



VRAJ IRON AND STEEL LIMITED

Formerly Known As VRAJ IRON AND STEEL PVT. LTD. &
PHIL ISPAT PRIVATE LIMITED

Ref: VISL/SE/ASCR/2024-25/09

Date: 29/05/2025

BSE Limited

P.J. Towers,

Dalal Street, Fort

Mumbai - 400001

Ref: BSE Security Code: 544204

NSE Limited

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

NSE Symbol: VRAJ

Sub: Annual Secretarial Compliance Report for the Financial Year 2024-25.

Dear Sir(s)/Madam(s)

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed Annual Secretarial Compliance Report dated May 27, 2025, received on May 29, 2025, for the financial year 2024-25, issued by M/s Nitin Agrawal & Co., Practicing Company Secretary and Secretarial Auditor of the Company.

Kindly take the same on your record and oblige us.

Thanking You

Yours Faithfully

FOR VRAJ IRON AND STEEL LIMITED

Priya Namdeo

Company Secretary and Compliance officer

Enclosed: As above



NITIN AGRAWAL & CO.

PRACTICING COMPANY SECRETARY

Add: 506, 5th Floor, Danik Bhaskar Complex, Rajbandha Maidan, Raipur, (C.G.) 492001

M: +919977896200 | Email: csnitinagrawal@rediffmail.com

Secretarial Compliance Report of Vraj Iron and Steel Limited for the financial year ended March 31st, 2025

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015)

To,

VRAJ IRON AND STEEL LIMITED

CIN: L27101CT2004PLC016701

Address: First floor, Plot No 63& 66, Ph No 113 Mother Teresa Ward No. 43, Jalvihar
Colony, Raipur (C.G.) 492001

I have examined:

- a) all the documents and records made available to us and explanation and representations provided by **Vraj Iron and Steel Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- c) website of the listed entity,
- d) All other document/ filing, as may be relevant, which has been relied upon to make this Certification.

for the financial year ended March 31st, 2025 ("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 SEBI;

The specific Regulations (including amendments, modifications from time to time), 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 for the period under review.*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *Not applicable for the period under review.*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not applicable for the period under review.*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not applicable for the period under review.*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *Not applicable for the period under review*

And circulars/ guidelines issued thereunder; 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 thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc. | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|---------|----------------------------------------------------------------------------------------|--------------------------|------------|-----------------|--------------------------------------------------------------------------------|----------------------|-------------|-----------------------------------------------------------------|---------------------|---------|
| NIL | | | | | | | | | | |



- 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/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ 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:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---------------------------------------------------------------------|--------------------------------------------------------------------|
| NA | | | | |

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

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.) | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|--------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------|------------|-----------------|---------------------------------------------------------------------------------|----------------------|-------------|-----------------------------------------------------------------|---------------------|---------|
| NA, since the company had listed its Equity Shares during the FY 2024-25 | | | | | | | | | | |



Additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance Report:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------------|
| 1. | <p><u>Secretarial Standards:</u></p> <p>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).</p> | Yes | None |
| 2. | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • 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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. | Yes | None |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity 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 redirects to the relevant document(s)/section of the website. | Yes | None |
| 4. | <p><u>Disqualification of Director(s):</u></p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | None |



| | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------------------------------------------------------|
| 5. | <p><u>Details related to subsidiaries of listed entities have been examined w.r.t:</u></p> <p>a. Identification of material subsidiary companies.</p> <p>b. Disclosure requirement of material as well as other subsidiaries.</p> | NA | During the Period under review, the Listed Entity does not have any Material Subsidiary or subsidiaries. |
| 6. | <p><u>Preservation of Documents:</u></p> <p>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 | None |
| 7. | <p><u>Performance Evaluation:</u></p> <p>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 | None |
| 8. | <p><u>Related Party Transactions:</u></p> <p>a. The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p> | Yes NA | None There was no such transaction during the period under review. |
| 9. | <p><u>Disclosure of events or information:</u></p> <p>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.</p> | Yes | None |



| | | | |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----------------------------------------------------------------------------------------------|
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 | Yes | None |
| 12. | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity 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 | There was no such transaction/resignation by statutory auditor during the period under review |
| 13. | <u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | None |

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or '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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



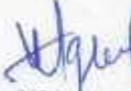
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Nitin Agrawal & Co.

Date: 27/05/2025

CP No.: 1191

Place: Raipur (C.G.)



Nitin Agrawal

(Proprietor)

M No: 9684

Peer Review No.: 2989/2023

UDIN: F009684G000453226