



khaitan® (India) Limited
CIN : L10000WB1936PLC008775

Phone : (033) 4050 5000 / 39 /40
(033) 2288-8391

Ref: KIL: SEC:15: 2025-26

Date: 30-05-2025

To,

The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G
Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051. Maharashtra, India
NSE Symbol : KHAITANLTD

To,

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Maharashtra, India
BSE Security Code : 590068

**Subject: Intimation regarding Annual Secretarial Compliance Report Regulation 24A of SEBI
LODR Regulation, 2015**

Dear Sir/Madam,

We wish to inform you that the provisions relating to Corporate Governance under Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company for the financial year 2024-25 as the paid-up equity share capital and net worth of the Company were less than Rs. 10 crore and Rs. 25 crore respectively as at the end of previous financial year ended on 31st March 2024.

A copy of the Secretarial Compliance Report for the financial year 2024-25 is enclosed herewith for your information and records. We would like to reiterate that Secretarial Auditor has been informed of the voluntary nature of the report and non-applicability of the provisions of the Corporate Governance on the Company for the financial year 2024-25.

Thanking you,
Yours faithfully,

For Khaitan (India) Limited

Chandranath Banerjee

Chandranath Banerjee

(Company Secretary & Compliance Officer)



Secretarial Compliance Report
Of
Khaitan (India) Limited
For the financial year ended 31st March 2025

I have examined:

- all the documents and records made available to us and explanation provided by Khaitan (India) Limited (“the listed entity”)
- 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 31st March 2025 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 thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (LODR) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- other regulations as applicable.
and circulars/ guidelines issued thereunder;

and based on the above examination, I/~~We~~ 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:

(a) (**)	Compliance	Regulation/	Deviations	Act	Time	Details of Violation	Fine Amount	Observations	Management	Remarks
The listed										

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Company Secretaries

entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:	<i>Requirement (Regulations/circulars/ guidelines including specific clause)</i>	<i>Circular No.</i>		<i>Take by</i>	<i>penalty</i>			<i>Remarks of the Practising Company Secretary (PCS)</i>	<i>Response</i>	
1	<i>The listed entity shall submit to the stock exchanges disclosures of related party transact</i>	23(9)	<i>Filed with delay of one day.</i>	N S E	F I N E	<i>Non-compliance of Reg. 23(9)</i>	Rs. Five Thousand Only	<i>Reg. 23 is not applicable on the Company. Provision of Corporate Governance is not</i>	<i>Company has paid the Fined amount. However, the provision is not</i>	<i>Regulation 23 is not applicable on the Company as the provision of Corporate Govern</i>

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	<i>ions in the format as specified by the Board from time to time, and publish the same on its website</i>						<i>applicable to the company as per Regulation 15(2) of SEBI LODR.</i>	<i>applicable to the Company.</i>	<i>nance is not applicable to the company as per Regulation 15(2).</i>
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observation s/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31 st March 2024	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
	<i>Nil</i>					

I 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/NA)	Observations/

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			Remarks by PCS
1	<p>Secretarial Standards:</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	
2	<p>Adoption and timely updation of the Policies:</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	
3	<p>Maintenance and disclosures on Website:</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	
4	<p>Disqualification of Director(s):</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	
5	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	
6	<p>Preservation of Documents:</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	
7	<p>Performance Evaluation:</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	
8	<p>Related Party Transactions:</p>	Yes	

	<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>		
9	<p>Disclosure of events 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.</p>	Yes	
10	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any: 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	Fine was imposed and paid. However, the provisions were not applicable to Company.
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries: 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.</p>	NO	No such action taken place
13	<p>Additional Non- compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	NO	

I 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

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.
5. The Company has requested for the voluntary review and obtaining of this Secretarial Compliance Report in terms of Regulation 24A(2) of the SEBI (LODR) Regulations, 2015 as provisions of the Corporate Governance is not applicable to the Company as per Section 15 of the SEBI (LODR) Regulations, 2015 for the financial year 2024-25 as the paid-up equity share capital and net worth of the Company were less than Rs. 10 crore and Rs. 25 Crore, respectively as at the end of previous financial year ended on 31st March 2024.

For V.P. Rajeev & Associates
Company Secretaries



CS Purushothaman Velayudhan Rajeev
FCS 10208, CoP No.14032
Peer Review: 4830/2023
UDIN: F010208G000517176

Place: Chennai
Date: 30th May 2025