

**FORM MR-3
SECRETARIAL AUDIT REPORT**

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

To,
The Members
M/s. KISAAN PARIVAR INDUSTRIES LIMITED
(Formerly Known as Richirich Inventures Limited)

Address:

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kisaan Parivar Industries Limited (hereinafter called "the Company"). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year commencing from 1st April, 2023 and ended 31st March, 2024 complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made herein after:

1. We have examined the books, papers, minutes book, forms and returns filed and other records maintained by the Company for the financial year ended on 31st of March, 2024 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings;
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') is furnished hereunder for the financial year 2023-24:
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018 Insider Trading Regulations; The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e. <https://kisaanparivar.com/>.
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
 - v. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as the Company has not issued and listed any debt or non-convertible securities during the year under review.**
 - vi. 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; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**

- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the Company has not delisted/ proposed to delist its equity shares during the year under review.**
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
- 3. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 - ix. Other applicable laws, if any include the following:
 - The Payment of Gratuity Act, 1972
 - Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - Employees State Insurance Act, 1948
 - Income Tax Act, 1961
 - Shops and Establishments Act, 1948
 - The Occupational Safety, Health and Working Conditions Code, 2020**;
 - The Industrial Relations Code, 2020;
 - The Code on Social Security, 2020;
 - Indian Stamp Act, 1899;
 - The Environment Protection Act, 1986;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above including the following:

- a) During the year the Company has conducted 11 meetings of the Board of Directors, 7 meetings of the Audit committee, 1 Meeting of Stakeholder Relationship Committee, 4 meetings of Nomination and Remuneration Committee Meeting and 1 meeting of Independent Directors.
- b) We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.
- c) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that:
 - (i) The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was not attracted to the Company under the financial year under report;
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the Company under the financial year under report.
 - (iii) As per the information and explanations provided by the Company, its officers, agents and authorized

representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

We further report that:

- The Company has internal auditors namely Shri. Jayant S Ajinkya, Chartered Accountants, Mumbai for FY 2023-24.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The following changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act:

Sl.no	Name of the Director/KMP	Appointment/Cessation	Designation	Date of event
1	Smt. Khadija Zulfeqar Lokhandwala	Cessation	Company Secretary	05.09.2023
2	Shri. Harish Sharma	Appointment	Company Secretary	04.12.2023
3	Smt. Krutika	Cessation	CEO & CFO	04.09.2023
4.	Smt. Priyanka Agarwal	Appointment	CFO	04.09.2023
5	Smt. Renu Ashok Jain	Cessation	Director	06.01.2024
6	Shri. Ashokkumar Annraj Jain	Cessation	Director	06.01.2024
7	Shri. Sumit Saurabh	Cessation	Independent Director	06.01.2024
8	Smt. Rajini Navanath	Appointment	Managing Director	06.01.2024
9	Shri. Srikanth Yegireddi	Appointment	Additional Director	06.01.2024
10	Shri. Lakshminarayana Bolisetty	Appointment	Additional Director	06.01.2024
11	Shri. Srikanth Yegireddi	Regularization	Director	31.01.2024
12	Shri. Lakshminarayana Bolisetty	Regularization	Independent Director	31.01.2024
13	Smt. Priyanka Agarwal	Cessation	CFO	23.01.2024
14	Shri. Suresh Maddela	Appointment	CFO	23.01.2024

- Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the Chairman of the meeting, the decisions of the Board were unanimous and no dissenting views have been recorded.
- We, further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- The Compliance by the Company of applicable financial Laws like Direct and Indirect Tax Laws has not been reviewed thoroughly in this audit since the same has been subject to review by statutory financial Audit and other designated professionals.

- We further report that during the audit period the company has the following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc:
- The Memorandum of Association of the Company has been altered for Shifting of Registered Office of the Company from State of Maharashtra to State of Telangana and to amend the Main Objects of the Company by passing Special Resolution at the Extra Ordinary General Meeting of the Shareholders of the Company held on 02.08.2023.
- The Company has raised funds of Rs. 2.4 Crores by issuing 40,00,000 Equity Shares of Rs. 6/- each per share by passing Special Resolution at the Extra Ordinary General Meeting of the Shareholders of the Company held on 02.08.2023.
- The Company has revised and enhanced Borrowing powers of Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 upto an aggregate amount of Rs. 100 Crores (Rupees One Hundred Crores) by passing Special Resolution at the Extra Ordinary General Meeting of the Shareholders of the Company held on 02.08.2023.
- The Company has revised and enhanced limits for creation of charge over the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 up to value not exceeding the limit approved by shareholders under Section 180(1)(c) of the Act by passing Special Resolution at the Extra Ordinary General Meeting of the Shareholders of the Company held on 02.08.2023.
- Smt. Rajani Nanavath acquired the Equity Shares from the erstwhile promoters via Share Purchase Agreement and also subscribed to the Equity Shares through Preferential allotment simultaneously and consequently gave Open Offer to the Public Shareholders as per SEBI (SAST) Regulations, 2011. On successful completion of the Open Offer, Smt. Rajanai Nanavath has become the new promoter of the Company.
- The name of the Company has been changed from Richirich Inventures Limited to Kisaan Parivar Industries Limited" by passing Special Resolution at the Extra Ordinary General Meeting of the Shareholders of the Company held on 31.01.2024 and has received the Certificate of Incorporation pursuant to the name change on 05.04.2024.

For Manoj Parakh & Associates

Sd/-

Manoj Parakh

Proprietor

M.No.F8572, C.P.No.8957

UDIN: F008572F000968058

PR: 3439/2023

Place: Hyderabad

Date: 13.08.2024