



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

30th May, 2023

The Manager
Listing Department
National Stock Exchange of India Limited,
"Exchange Plaza", Plot No. C/1,
"G" Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Symbol: KANORICHEM

DCS-CRD
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Code No. 50 6525

Dear Sirs,

Re: Annual Secretarial Compliance Report for the year ended 31st March, 2023.

We attach herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2023 issued by Vinod Kothari & Company, practicing Company Secretary.

Thanking you,

Yours sincerely,
For Kanoria Chemicals & Industries Limited

Neha Saraf
Company Secretary

Encl : as above

VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India
Phone: +91 - 33 - 2281 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code - P1996WB042300
PAN No - AANIFV6726E
UdyogAdhar Number - WB10D0000448
GSTIN: 19AANIFV6726E1ZR

Secretarial Compliance Report of Kanoria Chemicals & Industries Ltd for the financial year ended 31st March, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Kanoria Chemicals & Industries Ltd (hereinafter referred as 'the listed entity'), having its Registered Office at KCI Plaza, 6th Floor, 23C, Ashutosh Chowdhury Avenue, Kolkata, West Bengal, 700019. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- all the documents and records made available to us and explanation provided by Kanoria Chemicals & Industries Ltd ("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, 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");

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai - 400 001
Delhi: Nukleus, 501 & 501A, 5th Floor, Saleon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



A handwritten signature in black ink, appearing to read "Vinod Kothari".

VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
UdyogAdhar Number – WB10D0000448
GSTIN: 19AAMFV6726E1ZR

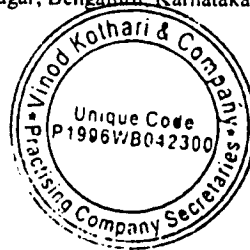
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”);
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable during 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 during the Period under Review
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not Applicable during the Period under Review
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not Applicable during the Period under Review
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- and based on the above examination, we hereby report that, during the Review Period:

- 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 (Regulation s/ circulars/ guide- lines 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
Refer Table III										

Mumbai:403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai – 400 001
Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvillas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



VINOD KOTHARI & COMPANY

Practising Company Secretaries
 1006-1009, Krishna Building, 224 A.J.C. Bose Road
 Kolkata - 700 017, India
 Phone: +91 - 33 - 2281 1276 | 3742
 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
 Unique Code - P1996WB042300
 PAN No - AAMFV6726E
 UdyogAdhar Number - WB10D0000448
 GSTIN: 19AAMFV6726E1ZR

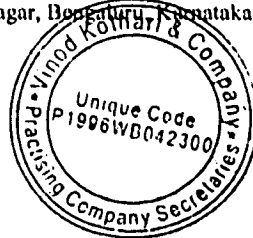
(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
Not applicable										

II. 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:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
I.	Compliances with the following conditions while appointing/re-appointing an auditor		
	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 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 iii. If the auditor has signed the limited review/	NA	There has been no instance of resignation of an auditor during the Review Period.

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai - 400 001
 Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
 Bengaluru: 4, Union Street, Infantry Rd. Shivaji Nagar, Bengaluru, Karnataka 560001



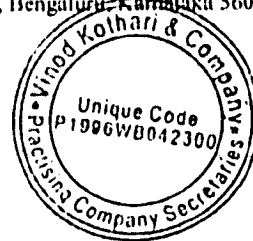
(Handwritten Signature)

VINOD KOTHARI & COMPANY

Practising Company Secretaries
 1006-1007, Krishna Building, 224 A.J.C. Bose Road
 Kolkata - 700 017, India
 Phone: +91 - 33 - 2261 1276 | 3742
 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
 Unique Code - P1996WB042300
 PAN No - AAMFV6726E
 UdyogAdhar Number - WB11010000148
 GSTIN: 19AAMFV6726E1ZK

	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.		
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	There has been no instance of resignation of auditor during the Period under Review.
	<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> <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</p>	NA	There has been no instance of resignation of auditor during the Period under Review.

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai - 400 001
 Delhi: Nukleus, 501 & 501A, 5th Floor, Saleon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
 Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru - Karnataka 560001



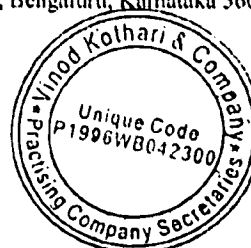
Banar

VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India
Phone: +91 - 33 - 2281 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code - P1996WB042300
PAN No - AAMFV6726E
UdyogAdhar Number - WB10D0000448
GSTIN: 19AAMFV6726E1ZR

	<p>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: 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>		
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 18th October, 2019.	NA	There has been no instance of resignation of an auditor during the Period under Review.

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai - 400 001
Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1007, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India
Phone: +91 - 33 - 2281 1276 / 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code - P1996WB042300
PAN No - AAMFY6726F
UdyogAdhar Number - WB101MM00448
GSTIN: 19AAMFY6726F1ZR

III 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.	Secretarial Standards: 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).	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll 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.	Maintenance and disclosures on Website: <ul style="list-style-type: none">(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 re-directs to the relevant document(s)/section of the website	(a) Yes (b) Yes (c) Yes	The Listed entity is maintaining a functional website and the information is timely disseminated on the website. On the "Corporate Governance" tab of the stock exchange website of the Listed entity, the specific web-links are not appearing. However, the Listed entity has shared the extracts of the filings made with the

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai - 400 001
Delhi: Nukleus, 501 & 501A, 5th Floor, Saloon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001

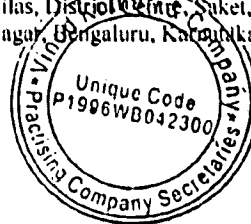


VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India
Phone: +91 - 33 - 2281 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code - P1996WB042300
PAN No - AAMFV6726E
UdyogAdhar Number - WB10D0000448
GSTIN: 19AAMFV6726E1ZR

			stock exchanges that contain specific web-links that redirect to the relevant document(s)/ section of the website.
4.	Disqualification of Director: 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	We have relied on the certificate of non-disqualification of directors, obtained by the Company
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	(a) Yes (b) Yes	The Company has identified the material subsidiary. The financial statements and other operations of the subsidiaries are brought before the Company on a periodic basis.
6.	Preservation of Documents: 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	
7.	Performance Evaluation: 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.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai - 400 001
Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rusvilas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India
Phone: +91 - 33 - 2281 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code - P1996WB042300
PAN No - AAMFV6726E
UdyogAdhar Number - WB10D0000448
GSTIN: 19AAMFV6726E1ZR

	(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.		
9.	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.	Yes	
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	
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 except as provided under separate paragraph herein.	Yes	No actions have been taken except for a clarification letter on the shareholding pattern filed by the Company for which suitable reply was provided by the Company.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Not Applicable	No additional non-compliances have been observed during the Review Period.

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai - 400 001
Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
UdyogAdhar Number – WB10D0000448
GSTIN: 19AAMFV6726E1ZR

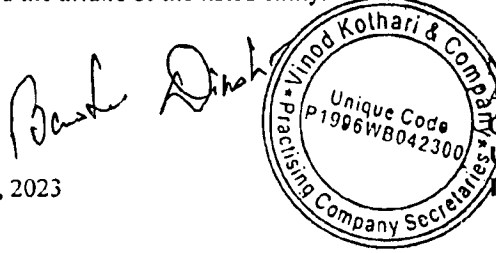
Assumptions & Limitation of scope and Review:

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.

Place: Kolkata

Signature:

Date: 30th May, 2023



Name of the PCS: Ms. Barsha Dikshit
CS No.: A48152
CP No.: 18060
DIN: A048152E000426530
PR No.: 781/2020

Mumbai: 403-406, 175, Shreyas Chambers, D.N. Road Fort, Mumbai – 400 001
Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001