

Annexure – VI

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

This Corporate Governance Report for the year ended 31st March, 2021, forms part of the Directors' Report and the same has been prepared on the basis of the provisions of Clause C of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company recognises the importance of good Corporate Governance, which is a tool for building a strong and everlasting beneficial relationship with the customers, suppliers, bankers and more importantly with the investors. The Company believes that its key decisions must serve the underlying goals of enhancing shareholders' value over a sustained period of time, and achieving the definite and measurable performance targets.

2. BOARD OF DIRECTORS

Composition of the Board

The Company functions under the supervision and control of the Board of Directors ('the Board'). The Board formulates the overall strategy and periodically reviews the implementation of the same.

The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions. All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year give a declaration that they meet with the criteria of independence as provided under Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Company's policy is to maintain optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. The Composition of the Board of Directors as on 31st March 2021 with their attendance at the Board Meetings held during the year FY 2020-21 and at the last Annual General Meeting is given below:

DIN	Name of Director	Categories of director	No. of Board Meetings attended	Attendance at last AGM	No. of outside Directorships*	Number of committee positions held in other public companies	List of Directorship held in Other Listed Companies and Category of Directorship
00144786	Mr. Sunil Chordia	Chairman & Managing Director	4 of 4	YES	3	2	Swastika Investmart Ltd. – Independent Director
0023523	Mr. S. S. Mehta	Non Executive & Independent	4 of 4	YES	4	3	Kriti Industries India Ltd – Chairman and Managing Director Kriti Nutrients Ltd – Chairman and Managing Director
0011958	Mr. Abhishek Dalmia	Non Executive	4 of 4	YES	12	NIL	Revathi Equipment Limited - Executive Director, Chairperson Ashiana Housing Ltd – Independent Director
08483698	Mr. Rajesh Mittal	Non Executive & Independent	4 of 4	YES	1	NIL	NIL
07132341	Mrs. Aparna Sharma	Non Executive & Independent	4 of 4	YES	1	NIL	S.M.I.L.E. Micro Finance Limited – Independent Director
08488886	Mr. Yashovardhan Chordia	Non Executive & Non Independent	4 of 4	YES	NIL	NIL	NIL

Mr. Yashovardhan Chordia is son of Mr. Sunil Chordia, Chairman and Managing Directors of the Company and he holds 641833 equity shares in the company.

*Excludes directorship in Rajratan Global Wire Limited. Also excludes directorship in foreign companies and companies incorporated under section 8 of the Companies Act, 2013

Skills/Expertise/Competencies of the Board of Directors

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/competencies for effective functioning of the Company.

Directors having skills/expertise and competencies

Sr. No.	Name of Director	Leadership / Operational experience	General Management / Strategic Planning	Industry Experience, Research & Development and Innovation	Financial, Regulatory / Legal & Risk Management	Corporate Governance
1.	Mr. Shiv Singh Mehta	√	√	√		√
2.	Mr. Abhishek Dalmia	√	√		√	√
3.	Mr. Rajesh Mittal	√	√	√	√	
4.	Mrs. Aparna Sharma	√	√		√	√
5.	Mr. Sunil Chordia	√	√	√	√	√
6.	Mr. Yashovardhan Chordia	√	√	√	√	√

All the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations and are independent of the management. During the year under review no independent director has resigned before the expiry of his tenure.

a) Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and financial performance of the Company and its subsidiary. The notice of each Board meeting is given in writing to each director. The Agenda along with the relevant notes and other information are sent in advance separately to each Director. All relevant information as required under Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was placed before the Board from time to time. The Minutes of the Board meetings are also circulated in advance to all Directors and confirmed at subsequent Meeting. During Financial year 2020-21 the Board met four times on 22nd May, 2020, 21st July 2020, 21st October 2020, and 21st January, 2021.

b) Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 21st October 2020 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting.

c) Familiarisation Program of Independent Directors

The Company has in place a Familiarization Program for independent Directors to provide insights into the Company's Business to enable them contribute significantly to its success. The Senior Management makes presentations periodically to familiarise the Independent Directors with the strategy operations and functions of the Company. Web link of Familiarization Program for Independent Directors and terms and conditions is <http://www.rajratan.co.in/investors>.

d) Evaluation of the Board's Performance

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc.

3. AUDIT COMMITTEE

Brief description of terms of reference: The Board of Directors has constituted an Audit Committee of Directors. The terms of reference of the Audit Committee includes the matters specified under Part C of Schedule II to Regulation 18 (3) of the Listing Regulations as well as Section 177 of the Companies Act, 2013. The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence,

performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's risk management policies.

The Chairman of the Audit Committee was present at the 32nd Annual General Meeting held on 21st July 2020. The Minutes of the Audit Committee Meetings were noted at the Board Meetings. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2020-21 is detailed below:

S. No.	Name	Nature of membership	Category of director	No. of Meeting held	No. of Meeting attended
1.	Mr. Rajesh Mittal	Chairman	Independent Director	4	4
2.	Mr. Shiv Singh Mehta	Member	Independent Director	4	4
3.	Mrs. Aparna Sharma	Member	Independent Director	4	4

Meeting held during the year

Four meeting were held during the year on 22nd May, 2020, 21st July 2020, 21st October 2020, and 21st January, 2021.

The Internal Auditor of the Company is invitee to the meetings. The Company Secretary acts as Secretary to the Committee.

NOMINATION AND REMUNERATION COMMITTEE OF DIRECTORS

Brief description of terms of reference: The Board of Directors has constituted a Nomination and Remuneration Committee. The Board has framed Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The policy has been displayed on the company's website at www.rajratan.co.in/investor/.

Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2020-21 is detailed below:

S. No.	Name	Nature of membership	Category of director	No. of Meeting held	No. of Meeting attended
1.	Mr. S. S. Mehta,	Chairman	Independent Director	1	1
2.	Mr. Abhishek Dalmia	Member	Non-Executive	1	1
3.	Mr. Rajesh Mittal	Member	Independent, Non-Executive	1	1

Meetings held during the year

One Meeting was held on 21st January, 2021 during the financial year under review.

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of directors including Independent Directors.

4. REMUNERATION TO EXECUTIVE & OTHER DIRECTORS

There are no pecuniary relationship or transactions entered into by the Company with any of the Directors of the Company except as disclosed herein below as regards the remuneration

The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The powers, role and terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as well as section 178 of the Companies Act, 2013. The composition of the Nomination and Remuneration Committee of the Board of Directors of the

including the sitting fees paid to them. Directors have given unsecured loans to the Company the details of which have been mentioned in the notes to accounts section which forms part of this Annual Report.

The Non-Executive Directors do not draw any remuneration from the Company except sitting fees, which is paid at the rate of Rs. 15,000/- for each meeting of the Board and the Audit Committee. The Company has not issued any stock options to any of the directors.

The following table gives details of remuneration paid to Executive Directors for the financial year under review:

S. No.	Name and Designation	Tenure of appointment	Remuneration	Perquisites & Allowances
1	Mr. Sunil Chordia Chairman and Managing Director	01.04.2020 to 31.03.2021	101	0.40

₹ In lakhs

The appointment of the Chairman and Managing Director is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company.

Other service contracts, notice period, severance fees relating to Directors:

Letters of appointment containing terms and conditions including remuneration, were issued to all the Executive Directors. Besides, the Appointment Letters were also issued to all Independent Directors of the Company; a copy of the standard terms and conditions thereof is posted on the website of the Company.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE OF DIRECTOR

Stakeholders' Relationship Committee looks into shareholders' and investors' grievances. Mrs. Aparna Sharma, Non-executive

Independent Director is the Chairperson of the Committee. The Board has designated Mr. Shubham Jain, Company Secretary as the Compliance Officer.

Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act. The terms of reference of the Stakeholders' Relationship Committee covers the matters specified under Part D of Schedule II to Regulation 20 (4) of the Listing Regulations as well as under Section 178 of the Companies Act, 2013. The Minutes of the Stakeholders' Relationship Committee Meeting were noted at the Board Meeting. One meeting was held on 21st January, 2021 during the year under review.

Composition, names of members and chairman

S. No.	Name	Nature of membership	Category of director	No. of Meeting held	No. of Meeting attended
1.	Mrs. Aparna Sharma	Chairperson	Independent Director	1	1
2.	Mr. Rajesh Mittal	Member	Independent Director	1	1
3.	Mr. Yashovardhan Chordia	Member	Non-Executive Director	1	1

Status of the Investors/Shareholders Complaints:

- (i) No. of complaints received during the year : 1
- (ii) No. of complaints resolved during the year : 1
- (iii) No. of complaints pending at the end of the year : Nil

The Company has authorised to implement transfer, transmission and Demat of shares to the Share transfer Agent and to resolve the related problems.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors has constituted Corporate Social Responsibility Committee of Directors as required under Section 135 of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee includes the matters specified in the Section 135 of the Companies Act, 2013, Schedule VII to the Act and Rules made thereunder. The Minutes of the Corporate Social Responsibility Committee Meetings were noted at the Board Meetings. One meeting was held on 21st October 2020 during the year under review.

Composition, names of members and chairman

S. No.	Name	Nature of membership	Category	No. of Meeting held	No. of Meeting attended
1.	Mr. Shiv Singh Mehta,	Chairman	Independent Director	1	1
2.	Mr. Sunil Chordia	Member	Chairman & Managing director	1	1
3.	Mr. Abhishek Dalmia	Member	Non – Executive Director	1	1
4.	Mrs. Aparna Sharma	Member	Independent Director	1	1

7. GENERAL BODY MEETING

a) Location and time, where last three Annual General Meetings held:

S. No.	Year	Date	Time	Venue
1	2018	21st July	01.00 P.M.	"Rajratan House" 11/2, Meera Path, Dhenu Market, Indore-3, M.P.
2	2019	22nd July	02.00 P.M.	
3	2020	21st July	12.00 P.M.	Held through video conference / other audio visual means. Deemed venue was "Rajratan House" 11/2, Meera Path, Dhenu Market, Indore-3, M.P.

b) Whether any special resolutions passed in the previous three Annual General Meetings:

Two Special Resolution was passed at the Annual General Meeting held on 21st July 2018

Four Special Resolution were passed at the Annual General Meeting held on 22nd July 2019 and

No Special Resolution was passed at the Annual General Meeting held on 21st July 2020

c) Whether any special resolution passed last year through postal ballot details of voting pattern:

During the year FY 2020-21 no business was conducted through postal ballot.

d) person who conducted the postal ballot exercise; Not Applicable

e) Whether any special resolution is proposed to be conducted through postal ballot:

In the forthcoming Annual General Meeting there is no item on the agenda that needs approval through Postal Ballot.

f) Procedure for postal ballot: Not applicable.

8. MEANS OF COMMUNICATION

The Quarterly, Half Yearly and Annual Financial Results are communicated to the Bombay Stock Exchange and National Stock Exchange immediately after these are considered and approved by the Board; and thereafter regularly published in the prominent newspapers like Economics Times, Nai Duania, Choutha Sansar. The financial results, shareholding patterns, codes, policies, etc., are also displayed on the Company's website www.rajratan.co.in shortly after its submission to the Stock Exchange. These presentations made to institutional investors or/and to the analysts are submitted to Bombay stock Exchange and National Stock Exchange and are also posted on the website of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

a) Date, Day, Time and Venue of the Annual General Meeting

DATE	DAY	TIME	VENUE
21st July 2021	Wednesday	2.00 P.M IST	The Company is conducting meeting through VC / OAVM pursuant to the MCA / SEBI Circulars and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

b) Financial Year: 1st April 2020 to 31st March 2021

c) Dividend Payment Date: Within 30 days from the date of declaration.

d) Record date / Cut off date for e-voting: 14th July 2021.

e) The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):

The Company is listed on the following Stock Exchanges
The BSE Limited,
P. J. Towers, Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Listing Fees as applicable have been paid.

e) Stock Code/ Symbol

BSE: 517522NSE: RAJRATAN

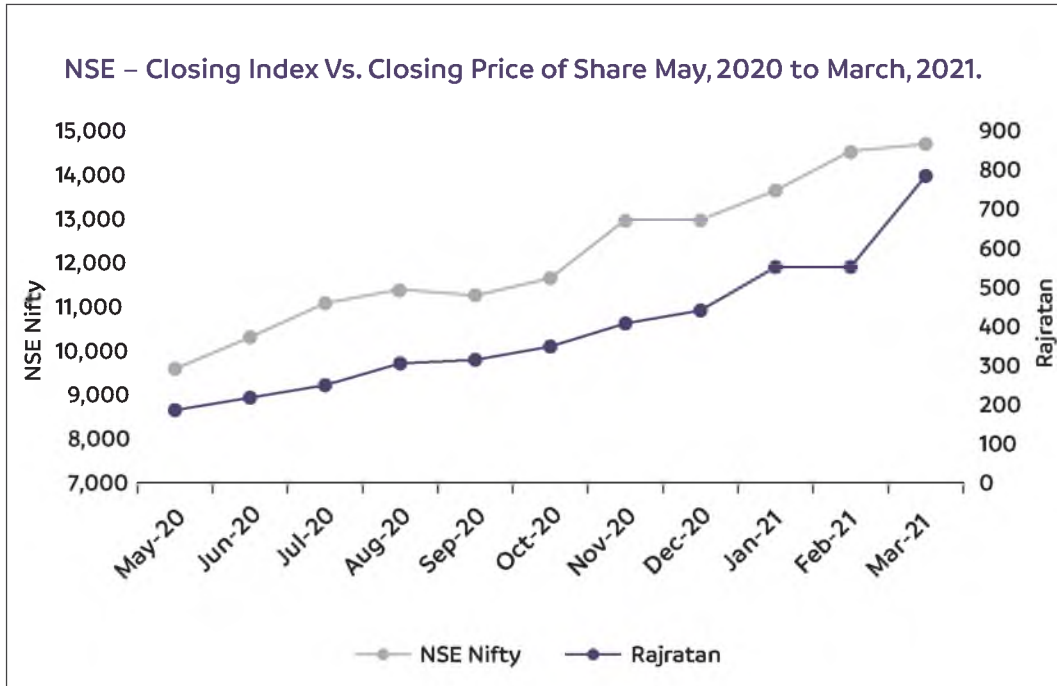
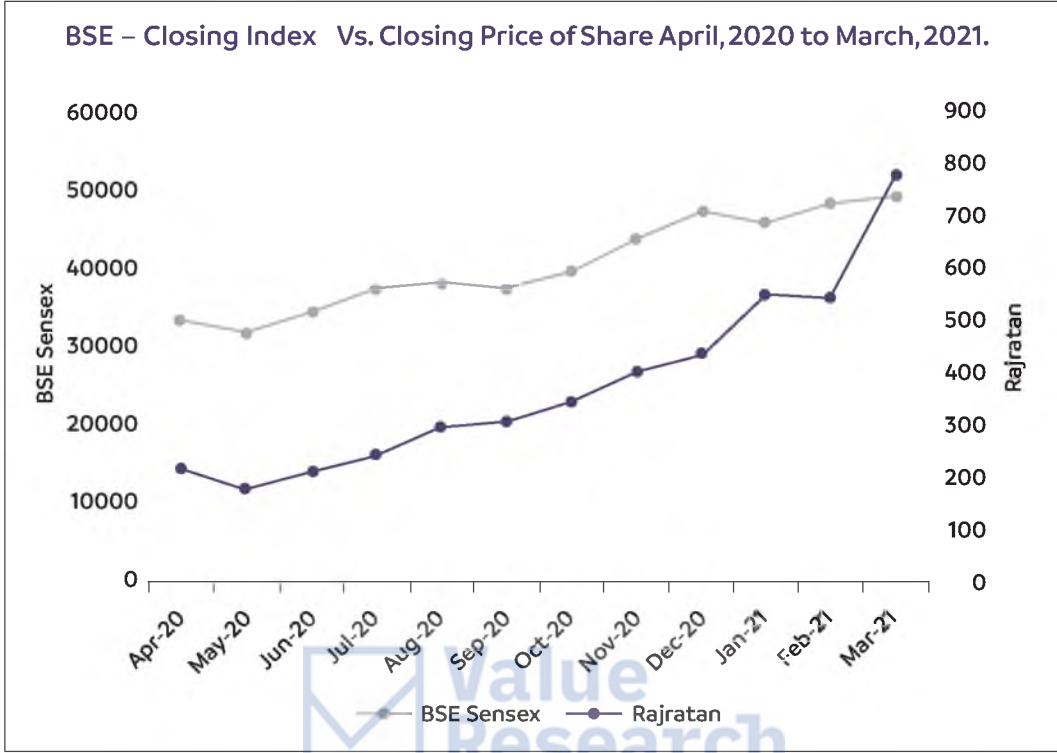
f) Stock Market Price Data: Monthly High and Low prices of Equity Shares of the Company quoted at the BSE and NSE the for the Financial Year ended on FY 2020-21.

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2020	246.00	179.10	_*	_*
May, 2020	220.00	171.60	196.40	172.00
June, 2020	238.00	188.25	247.35	166.00
July, 2020	281.50	216.00	284.10	213.00
August, 2020	332.95	237.25	334.25	239.05
September, 2020	344.70	296.70	345.60	292.55
October, 2020	397.60	314.50	397.95	303.65
November, 2020	461.00	328.25	460.00	326.70
December, 2020	455.00	382.00	477.70	392.10
January, 2021	600.00	434.00	594.00	435.05
February, 2021	580.80	525.10	588.90	524.30
March, 2021	874.00	555.25	879.00	562.15

This information has been compiled from the data available on the website of BSE and NSE.

*Company's Equity Share have been listed and admitted to dealing on National Stock Exchange of India Ltd. w.e.f. 22nd May, 2020.

g) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.:



*Company's Equity Share have been listed and admitted to dealing on National Stock Exchange of India Ltd. w.e.f. 22nd May, 2020.

h) In case the securities are suspended from trading, the Directors' Report shall explain the reason thereof: Not applicable.

i) Registrar to an issue and Share Transfer Agent

M/s. Link Intime India Private Limited

C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083

Ph: 022-25946970, Fax no. 022 - 25946969

Designated email id for investor communication: rnt.helpdesk@linkintime.co.in

j) Share Transfer System

The Board has authorised Stakeholder Relationship Committee to approve/authorize matters relating to share transfers/transmission, issue of duplicate shares, etc. At each Board Meeting, the Directors are apprised of the details of transfer/transmission/issue of duplicate shares authorised by the Stakeholder Relationship Committee. The Company has appointed Link Intime India Pvt. Ltd. as Registrar and Share Transfer Agents for physical transfer of securities as well as dematerialization/rematerialization of securities.

k) Distribution of shareholding –

Distribution of shareholding as on 31st March 2021 is as under:

Shareholding of Nominal Value of Rs.	No. of Shareholders	% of Shareholders	Shareholding amount in (Rs.)	% of Shareholding
1 to 5000	5800	92.70	50,93,710	5.02
5001 to 10000	203	3.24	14,23,770	1.40
10001 to 20000	102	1.63	14,60,650	1.44
20001 to 30000	36	0.58	8,86,520	0.87
30001 to 40000	24	0.38	8,31,710	0.82
40001 to 50000	19	0.30	8,85,130	0.87
500001 to 100000	23	0.37	16,85,050	1.66
100001 to *****	50	0.80	8,92,75,460	87.92
Total	6257	100	10,15,42,000	100

Shareholding Pattern :

Shareholding pattern as on 31st March 2021 is as under:

Distribution of Shareholding according to the categories of shareholders as on 31st March 2021

Categories	No. of Shares	Nominal Amount in Rs.	% to total
Promoters	66,00,335	6,60,03,350	65.00
Mutual Funds, UTI	9,67,752	96,77,520	9.53
NRIs / OCBs	76,280	7,62,800	0.75
Other Bodies Corporate	2,18,299	21,82,990	2.15
Public	21,92,016	21,92,016	21.59
Others	99,518	9,95,180	0.98
Total	1,01,54,200	10,15,42,000	100.00

l) Dematerialization of shares and liquidity:

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on 31st March 2021, 98.75% of the share capital stands dematerialised. The equity shares of the Company are

traded at BSE Limited and National Stock Exchange of India.

Details of Demat Shares as on 31st March 2021

Particulars	No. of Shareholders	No. of shares	% of Capital
NSDL	2769	5303441	52.23
CDSL	3144	4723374	46.52
Sub-total	5913		
Shares in physical form	344	127385	1.25
Grand Total	6257	1,01,54,200	100

m) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity: None

n) Commodity price risk or foreign exchange risk and hedging activities: The Company follows a conservative and risk-averse approach towards managing its foreign currency exposure. Hence, the Company endeavors to mitigate the risk associated with the exchange rate fluctuation by entering into a hedging contracts with the Company's Bankers. As of now the Company does not do any hedging in respect of commodities.

o) Plant Location: 200 A & B, Sector I, Pithampur, Dist. Dhar, M. P

p) Address for Correspondence:

Shareholders should address their correspondence to the Company's Registrar & Share Transfer Agents at the

address as under:

M/s. Link Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083
Ph: 022-25946970, Fax no. 022 - 25946969

Designated email id for investor communication: rnt.helpdesk@linkintime.co.in

Shareholders may also contact:

Company Secretary at the Registered Office of the Company for any assistance:

"Rajratan House"

11/2, Meera Path,

Dhenu Market, Indore -3, M. P.

Ph: 0731 - 2546401

Designated email id for investor communication: investor.cell@rajratan.co.in

q) Credit Ratings – During the Financial Year ICRA has upgraded the rating of company as follows –

Sr. No.	Particulars	Rating Action
1.	Long Term Rating	[ICRA] A (Stable) from [ICRA] A-with Stable outlook
2.	Short Term Rating	[ICRA] A1 from [ICRA] A2+

10. OTHER DISCLOSURES

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

None. There has been no materially significant related party transaction entered into by the Company.

b) Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority on any matter related to capital markets during the last three years:

The Adjudicating Officer of SEBI has levied penalty on the promoters of the Company for alleged violation of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 in the previous years, against which the promoters had preferred an appeal before hon'ble Securities Appellate Tribunal. The Hon'ble Securities Appellate Tribunal vide its order dated 28th May 2018 has allowed the appeal.

The Company had paid penalty of Rs. 5.31 lakhs (including GST) to BSE Limited as the composition of Board was not as per Regulation 17 SEBI (LODR) Regulation, 2015.

c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee;

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees

and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company i.e. www.rajratan.co.in/investors/.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements –

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of Non-Mandatory Requirements

- i. **The Board**
The Company has an executive chairperson.
- ii. **Shareholder Rights**
Half yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company like quarterly results.

iii. **Audit Qualifications**
During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements.

iv. **Separate posts of Chairman and CEO**
Mr. Sunil Chordia have been appointed as Chairman and Managing Director w.e.f. 22nd July 2019 further the Company has not appointed any CEO. Mr. Sunil Chordia is proposed to be re-appointed as Chairman and Managing Director for further period of 3 years w.e.f. 1st April, 2021.

v. **Reporting of Internal Auditor**
In accordance with the provisions of the Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly Internal Audit Reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

e) Web link where policy for determining 'material' subsidiaries is disclosed – www.rajratan.co.in/investors/

f) Web link where policy on dealing with related party transactions - www.rajratan.co.in/investors/

g) Disclosure of commodity price risks and commodity hedging activities

The Company does not do any hedging in respect of commodities.

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) - Not Applicable

i) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory

authority.

M/s Vatsalya Sharma & Company, Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

- j) **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: Provided that the clause shall only apply where recommendation of / submission by the committee is required for the approval of the Board of Directors and shall not apply where prior approval of the relevant committee is required for undertaking any transaction under these Regulations.**

None

- k) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part -**

The details of fees paid to Statutory auditors has been disclosed Notes to Financial Statements (Note No. 40).

- l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: a. number of complaints filed during the financial year b. number of complaints disposed of during the financial year c. number of complaints pending as on end of the financial year**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the said Act. Internal Complaints Committees have been setup to redress Complaints, if any. During the year under review, no Complaint has been received in respect of Sexual Harassment from any of the employees of the Company.

11. **Disclosures with respect to Demat suspense account/ unclaimed suspense account:** Not applicable

12. **The disclosure of the compliance with corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 shall be made in the Section on Corporate Governance of the Annual Report.**

The Company has complied with all Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-Regulation (2) of Regulation 46.

13. Code of Conduct

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended 31st March 2021. The Annual Report of the Company contains a Certificate by the Chairman & Managing Director based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management. The said Code is also uploaded on the website of the Company www.rajratan.co.in/investors/.

14. Disclosure of Accounting Treatment

The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in the preparation of financial statements. There are no audit qualifications in the Company's financial statements for the year under review.

15. Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

16. The details about the subsidiary companies of the company have been provided in the board's report and AOC - 1 forming part of this Annual Report.
17. The details of loans and advances made to the wholly owned subsidiary of the company has been mentioned in Notes to Account Section of this Annual Report.

For and on behalf of the Board

Sunil Chordia **Shiv Singh Mehta**
Chairman & *Director*
Managing Director

Place: Indore

DIN - 00144786

DIN - 00023523

Dated: 24th April 2021