

# KRA & ASSOCIATES

## PRACTICING COMPANY SECRETARIES

PARTNERS

CS R.KANNAN M.Com., GDMM, ACMA, F.C.S

CS AISHWARYA ACS

Registered Office : No. 6A, 10<sup>th</sup> Street,  
New Colony, Adambakkam, Chennai-600088

Phone: 044-43559396

Email ID: [gkrkgram@yahoo.in](mailto:gkrkgram@yahoo.in)

Secretarial Compliance Report of Radaan Mediaworks India Limited for the financial year ended 31/03/2023


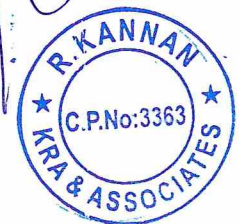
We KRA & ASSOCIATES have examined:

- (a) all the documents and records made available to us and explanation provided by Radaan Mediaworks India Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2023 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;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not applicable

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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/ guidelines issued thereunder;

We 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.	<b>Secretarial Standards:</b> The compliances of the listed entity 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 and mandatorily applicable.	YES	-
2.	<b>Adoption and timely updation of the Policies:</b> <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	-
3.	<b>Maintenance and disclosures on Website:</b> <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></ul>	YES	-



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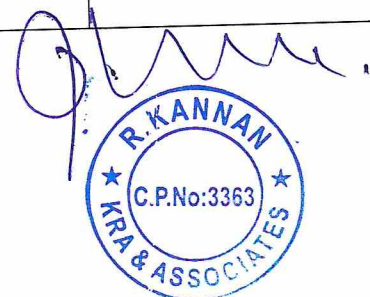
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	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>		
4.	<p><b>Disqualification of Director:</b> None of the Director(s) of the Company is /are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	YES	-
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	YES	-
6.	<p><b>Preservation of Documents:</b> 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	-
7.	<p><b>Performance Evaluation:</b> 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	-
8.	<p><b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided</p>	YES	-



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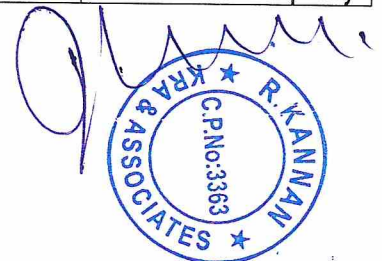
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	detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		
9.	Disclosure of events or information: The listed entity has provided 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.	NO	The board of directors has not implemented a structured digital database that is to be maintained containing the names of such persons or entities as the case may be with which information is shared under this regulation.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No 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 thereunder except as provided under separate paragraph herein.	NO	NSE has fined following non compliances in LODR : <ul style="list-style-type: none"> <li>• 24 A -49,560.</li> <li>• 17(1)-7,84,700</li> <li>• 19(1)-78,000</li> </ul>
12.	Additional Non-compliances, if any:	NO	• The company



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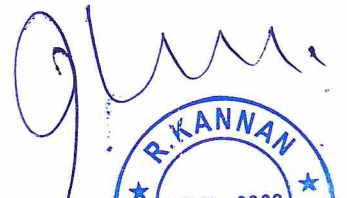
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	<p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>		<p>has submitted the annual secretarial compliance report in delay of 21 days for the financial year ending 31/03/2022.</p> <ul style="list-style-type: none"><li>• The company has not complied under regulation 17(1) b and 17(1) c for which the stock exchange has fined.</li><li>• The board of directors has not implemented a structured digital database that is to be maintained containing the names of such persons or entities as the case may be with which information is shared under this regulation.</li></ul>
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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: Not applicable


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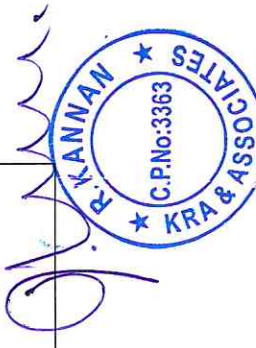
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## Annexure

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/ guide-lines 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.	24 A (2) Every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year	24A (2)	The report is not submitted within the due date.	NSE	Fine	The company has submitted the annual secretarial compliance report in delay of 21 days for the financial year ending 31/03/2022.	49,560	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.	Noted, necessary action will be taken for future compliance	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.



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2.	17(1) (b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise independent directors: Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or	17 1 (b) & (c)	The company has not complied under regulation 17(1) b and 17(1) c for which the stock exchange has fined.	NSE	Fine	The company has not complied under regulation 17(1) b and 17(1) c for the stock exchange has fined.	7,84,700	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.	Noted, necessary action will be taken for future compliance	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.
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*[Handwritten Signature]*



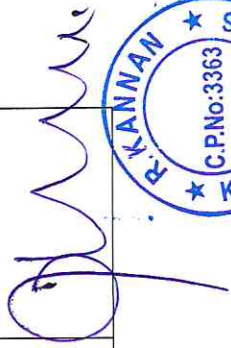
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<p>person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.</p> <p>[(c) The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.</p>			






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3.	SEBI (Prohibition of Insider Trading) Regulations, 2015	3(5)	The board of directors has not implemented a structured digital database that is to be maintained containing the names of such persons or entities as the case may be with which information is shared under this regulation.	-	-	The board of directors has not implemented a structured digital database that is to be maintained containing the names of such persons or entities as the case may be with which information is shared under this regulation.	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.	Noted, company will take necessary action to comply at the earliest	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.
4.	BSE's notice no. 20221028-15 and 20221028-16  NSE/CML/2022/51	Circulars by Stock exchange	The companies are required to submit the SDD compliance certificate which is not done during the year as the company is yet to	-	-	The companies are required to submit the SDD compliance certificate which is not	The company is advised to note the deviation reported and take necessary	Noted, will be filed at the earliest on implementation	The company is advised to note the deviation reported and take necessary steps



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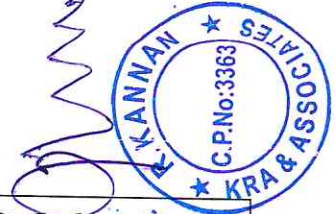
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	Implement Structured Database.		done during the year as the company is yet to Implement Structured Digital Database.	steps to comply with the provisions of regulations in future.	comply with the provisions of regulations in future.
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A) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance.Requirement(Regulations/circulars/guidelinesincluding 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.	Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), 2015 Regulations, 2015	30	Outcome for Board meetings held on 30 <sup>th</sup> June, 2021 was not uploaded to the stock exchange within the time limit prescribed as	-	-	Outcome for Board meetings held on 30 <sup>th</sup> June, 2021 was not	-	The company is advised to note the deviation reported and take	Noted, company will take necessary action to file within	The company is advised to note the deviation reported and take necessary



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		under Regulation 30 read with Part-A of Schedule iii.i.e there was a delay of approximately 3 hours 10 minutes.		uploaded to the stock exchange within the time limit prescribed as under Regulation 30 read with Part-A of Schedule iii.i.e there was a delay of approximately 3 hours 10 minutes.	necessary steps to comply with the provisions of regulations in future.	the timeline	steps to comply with the provisions of regulations in future.		
2.	Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements)	31	NSE	Fine	Shareholding Pattern for QE September, 2021 was not uploaded within the time limit prescribed as under Regulation	2360	The company is advised to note the deviation reported	Noted, company will take necessary action to file within	The company is advised to note the deviation reported and take



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Regulations, 2015	31(1)(b).	31(1)(b).	uploaded within the time limit prescribed as under Regulation 31(1)(b).	and take necessary steps to comply with the provisions of regulations in future.	the timeline	necessary steps to comply with the provisions of regulations in future.
3. Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	46	The details of familiarization programmes imparted to independent directors uploaded by the company on its website does not include the details as prescribed under Regulation 46(2)(i)	The details of familiarization programmes imparted to independent directors uploaded by the company on its website	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.	Noted, will be complied at the earliest	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.



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4.	Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	25	An Independent director was not appointed within the time limits prescribed under regulation 25(6) i.e. within 3 months.	-	-	An Independent director was not appointed within the time limits prescribed under regulation 25(6) i.e. within 3 months.	-	On 1 <sup>st</sup> August, 2021, Mr A Krishnamurthy resigned from the board, the replacement was not made within 3 months as prescribed in regulation 25(6).	Noted, will be complied in the future	The company is advised to note the deviation reported and take necessary steps to comply with the provisions of regulations in future.
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5.	SEBI (Prohibition of Insider Trading) Regulations, 2015	3(5)	As per Regulation 3(5) - The board of directors has not implemented a structured digital database that is to be maintained containing the names of such persons or entities as the case may be	-	-	As per Regulation 3(5) - The board of directors has not implemented a structured digital	-	However the company has appointed an Independent Director vide Postal ballot notice dated 14 <sup>th</sup> March,2022.	Noted, will be complied on successful implementation of SDD software	The company is advised to note the deviation reported and take necessary steps to comply	The company is advised to note the deviation reported and take necessary steps to comply with the



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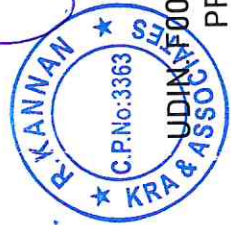
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				with whom information is shared under this regulation.	database that is to be maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation.	with the provisions of regulations in future.	provisions of regulations in future.
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Place: Chennai  
Date: 16.05.2023

For KRA & ASSOCIATES



R.KANNAN  
FCS No.:6718  
CP No.:3363  
UDIN/F006718E000312091  
PR No : 1847/2022