RANDER CORPORATION LIMITED

Regd. Office : 14/15, Madhav-Kripa, Boisar Palghar Road, Boisar, Dist. Palghar. Maharashtra. Phone : 952525 271353.

Admn. Office : Unit No. 35/B, Building No. 1, Ganjawala Shopping Centre, S.V.P. Road, Borivali (W), Mumbai - 400 092. Tel. No. : 2893 5838 • 35110857

E-mail : info@randergroup.com • Website : www.randergroup.com

CIN No : L99999MH1993PLC075812

Date: May 17, 2024

To,
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort
Mumbai - 400 001

Reference: Security ID: RANDER / Security Code: 531228 / ISIN: INE821D01031

Dear Sir/Madam,

Sub: Disclosure – Compliance under Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In terms of Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report duly issued by Ms. Amita Karia, Practicing Company Secretary, for the Financial Year Ended March 31, 2024.

Kindly take the same on record.
Thanking you,

For Rander Corporation Limited

ROHAN DINESHKUMAR RANDER
Digitally signed by ROHAN DINESHKUMAR RANDER
Date: 2024.05.17 13:13:53 +05'30'

Rohan Rander
Director
DIN: 06583489

Encl: As above

AMITA KARIA
Practicing Company Secretary
A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,
Malad (West), Mumbai – 400 064, ☎: 99878 59575 💻: amitagala123@gmail.com

Annual Secretarial Compliance Report of Rander Corporation Limited for the year ended March 31, 2024

To,
The Board of Directors,
Rander Corporation Limited
CIN: L64203MH1993PLC075812
14/15, MADHAV KRIPA, BOISAR, PALGHAR ROAD,
BOISAR DIST, THANE 401501, MH IN
BSE Scrip Code: 531228 / Symbol: RANDER / ISIN: INE821D01031

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Rander Corporation Limited** (hereinafter referred as 'the listed entity'), having its Registered Office situated at 14/15, Madhav Kripa, Boisar, Palghar Road, Boisar Dist, Thane 401501, MH, IN. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Amita Karia have examined:

a) all the documents and records made available to me and explanation provided by **Rander Corporation 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 March 31, 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 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable to the listed entity during the period under review;**
c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable to the listed entity during the period under review;**
f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable to the listed entity during the period under review;**
g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable to the listed entity during the period under review;**
i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the listed entity during the period under review, and**
j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder;

I.

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below;

Sr. No	Compliance Requirement (Regulations /	Regulations / Circular No	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations / remarks of the Practicing	Management Response	Remarks

	Circulars / guidelines / including specific clause)							**Company Secretary**		
-	-	-	-	-	-	-	-	-	-	-

b) The listed entity has taken the following actions to comply with observations made in previous reports:

Sr. No	**Compliance Requirement (Regulations / Circulars / guidelines / including specific clause)**	**Observations for the year ended**	**Deviations**	**Action taken by**	**Type of action**	**Details of Violation**	**Fine Amount**	**Observations/ remarks of the Practicing Company Secretary**	**Management Response**	**Remarks**
1	Financial results	Regulation 33(1)(d) of the SEBI (LODR) Regulations, 2015	Quarterly limited review reports during the F.Y. 2022-23 are given by non-peer reviewed auditor	-	-	-	-	Quarterly limited review reports during the F.Y. 2022-23 are given by auditor who does not hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India	The Auditor of the Company is in due process of receiving peer review certificate from ICAI	-
2	Website - Regulation 46 of the SEBI (LODR) Regulations, 2015	March 31, 2022	Maintenance of Website	-	-	-	-	The Listed entity has not maintained functional website	The listed entity has taken proper meas	The Listed entity is advised to timely disseminate the

								properly as required under Regulation 46(2) of the SEBI (LODR) Regulations, 2015.	ures and action in order to comply with the regulations	documents / information for maintaining its website as during the reporting period, there was a delay in maintaining functional website

II. 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:

Sr. No	Particulars	Compliance Status (Yes / No / NA)	Observations / remarks by the Practicing Company Secretary
1.	**Compliances with the following conditions while appointing / re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit	**NA**	No such event has occurred during the reporting period. Hence, the same is not applicable.

	report for such financial year.		
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of	**NA**	No such event has occurred during the reporting period. Hence, the same is not applicable.

	information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	**NA**	No such event has occurred during the reporting period. Hence, the same is not applicable.

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 the Practicing Company Secretary**
1.	Secretarial Standard: 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).	**YES**	**NA**
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & updated as per the regulations / circulars / guidelines issued by SEBI	**YES**	**NA**
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a	**No**	The Listed entity is advised to timely disseminate the documents / information

	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		for maintaining its website, as during the reporting period, there was a delay in maintaining functional website.
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	**YES**	**NA**
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	**NA**	**NA**
6.	Preservation of Documents: 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	**YES**	**NA**
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	**YES**	**NA**
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity has provided detailed reasons along with	**YES**	**NA**

	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 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	**YES**	**NA**
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	**YES**	During the period under review, the Company has internally maintained system and reporting requirement for Structured Digital Database thereby complying with the Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	**YES**	**NA**
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	**YES**	**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 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.

Amita Sachin Karia

Digitally signed by Amita Sachin Karia
DN: c=IN, o=Personal, title=9136, pseudonym=8e6861744a174676b9fa300d090635d4, 2.5.4.20=9028431e3fc35b325b309e09f23a2eeab006aaddbdf823809f1db2b4ee27e515, postalCode=400007, st=Maharashtra, serialNumber=ea208b162004adad75b61da25b940bfd349f01b5699dea95eb9cc0a646de3a94, cn=Amita Sachin Karia
Date: 2024.05.16 12:26:44 +05'30'

Date: 16.05.2024
Place: Mumbai
UDIN: F011066F000380215

Amita Karia
Practicing Company Secretary
FCS No. 11066
CP No. 16962