

Date: May 30, 2024

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400001.

Scrip Code: 539997

Subject: Submission of Annual Secretarial Compliance Report for year ended March 31, 2024

Dear Sir/Madam,

Pursuant to Regulation 24 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Secretarial Compliance Report of the Company issued by M/s **Rishi Mittal & Associates, Practicing Company Secretaries** for the financial year ended March 31, 2024.

You are requested to take the same on record.

Thanking you,

For KWALITY PHARMACEUTICALS LIMITED

RAMESH ARORA
Managing Director
DIN: 00462656



RISHI MITTAL & ASSOCIATES
COMPANY SECRETARIES

945, GALI NEEL WALI, LACHMANSAR, AMRITSAR.
☎ 98154-52825
Email:- rmittalcs@gmail.com

SECRETARIAL COMPLIANCE REPORT OF 'KWALITY PHARMACEUTICALS LIMITED'
FOR THE FINANCIAL YEAR ENDED MARCH 31ST 2024

We have examined:

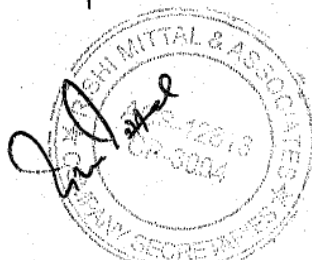
- (a) all the documents and records made available to us and explanation provided by **KWALITY PHARMACEUTICALS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **March 31, 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) 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) All other regulations and circulars/ guidelines issued thereunder as applicable to listed entity from time to time.

and based on the above examination, 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:

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 Regulation 34 of SEBI (LODR) Regulations, 2015, the listed entity shall submit to the stock exchange and publish on its website- a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders	Regulation 34 of SEBI (LODR) Regulations, 2015	There was delay of 2 days in submission of annual report with BSE	BSE	Penalty of Rs.4720 was imposed on company for delay filing of annual report	There was delay of 2 days in submission of annual report with BSE	Rs.4720	Penalty was paid	The Company uploaded some documents at the BSE portal on September 06, 2023 viz. Notice of AGM, outcome of board meeting and Intimation of BC and also have to upload a copy of Annual Report along with aforesaid documents but due to some misapprehension, it could not be uploaded at BSE portal. The company remained under the impression that it was duly uploaded at the BSE portal. But later it was realized the mistake and uploaded the same at the BSE portal.	It was all happened due to some misapprehension and due date pressure. The company will remain careful in future. Penalty was paid



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

Sr. No.	Observations / Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended	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.	The company had purchased the Structured Digital Database (SDD) software on 10-10-2022 and it could not capture all the UPSI disseminated in the year under review through SDD software.	31-03-2023	As per Reg 3(5) and 3(6) of SEBI (PIT) Regulations, 2015, Structured Digital Database (SDD) to be maintained by the company	The company could not capture all the UPSI disseminated in the year under review through SDD software. The BSE team carried out the virtual inspection of SDD Software of the Company and after being fully satisfied with the compliance being done by the company removed the SDD Non-Compliant status of the company from their website.	The company is now fully complying the Reg. 3(5) and 3(6) of SEBI (PIT) Regulations, 2015, regarding Structured Digital Database (SDD) to be maintained by the company	The company is complying the Reg. 3(5) and 3(6) of SEBI (PIT) Regulations, 2015, regarding Structured Digital Database (SDD) to be maintained by the company



 RISHI MITTAL & ASSOCIATES
 COMPANY SECRETARIES
 3

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/NA)	Observations/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	NIL
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 Yes	NIL NIL
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 re- directs to the relevant document(s)/section of the website 	Yes Yes Yes	NIL NIL NIL
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NIL



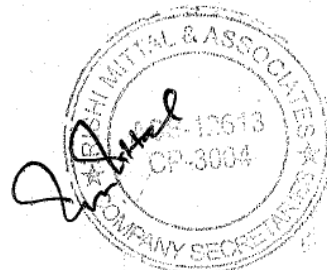
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>N.A.</p> <p>Yes</p>	<p>The company has one subsidiary company but does not have any material subsidiary for the period under review hence the Clause (a) & Clause (b) to the extent of the Material subsidiary are not applicable.</p>
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>	<p>Yes</p>	<p>NIL</p>
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>	<p>Yes</p>	<p>The management has confirmed that the company has conducted performance evaluation of the Board, Independent Directors and the Committees as prescribed in SEBI Regulations.</p>
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	<p>Yes</p> <p>N.A.</p>	<p>NIL</p> <p>All related party transactions entered into by the listed entity during the review period were duly approved by the audit committee.</p>
9.	<p>Disclosure of events or information:</p> <p>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>	<p>No</p>	<p>The proceedings of Annual General Meeting of the company held on 30-09-2023 as required under Regulation 30(6) of SEBI (LODR) required to be submitted to stock exchange not later than 12 hours of occurrence of event and if disclosure made after 12 hours, the company along with disclosure required to provide explanation for such delay. The company has made delay in submission of proceedings to stock exchange and received letter from BSE for clarification. In this regard, company had resubmitted the proceedings along with</p>



			clarification regarding delay in submission to BSE.
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	NIL
11.	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.	Yes	NIL
12.	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.	N.A.	There was no such resignation of statutory auditor during the period under review.
13.	Additional Non-compliances, if any: a) Under Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the company was required to inform the shareholder(s) concerned stating that the dividend on their shares has not been claimed for 7 consecutive years and if not claimed within the given period the said shares will be transferred to IEPF authority and the company also simultaneously had to publish a notice in the leading newspaper in English and regional language informing the concerned that the names of such shareholders and their folio number or DP ID – Client ID are available on their website duly mentioning the website address. The company had to complete both these assignments by 27-10-2023 but it could send notices to shareholders by 13-11-2023 and gave newspaper advertisements on 11-11-2023. So there was delay of around 17 days. b) No other additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	See remarks Yes	The management and compliance officer have confirmed that the delay was due to technical reasons and unintentional. NIL


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 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 Rishi Mittal & Associates
Company Secretaries**

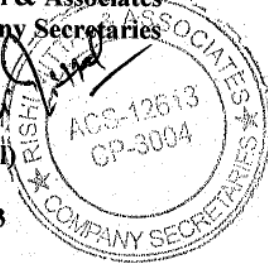

**(Rishi Mittal)
Prop.**

ACS No. 12613

C P No.: 3004

UDIN: A012613F000491401

PR No. : 2486/2022



Date:- 29-05-2024

Place:- Amritsar