS,  
NAGINDAS MASTER LANE,  
HUTATMA CHOWK,  
MUMBAI - 400001

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. 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 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.

**Suprabhat & Co.**  
**Practicing Company Secretary**

**Suprabhat Chakraborty**  
**Proprietor**  
**Membership No.: A41030**  
**CP No.: 15878**

**UDIN: A041030F000469172**  
**PEER REVIEW CERTIFICATE NO.**  
**2284/2022**



**Place: Kolkata**  
**Date: 28.05.2024**