

Ref: KRBL/SE/2023-24/12

17th May 2023

The General Manager Department of Corporate Services BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited “Exchange Plaza”, C-1, Block-G Bandra-Kurla Complex Bandra (E) Mumbai-400051
Scrip Code: 530813	Symbol: KRBL Series: Eq.

Sub: Annual Secretarial Compliance Report for the financial year ended 31 March 2023

Dear Sir/Madam,

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019, BSE Circular No. 20230316-14 dated 16 March 2023 and NSE Circular No: NSE/CML/2023/21 dated 16 March 2023, Please find enclosed herewith the Annual Secretarial Compliance Report of the Company issued by M/s. DMK Associates, Practicing Company Secretaries, for the financial year ended 31 March 2023.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For KRBL Limited

Jyoti Verma
Company Secretary

Encl: As above

SECRETARIAL COMPLIANCE REPORT OF KRBL LIMITED

FOR THE YEAR ENDED 31st MARCH, 2023

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]

We have examined:

- all the documents and records made available to us and explanation provided by **KRBL LIMITED (CIN: L01111DL1993PLC052845)** (hereinafter referred to as the "**Company**") having its registered office at 5190, Lahori Gate, Delhi-110 006.
- the filings/ submissions made by the Company to the stock exchanges,
- website of the Company,
- 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:

- 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 Securities and Exchange Board of India ("**SEBI**");

The specific Regulations (including amendments therein), 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 (herein after referred as "**SEBI LODR**");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;



- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period)**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**

and based on the above examination, we hereby report that, during the Review Period:

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure A**.
- b) The Company has taken the following actions to comply with the observations made in previous reports: **(Not Applicable, as there was no observation in the previous secretarial compliance report of the Company)**
- c) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019; **(Not Applicable, as there was no resignation of Statutory Auditors)**
- d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following:

S.NO.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	NIL



2	<u>Adoption and timely updation of the Policies:</u>		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	YES	NIL
	• 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	NIL
3.	<u>Maintenance and disclosures on Website:</u>		
	• The Listed entity is maintaining a functional website.	YES	NIL
	• Timely dissemination of the documents/ information under a separate section on the website.	YES	NIL
	• 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	NIL
4.	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<u>To examine details related to Subsidiaries of listed entities</u>		
	• Identification of material subsidiary companies.	NA	The Company has no material subsidiary.
	• Requirement with respect to disclosure of material as well as other subsidiaries.	YES	Nil
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as	YES	NIL



	per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
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	NIL
8.	<u>Related Party Transactions:</u>		
	<ul style="list-style-type: none"> The Listed entity has obtained prior approval of Audit Committee for all Related party transaction 	YES	YES
	<ul style="list-style-type: none"> In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee 	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
9.	<u>DISCLOSURE OF EVENTS OR INFORMATION:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	NIL
10.	<u>PROHIBITION OF INSIDER TRADING:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	NIL
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard	NO	Refer Annexure "A" attached with this report.



	Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder"		
12.	Additional Non-compliances, if any: No any additional noncompliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil

Date: 15.05.2023
Place: New Delhi
UDIN: F004140E000305201



**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

DEEPAK KUKREJA
FCS, LLB., ACIS (UK), IP.
PARTNER
CP No. 8265
FCS No. 4140
Peer Review No. 779/2020

Annexure A

<u>Sr. No.</u>	<u>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</u>	<u>Regulation/ Circular No.</u>	<u>Deviations</u>	<u>Action Taken by</u>	<u>Type of Action i.e Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.</u>	<u>Details of Violation</u>	<u>Fine Amount</u>	<u>Observations/ Remarks of the Practicing Company Secretary</u>	<u>Management Response</u>	<u>Remarks</u>
1	The listed entity shall give notice in advance of atleast seven working days (excluding the date of intimation and the record date) to stock exchange(s) of record date specifying the purpose of the record date.	Regulation 42(2) of SEBI LODR	Delay of one working day in disclosure for the book closure/record date i.e. 10.09.2022 for Annual General Meeting & Dividend.	BSE Limited	Fine levied	The notice of record date i.e 10.09.2022 to the Stock Exchanges was made on 01.09.2022, whereas notice in advance of atleast seven working days (excluding the date of intimation and the record date) is required as per regulation 42(2), hence there was delay of one working day giving notice to stock exchanges.	Rs. 11,800/- (inclusive of 18% GST)	There was a delay of one working day in giving advance notice of record date to the Stock Exchanges under regulation 42(2) of SEBI LODR for which fine has been levied by the Stock Exchanges and which has been duly paid by the Company.	There was one day delay due to inadvertent calculation of seven working days due to the weekend falling in between. We assure to be more careful in future.	NIL
				National Stock Exchange of India Limited	Fine levied		Rs. 11,800/- (inclusive of 18% GST)			



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