

CHEMFAB / SEC / 2023-2024

24<sup>th</sup> May 2023

**BSE Limited**

Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**BSE – Security Code: 541269**

**National Stock Exchange of India Limited**

The Manager, Listing Department  
“Exchange Plaza”  
Bandra - Kurla Complex, Bandra (E)  
Mumbai - 400 051

**NSE Symbol: CHEMFAB**

Dear Sir/ Madam,

**Sub: Submission of Annual Secretarial Compliance Report**

In line with the requirements of Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No: CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, we are submitting herewith the Annual Secretarial Compliance Report for the Financial Year 2022 – 2023 issued by Ms. Kalaiyarasi Janakiraman, Partner, M/s. M. Damodaran & Associates LLP, Practicing Company Secretaries.

Kindly take the above information on record.

Thanking You,

Yours Faithfully,

For **CHEMFAB ALKALIS LIMITED**

**B.Vignesh Ram**

**Company Secretary & Compliance Officer**



## M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

### SECRETARIAL COMPLIANCE REPORT OF CHEMFAB ALKALIS LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

**(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)**

I, Kalaiyarasi Janakiraman, Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai have examined:

- a) all the documents and records made available to me and explanation provided by **CHEMFAB ALKALIS LIMITED** ("the Company"),
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the Financial year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:
  - i. Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - ii. 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 prescribed under the SEBI Act whose provisions and the circulars/guidelines issued thereunder, (wherever applicable), have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- 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 to the company during the review period.*



- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - *Not applicable to the company during the review period.*
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client and ESOP.
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - *Not Applicable to the company during the review period.*

and circulars/ guidelines issued thereunder;

and based on the above examination, I 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 below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning , etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- b) The Company has taken the actions as specified in **Annexure – A** to comply with the observations made in previous reports.
- c) The Company has suitably included the conditions as mentioned in Para 6(A) and Para 6 (B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in terms of re-appointment of statutory auditor of the Company.



I hereby further report that, during the Review Period the compliance status of the Company is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the Company 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 section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company</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	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>• The Company 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	-
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	-



5.	<u>Details related to Subsidiaries of the Company have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	-
6.	<u>Preservation of Documents:</u> The Company 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.	<u>Performance Evaluation:</u> The Company 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	-
8.	<u>Related Party Transactions:</u> (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company 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	-
9.	<u>Disclosure of events or information:</u> The Company 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.	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-

  




11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No action(s) has been taken against the Company / 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.	NA	No action(s) has been taken against the Company / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges.
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance observed.

Place: Chennai  
Date: 10.05.2023

For **M DAMODARAN & ASSOCIATES LLP**



Kalaiyarasi Janakiraman  
Partner  
Membership No.: 29861  
COP. No.: 19385  
FRN: L2019TN006000  
PR 1374/2021  
ICSI UDIN: A029861E000280408

Annexure - A

The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine / Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	As per second proviso to regulation 33 (3) (d) of SEBI (LODR), 2015, in case of audit reports with unmodified opinion(s), the listed entity shall furnish a declaration to the Stock Exchange(s) while publishing the annual audited financial results.	Regulation 33 (3) (d) of SEBI (LODR), 2015	The company has published its Annual Audited Financial results for the period ended 31.03.2021 on 22.05.2021 and furnished the declaration on statement of unmodified opinion to the Stock Exchange (s) on 02.06.2021.	No action taken	NA	The company has published its Annual Audited Financial results for the period ended 31.03.2021 on 22.05.2021 and furnished the declaration on statement of unmodified opinion to the Stock Exchange (s) on 02.06.2021. So that, the Company has complied second proviso to regulation 33 (3) (d) of SEBI (LODR), 2015 with minor deviation.	NA	The Company has complied second proviso to regulation 33 (3) (d) of SEBI (LODR), 2015 with minor deviation.	The Company had complied with the same. However, there was a delay in complying with the same.	NA
2.	As per regulation 30 of SEBI (LODR), 2015, the listed entity shall first disclose to stock exchange(s) of	Regulation 30 of SEBI (LODR), 2015	The Company has allotted 9000 equity shares under Chemfab Alkalies Employees Stock Option Scheme – 2015 vide Board	No action taken	NA	The Company has allotted 9000 equity shares under Chemfab Alkalies Employees Stock Option Scheme – 2015 vide Board	NA	The Company has not complied the provisions of regulation 30 of SEBI (LODR), 2015.	The Company had complied with the same. However, there was a delay in complying with	NA



	all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.		Meeting dated 21.05.2021. However, the said material event has not been intimated to the Stock Exchanges.			Meeting dated 21.05.2021. However, the said material event has not been intimated to the Stock Exchanges. So that, the Company has not complied the provisions of the regulation 30 of SEBI (LODR), 2015.					the same.	
3.	As per regulation 30 of SEBI (LODR), 2015, the listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.	Regulation 30 of SEBI (LODR), 2015	Meeting dated 21.05.2021. However, the said material event has not been intimated to the Stock Exchanges.	No action taken	NA	The Company has allotted 64300 equity shares under Chemfab Alkalies Employees Stock Option Scheme - 2020 vide Board Meeting dated 31.01.2022. However, the said material event has not been intimated to the Stock Exchanges on 10.02.2022. So that, the Company has not complied the provisions of the regulation 30 of SEBI (LODR), 2015 with delay.	NA	The Company has complied the provisions of the regulation 30 of SEBI (LODR), 2015 with delay.	The Company has had complied with the same. However, there was a delay in complying with the same.	NA		

