

16<sup>th</sup> May, 2024

To,  
BSE Limited,  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400 051

Dear Sirs,

**Sub.: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024**

In terms of Clause 3(b)(iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2024, issued by Mr. K. G. Saraf, Proprietor of Saraf andp Associates, Practising Company Secretaries.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Sumitomo Chemical India Limited**



**Deepika Trivedi**  
**Company Secretary and Compliance Officer**

Encl.: a/a



# SARAF & ASSOCIATES

## COMPANY SECRETARIES

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**Secretarial Compliance Report of Sumitomo Chemical India Limited**  
**For the Financial Year Ended 31<sup>st</sup> March 2024**  
**(Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated February 8, 2019)**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Sumitomo Chemical India Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Bldg No.1, GF, Shant Manor Co-op Housing Society Ltd, Chakravarti Ashok 'X' Road, Kandivli (E), Mumbai 400101. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion 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 in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I Mr. **K.G. Saraf**, Practicing Company Secretary (FCS No. 1596, Certificate of Practice No. 642) have examined:

- (a) all the documents and records made available to us and explanation provided by **Sumitomo Chemical 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<sup>st</sup> March 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) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable for the period under review)

- (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) The 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 Non-Convertible securities) Regulations, 2021; (Not applicable for the period under review)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) 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;
- (i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (j) The 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:

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/ circulars / guidelines 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	As per the provisions of Regulation 30(6) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended w.e.f. 14 <sup>th</sup> July, 2023), the listed entity shall disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information emanating within the entity as soon as reasonably possible and not later than twelve hours from the occurrence of event or information.	Regulation 30(3) read with Schedule III - Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	There was a delay in submission to BSE and NSE, the proceedings of Annual General Meeting held on Friday, 28 <sup>th</sup> July, 2023.	The company has made the necessary clarification to the stock exchange for the delayed submission.	The company has made the necessary clarification to the stock exchanges for the delayed submission.	The proceeding ought to have been submitted not later than twelve hours from 04.08 p.m. i.e the time of conclusion of AGM, however the company submitted the same on the subsequent day at 14.09 p.m. to BSE and 14.15 p.m. to NSE.	None	The company has made the necessary clarification to the stock exchanges for the delayed submission.	Prior to the amendment, the timeline for disclosing the proceedings was twenty-four hours and by oversight the amendment in the timeline went unnoticed and the company submitted the proceedings considering the twenty-four hour timelines.	-

(b) 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	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings	Regulation 21(3C) of Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.	The time gap between two consecutive meetings of the Risk Management Committee exceeded the maximum limit of one hundred and eighty days by two days.	-	-	The time gap between two consecutive meetings of the Risk Management Committee exceeded the maximum limit of one hundred and eighty days by two days.	-	Two-day delay in holding the meeting of the Risk Management Committee within the prescribed time as mentioned under regulation 21(3C) of Listing Regulations.	The period of gap between two meetings of Risk Management Committee Meeting as specified in Regulation 21(3C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was misconstrued as 'six months' instead of '180 days'	This deviation was reported in the report for FY ending 31.03.2023

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 PCS*
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; or 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 report for such financial year.	NA	NA
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:	NA	NA
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation 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.	NA	NA

	<p>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.</p> <p>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.</p>		
	<p>ii. Disclaimer in case of non-receipt of 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.</p>	NA	NA
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	NA

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 PCS
1	<p><u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	
2	<p><u>Adoption and timely updation of the Policies:</u></p> <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 has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3	<p><u>Maintenance and disclosures on Website:</u></p> <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> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) of Listing regulations are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	
4	<u>Disqualification of Director:</u>	Yes	

	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have any material subsidiaries
6	<u>Preservation of Documents:</u> 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	
7	<u>Performance Evaluation:</u> 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	
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) The listed entity has provided 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.	Yes	
9	<u>Disclosure of events or information:</u> 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.	No	As stated in Part I (a) above
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	
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	
12	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

**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 certify based upon my 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.

For Saraf & Associates  
Practising Company Secretaries  
KAMALAX  
GANAPAYYA  
SARAF  
K.G. SARAF  
Proprietor  
FCS: 1596 | CP: 642  
FRN. S1988MH004800  
PR. 1003/2020

Digitally signed by KAMALAX  
GANAPAYYA SARAF  
Date: 2024.05.14 15:29:57  
+05'30'

Place : Mumbai

Date : 14.05.2024

UDIN : F001596F000365883