



KANORIA CHEMICALS & INDUSTRIES LIMITED

Registered Office :
KCI Plaza, 6th Floor
23C, Ashutosh Chowdhury Avenue
Kolkata-700 019
Tel : +91-33-4031-3200
CIN : L24110WB1960PLC024910
E-mail : calall@kanoriachem.com
Website : www.kanoriachem.com

Date: 29th May 2025

To, The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: KANORICHEM	To, The Secretary, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Script Code: 506525
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Dear Sirs,

Re: Annual Secretarial Compliance Report for the year ended 31st March, 2025.

We attach herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2025 issued by Vinod Kothari & Company, practicing Company Secretary.

Thanking you,

Yours sincerely,
For Kanoria Chemicals & Industries Limited

Pratibha Jaiswal
Company Secretary



Encl.: As above

VINOD KOTHARI & COMPANY

Company Secretaries

B-42, Metropolitan Co-operative Housing Society, Dhapa

Kolkata – 700 105, India

Phone: 033 – 4501 7864

Email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No. -AAMFV6726E

GSTIN - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Secretarial compliance report of “Kanoria Chemicals and Industries Limited” for the financial year ended March 31, 2025

We have examined:

- all the documents and records made available to us and explanations provided by Kanoria Chemicals and Industries Limited (“**listed entity/ Company**”),
- the filings/ submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended March 31, 2025 (“**Review Period**”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the regulations, circulars, guidelines issued there under; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable during the Review Period
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not applicable during the Review Period
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable during the Review Period
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not applicable during the Review Period

Mumbai: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001

Delhi: Nukleus, 501 & 501A, 5th Floor, Saloon Rasvihar, Connaught Place, Saket, New Delhi, Delhi 110017

Bengaluru: 4, Union Street, Infantry Rd, Shivajinagar, Bengaluru, Karnataka 560001

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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations');
 - (h) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company); - Not applicable during the Review Period
 - (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:



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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:-

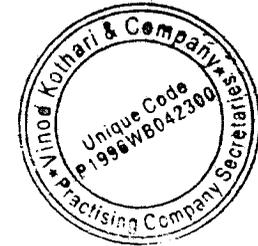
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the Practising Company Secretary (PCS)	Management response	Remarks
1.	As per SEBI Circular dated 31 st December, 2024, the listed companies are mandatorily required to file Integrated Filing (Financial) within 45 days from end of the quarter for which it is being filed.	SEBI Circular dated 31 st December, 2024.	The said filing was made on 27 th February, 2025. i.e. beyond the specified timeline of 45 days from end of quarter ended 31 st December, 2024.	-	Advisory	-	Nil	There was a delay of 12 days in the said filing. The listed entity is advised to adhere to timelines for filing of information with the stock exchange(s).	The listed entity has taken note of the same and will comply hereafter.	-

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



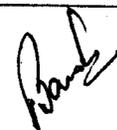
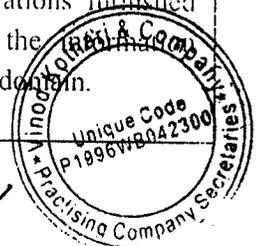
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Sr. No.	Observations/ Remarks of the Practising Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	None					

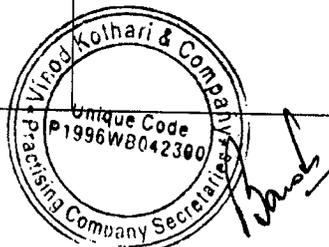


II. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. no.	Particulars	Compliance Status (Yes/No/N/A)	Observations/ Remarks by PCS
1	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with applicable Secretarial Standards (SS) issued by Institute of Company Secretaries of India, namely SS-1 and SS-2	Yes	
2	<u>Adoption and timely updation of the Policies:</u> a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations /circulars /guidelines issued by SEBI.	Yes	Pursuant to the recent amendments in the Listing Regulations and the PIT Regulations, the Company was required to update its Policy on dealing with Related Party Transactions, Policy on determination of material events, Code of conduct, and Code of fair disclosure. We have been informed by the Company that the updated policies have been placed before the Board at the meeting held on 21 st May, 2025.
3	<u>Maintenance and disclosure on website</u> a) The listed entity is maintaining a functional website. b) Timely dissemination of the documents/ information under a separate section on the website. c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirect to the relevant document(s)/ section of the website.	a) Yes b) Yes c) Yes	The Company is maintaining a functional website containing the requisite disclosure.
4	<u>Disqualification of Director(s)</u> None of the Directors of the listed entity are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	We have verified the same on the basis of the declarations furnished by Directors and the available on public domain.

Sr. no.	Particulars	Compliance Status (Yes/No/N/A)	Observations/ Remarks by PCS
5	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> a. Identification of material subsidiary companies b. Disclosure requirements of material as well as other subsidiaries.	Yes	The Company has identified the material subsidiary companies. The financial statements and other operations of the subsidiaries are brought before the Company on a periodic basis.
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 the Listing Regulations.	Yes	We have relied on management representation and verification on a sample basis.
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	The listed entity has conducted the performance evaluation in the meeting dated 13 th February, 2025.
8	<u>Related Party Transactions</u> a. The listed entity has obtained prior approval of the Audit Committee for all related party transactions. b. In case no prior approval obtained, the listed entity shall provide the detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	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 Listing Regulations within the time limits prescribed thereunder.	Yes	



Sr. no.	Particulars	Compliance Status (Yes/No/N/A)	Observations/ Remarks by PCS
10	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	We undertook a process walkthrough and checked entries made in the structured digital database, on a sample basis.
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 the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	N/A	We are not aware of any such instance.
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.	N/A	There has been no instance of resignation of an auditor during the Review Period.
13	<u>Additional Non-Compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/guidance notes, etc.	N/A	No additional non-compliances have been observed during the Review Period.

We further report that the Listed Entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. - Not Applicable during the Review Period.

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

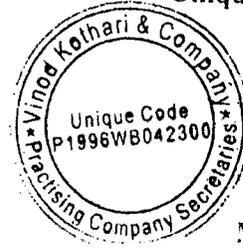


Pravin K. Kulkarni

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 accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the Listing Regulations 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 M/s Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300



Barsha Dikshit

Barsha Dikshit
Partner

Membership No.: A48152

CP No.: 18060

UDIN: A048152G000472895

Peer Review Certificate No.:4123/2023

Place: Kolkata

Date: 28th May, 2025