

**CHD CHEMICALS LIMITED**  
**CIN NO L24232CH2012PLC034188**

**Reg Office:SCF 214, Motor Market, Manimajra, Chandigarh-160101**  
**Corp Office: Plot NO 331, Industrial Area, Phase II, Panchkula-134113**

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**30-05-2023**

To  
Listing department  
BSE LIMITED  
P.J. Towers, Dalal street  
Fort, Mumbai 400001

**Scrip Code: 539800**

**Subject: Annual Secretarial Compliance Report**

Dear Sir/Madam,

We refer to SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, with regard to filing of Annual Secretarial Compliance Report.

Accordingly, we enclose herewith Annual Secretarial Compliance Report of the Company certified by Mr. Neeraj Jinda;, Practicing Company Secretaries for the financial year ended March 31, 2023.

This is for your kind Information and record please.

Thanking You

**For CHD CHEMICALS LIMITED**

**Ankit Kothari**  
**Managing Director**

# NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES

(A Peer Reviewed Firm)

# 1970, FIRST FLOOR, TDI CITY  
SAPPHIRE FLOORS, SECTOR 110,  
MOHALI - 140307.

9855030581.

E-Mail: [neeraj@njassociates.in](mailto:neeraj@njassociates.in)

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## Secretarial Compliance Report of CHD CHEMICAL LIMITED for the financial year ended 31st March, 2023

I, Neeraj Jindal prop. of M/s. Neeraj Jindal & Associates, Practicing Company Secretary (CP No: 9056, M.No. F-8270), have examined:

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

for the year ended 31st March, 2023 ("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 there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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; Not Applicable during the year under review; Not Applicable during the year under review;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; To the extent applicable.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the year under review;
- (e) Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021; Not Applicable during the year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities)

Regulations, 2021; Not Applicable during the year under review;

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (To the extent applicable);
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to listed entity during the year under review;
- (j) .....N.A.(other regulations as applicable)
- (k) and circulars/guidelines issued there under;

I/We 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><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India(ICSI),as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	None
2.	<p><b>Adoption and timely updation of the Policies:</b></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 have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES  YES	None  None
3.	<p><b>Maintenance and disclosures on Website:</b></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) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	YES  YES  YES	None  None  None

4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	None
5.	<b>Details related to Subsidiaries of listed entities have Been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as Other subsidiaries	YES YES	The listed entity does not have any material subsidiary
6.	<b>Preservation of Documents:</b> 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.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financially year as prescribed in SEBI Regulations.	YES	None
8.	<b>Related Party Transactions:</b> (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 NA	None None
9.	<b>Disclosure of events or information:</b> 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 there under.	YES	None
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	None

11.	<b>Actions taken by SEBI or Stock Exchange(s),if any:</b> 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 there under except as provided under separate paragraph herein (**).	NO	A Fine of Rs. 10000+1800/- INR was levied for violation of Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015 for Delay in furnishing prior intimation about the meeting of the board of directors held on 14.08.2022. (for declaration of quarterly results)
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	NA	No additional non-Compliance was observed for any SEBI regulation/circular/ guidance note etc. during the year under review.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup>October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing /re-appointing an auditor</b>		
	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	NA	No Auditor has resigned.
	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	NA	
	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	

2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information /non-cooperation 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.</p>	NA	No Auditor has resigned.
	<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:</p> <p>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>	<p>NA</p> <p>NA</p> <p>NA</p>	No Auditor has resigned.
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 18 <sup>th</sup> October,2019.	NA	No Auditor has resigned

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement(Regulations/circulars/guidelinesincluding 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.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 29(2)/29(3)	Delay in furnishing prior intimation about the meeting of the board of directors	SEBI	Fine	Delay in furnishing prior intimation about the meeting of the board of directors	10000+1800 INR	The company had intimated about its board meeting on 14.08.2022 on 09.08.2022 in violation of Regulation 29(2)/29(3).	We will make sure such instances never happen again and the Applicable Provisions are followed in spirit.	None

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

Sr. No.	Compliance Requirement(Regulations/circulars/guidelinesincluding 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
					Not Applicable					

For Neeraj Jindal & Associates  
Company Secretaries

(Neeraj Jindal)  
Prop.  
M.No. : F8270  
CP No. : 9056  
Peer Review Certificate No. 2258/2022  
UDIN: **F008270E000406811**

Date: 29.05.2023  
Place: MOHALI.