



khaitan (India) Limited
CIN No. L10000WB1936PLC008775

Phone : (033) 4050 5000
Fax : (033) 2288 3961

Ref: KIL: SEC:15: 2024-25
Date: 06/05/2024

The Manager
Listing Department,
National Stock Exchange of India Limited
5th Floor, C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051, Maharashtra India
NSE Symbol: KHAITANLTD

The Secretary,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Maharashtra India
BSE Symbol: 590068

Ref: SEBI Circular No. CIR/CFD/CMDT/27/2019 dated 8th February 2019 read with Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2024

Dear Sir,

In terms of the above referred SEBI Circulars, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended 31 March, 2024, issued by CS Alpna Sethia, Practicing Company Secretary and the Secretarial Auditors of the Company.

This is for your information and record.

Thanking you,
Yours faithfully

For KHAITAN (INDIA) LIMITED



Ankit Sugandh
Company Secretary & Compliance Officer



ALPANA SETHIA

Practicing Company Secretary

10B, Heysham Row

Kolkata-700020

alpanasethia@gmail.com

**Secretarial Compliance Report of Khaitan (India) Limited
(CIN: L10000WB1936PLC008775)**

For the Financial year ended 31st March, 2024

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, read with Circular No. CIR/CFD/CMD1/27/2019, dated 08.02.2019, issued by Securities and Exchange Board of India]

1. I have examined:

- a) All the documents and records made available to me and explanation provided by **Khaitan (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 **31st 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 there under; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")

2. The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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 **(there were no events requiring compliance during the Review Period);**
- 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 as amended **(there were no events requiring compliance during the Review Period);**



e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(there were no events requiring compliance during the Review Period);**

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 **(there were no events requiring compliance during the Review Period);**

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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:

• **Refer Annexure "A" annexed to the Report**

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

• **Refer Annexure "B" annexed to the Report**

2. In terms of the NSE circular reference number: NSE/CML/2023/30 dated 10th April, 2023 and the BSE Circular No. 20230410-41 dated 10th April, 2023, and amendments therein, our affirmations, are appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	Adoption and timely updation of the Policies: <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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	None
3.	Maintenance and disclosures on Website: <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 report under regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	None
4	Disqualification of Director: None of Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	To examine details related to Subsidiaries of listed entities:	NA	The Company does not have any



	(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries		Subsidiary
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	None
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	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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	Yes Not Applicable	None The listed entity has obtained prior approval of Audit Committee for Related Party Transaction.
9.	Disclosure of event 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	None
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	None
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 Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	No Actions has been taken against the listed entity / its promoters/directors /subsidiaries either by SEBI or by Stock Exchanges or Stock Exchanges during the period under review.
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	None



Annexure "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 Advisory/Clarification/Fine/Show Cause Notice/Warning. Etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

Annexure "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 Advisory/Clarification/Fine/Show Cause Notice/Warning. Etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

CS Alpana Sethia
Practicing Company Secretary

ALPANA SETHIA
Company Secretary
Alpana Sethia
C.P. No:-5098

ACS:15758, C.P. No.: 5098
Peer Review No. 2650/2022
Date: 04/05/2024
UDIN: A015758F000311009
Place - Kolkata