

Date: 30.05.2025

**To,
BSE Limited,
Phiroze, Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Maharashtra**

Scrip Code: 524610

Subject: Disclosure under Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)- Secretarial Compliance Report for the financial year ended March 31, 2025

Dear Sir/ Madam,

Pursuant to Regulation 24A(2) of the Listing Regulation, the Secretarial Compliance Report for the financial year ended March 31, 2025, duly issued by Mr. Sameer Kishore Bhatnagar, Practicing Company Secretary, is attached.

This is for information and records.

Thanking You,

Yours Faithfully

For M/s RATHI GRAPHIC TECHNOLOGIES LIMITED

Sameeksh Digitally signed by
a Upreti Sameeksha Upreti
Date: 2025.05.30
13:46:25 +05'30'

(SAMEEKSHA UPRETI)

Company Secretary

M. No. F 9638

Encl.: As above





SAMEER KISHORE BHATNAGAR

COMPANY SECRETARY

ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

M/s RATHI GRAPHIC TECHNOLOGIES LIMITED for the financial year ended March 31, 2025

I, Sameer Kishore Bhatnagar, Practicing Company Secretary have examined:

- a) all the documents and records made available to us and ~~explanation~~ provided by **M/s Rathi Graphic Technologies Limited (“the Company”)**,
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) *website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2025 (“Review Period”) in respect of compliance with the provisions of :
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - ii. 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 (“SEBI LODR”);
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *Not Applicable to the Company during the year under review.*
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable to the Company during the year under review.*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *Not Applicable to the Company during the year under review.*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable to the Company during the year under review.*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not Applicable to the Company during the year under review.*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *Not Applicable to the Company during the year under review.*

and circulars and guidelines issued thereunder;

* The Company was undergoing Corporate Insolvency Resolution Process ("CIRP") and subsequently the resolution plan ("Resolution Plan") submitted by M/s Surbhika Steels Private Limited through its unit Nikunj Udyog ("Successful Resolution Applicant") was approved by the Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT") vide its order dated July 27, 2023, read with Hon'ble NCLAT order dated October 15, 2024. As per the terms of the approved Resolution Plan, a monitoring committee ("Monitoring Committee") was constituted, to oversee the implementation of the Resolution Plan.

After settling all the claims as per the Approved Resolution Plan, the Monitoring Committee in its meeting held on February 7, 2025 reconstituted the Board of Directors of the Company with all the new Directors dissolving the then existing Board of Directors in terms of the approved Resolution Plan by Hon'ble NCLT, Allahabad Bench and further handed over the control of the affairs of the Company to the new management of the Company effective from February 7, 2025.

Accordingly, the Company has started complying with all the statutory compliances post February 7, 2025 and further, the updation of Website of the Company is under process.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued there under, to the extent applicable, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulations/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
NA										

- (b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulations/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
NA										

I, hereby report that, during the Review Period the compliance status of the Company with the following requirements:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013.</p>	For the Quarter ended March 31, 2025, this has been complied with by the Company.	The Company was undergoing Corporate Insolvency Resolution Process ("CIRP") and subsequently the resolution plan ("Resolution Plan") submitted by M/s Surbhika Steels Private Limited through its unit Nikunj Udyog ("Successful Resolution Applicant") was approved by the
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated, as per the regulations/circulars/guidelines issued by SEBI 	For the Quarter ended March 31, 2025, this has been complied with by the Company.	Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT") vide its order dated July 27, 2023. As per the terms of
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Company 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. 	The Company undergoing Corporate Insolvency Resolution Process ("CIRP") and subsequently the resolution plan	

		<p>("Resolution Plan") submitted by M/s Surbhika Steels Private Limited through its unit Nikunj Udyog ("Successful Resolution Applicant") was approved by the Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT") vide its order dated July 27, 2023, read with Hon'ble NCLAT order dated October 15, 2024. As per the terms of the approved Resolution Plan, a monitoring committee ("Monitoring Committee") was constituted, to oversee the implementation of the Resolution Plan.</p> <p>After settling all the claims as per the approved Resolution Plan, the Monitoring Committee in its meeting held on February 7, 2025 reconstituted the Board of Directors of the Company with all the new Directors in compliance with the SEBI LODR, dissolving the then existing Board of Directors in terms of the Resolution Plan approved by Hon'ble NCLT, Allahabad Bench and further handed over the control of the affairs of the Company to the new management of the Company effective from February 7, 2025.</p> <p>Post February 7, 2025, the Company has started</p>	<p>the approved Resolution Plan, Monitoring Committee was constituted, to oversee the implementation of the Resolution Plan.</p> <p>After settling all the claims as per the approved Resolution Plan, the Monitoring Committee in its meeting held on February 7, 2025 reconstituted the Board of Directors of the Company with all the new Directors in compliance with the SEBI LODR, dissolving the then existing Board of Directors in terms of the Resolution Plan approved by Hon'ble NCLT, Allahabad Bench and further handed over the control of the affairs of the Company to the new management of the Company effective from February 7, 2025.</p> <p>Post February 7, 2025, the Company has started</p>
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		Directors in terms of the approved Resolution Plan by Hon'ble NCLT, Allahabad Bench and further handed over the control of the affairs of the Company to the new management of the Company effective from February 7, 2025. Website updation is under process.	complying with statutory requirements as per applicable SEBI Regulations and the Secretarial Standards and accordingly submitted, necessary disclosures under Regulation 30 read with Schedule III of the SEBI LODR as and when
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	required, the shareholding pattern for the quarter ended March 31, 2025,
5.	Details related to Subsidiaries of Company: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A. There is no subsidiary of the Company.	Integrated Report (Governance) for quarter ended March 31, 2025 and Reconciliation of
6.	Preservation of Documents: The Company 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.	For the Quarter ended March 31, 2025, this has been complied with by the Company.	Share Capital Audit Report of the Company for quarter ended March 31, 2025 for the first time after coming out of CIRP.
7.	Performance Evaluation: The Company 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.	No.	Further, since the Company was under CIRP and the trading with respect to the shares of the Company is
8.	Related Party Transactions: (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) In case of no prior approval obtained, the Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	No.	suspended.

9.	Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR within the time limits prescribed thereunder.	For the Quarter ended March 31, 2025, this has been complied with by the Company.	
10.	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	For the Quarter ended March 31, 2025, this has been complied with by the Company.	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company/ 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.	No action has been taken by SEBI or Stock Exchange.	
12.	Resignation of statutory auditors from the Company or its material subsidiaries: In case of resignation of statutory auditor from the Company or any of its material subsidiaries during the financial year, the Company 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.	NA	
13.	No Additional Non-compliances observed: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	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 Company.
2. Our responsibility is to certify 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 Company.

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 Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sameer Kishore Bhatnagar

Digitally signed by
Sameer Kishore Bhatnagar
Date: 2025.05.30 13:47:16
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Signature:
(SAMEER KISHORE BHATNAGAR)
Practicing Company Secretary
M. No. 30997
COP No. 13115
UDIN: A030997G000483130

Place: Delhi
Dated: 30.05.2025