



Chemplast Sanmar Limited

Regd Office:
9 Cathedral Road
Chennai 600 086 India
Tel + 91 44 2812 8500
E-mail: csl@sanmargroup.com
www.chemplastsanmar.com
CIN L24230TN1985PLC011637

April 10, 2024

BSE Limited Floor 24 P J Towers Dalal Street Mumbai 400 001 Scrip Code: 543336	National Stock Exchange of India Limited Exchange Plaza, Plot No.C/1G, Block Bandra-Kurla Complex, Bandra (East) Mumbai 400 051 Scrip Symbol: CHEMPLASTS
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Dear Sirs,

Subject: Secretarial Compliance Report as per Regulation 24A for the year ended March 31, 2024

Please find enclosed the Secretarial Compliance Report issued by CS Dr B Ravi, Managing Partner, B Ravi & Associates, Company Secretaries, as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024.

We request you to take the above on record.

Thanking you,
Yours faithfully,

For CHEMPLAST SANMAR LIMITED

M RAMAN
Company Secretary & Compliance Officer
Memb.No.ACS-6248



SECRETARIAL COMPLIANCE REPORT
OF
CHEMPLAST SANMAR LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

The Board of Directors of
CHEMPLAST SANMAR LIMITED
CIN: L24230TN1985PLC011637
9, Cathedral Road,
Chennai – 600 086

Dear Sirs,

We have examined:

- a) all the documents and records made available to us and explanation provided by **CHEMPLAST SANMAR 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 **31st March 2024** 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 there under; 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;



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- 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; (was not applicable to the company during the period under review)
- e) Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021;(was not applicable to the company during the period under review)
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (was not applicable to the company during the period under review)
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (PIT Regulations)
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued there under;

And based on the above examination, we hereby report that, during the Review Period, the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, as specified in the Annexure.

We hereby report that, during the review period the compliance status of the listed entity with the following requirements

S no	Particulars	Compliance status (Yes/ No/ Not applicable)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity 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 • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	NIL



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3.	<u>Maintenance and disclosures on Website:</u> <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	NIL
4.	<u>Disqualification of Director(s):</u> 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.	YES	NIL
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure Requirement 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 per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	NIL
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/ during the financial year as prescribed in SEBI Regulations	YES	NIL
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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	YES	NIL



B. Ravi

9.	<u>Disclosure of events or information:</u> 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	NIL
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	NIL
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	YES	NIL
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u> 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.	NIL	NIL
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	NIL

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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 the 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.

Place: Chennai
Date: 04.04.2024

Signature: *B. Ravi*
Name of Company Secretary in practice: CS Dr. B Ravi
FCS No.: 1810 CP No.: 3318
MANAGING PARTNER
B RAVI & ASSOCIATES
Firm Registration Number: P2016TN052400
Peer Review Certificate Number: 930/2020
UDIN: F001810F000022160



CHEMPLAST SANMAR LIMITED

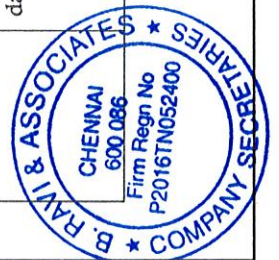
ANNEXURE

(A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of action (Advisory/ clarification/ fine/ notice/ warning, etc)	Details of violation	Fine amount	Observations/ Remarks of the Practising Company Secretary(PCS)	Management response	Remarks
										NIL

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

Sr.No	Observations/ Remarks of the Practising Company Secretary	Observations made in the Secretarial Compliance Report during the financial year ended 31.03.2023	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	Comment of the PCS on the action taken by the Listed entity
1.	The gap between two Risk management committee meetings held on 31.03.2022 and 03.11.2022 exceeds 180 days.	The gap between two Risk management committee meetings exceeds 180 days.	The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two	The gap between two Risk management committee meetings held on 31.03.2022 and 03.11.2022 exceeds 180 days. NSE has sought clarification	We were informed by the Company that NSE has advised the company to be prudent in future in response to the clarification provided by the company to NSE.	The company has subsequently complied with the requirement.



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			<p>consecutive meetings as per Regulation 21 (3C) of SEBI LODR.</p>		<p>After 03.11.2022, Risk Management Committee Meetings were held on the following dates, i.e, 23.03.2023, 09.08.2023 and 29.01.2024. The gap between any consecutive two Risk Management Committee Meetings was well within the timeline prescribed under Regulation 21(3C) of SEBI LODR.</p>
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B. Ravi

