To,
Listing Department
Bombay Stock Exchange Limited,
PJ Towers, Dalal Street
Mumbai- 400001
Scrip Code: 532918

Subject: Annual Secretarial Compliance Report for the year ended 31st March, 2020

Reference- Regulation 24A of the SESI (LODR) Regulations, 2015

Dear Sir/Ma'am,


The above is for your information and records please.
Thanking you

For Rathi Bars Limited

Anurag Rathi
(Whole Time Director cum CFO)
DIN: 00063345
SECRETARIAL COMPLIANCE REPORT OF RATHI BARS LIMITED
(For the year ended 31st March, 2020)

To,
Rathi Bars Limited
A-24/7, Mohan Cooperative Industrial Estate,
Mathura Road,
New Delhi-110044

I, Sonali Arora have examined:

a) all the documents and records made available to us and explanation provided by Rathi Bars Limited ("the listed entity"),
b) the filings/submissions made by the listed entity to the stock exchange,
c) website of the listed entity,
d) other documents/filings, which were relevant and relied upon to issue this certificate,

for the year ended 31st March, 2020 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;
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011; Not applicable to the Company under review period.
d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; **Not applicable to the Company under review period.**

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable to the Company under review period.**

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company under review period.**

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company under review period.**

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

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

j) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018; **Not applicable to the Company under review period** 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, except in respect of matters specified below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement under regulation</th>
<th>Remarks of the Practising Company Secretary</th>
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<tbody>
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<td><strong>NOT APPLICABLE</strong></td>
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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 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.

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<th>Details of action take ex: fines, warning, letter etc.</th>
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

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<th>S. No.</th>
<th>Observations of the Practising Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended...</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practising Company Secretary on the actions taken by the listed entity</th>
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For Sonali Rathi & Associates
Company Secretaries

Date: 31.07.2020
Place: Faridabad, Haryana

Sonali Arora
C. P. No: 22304
UDIN: A056039B000539951