



**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 20, 2023

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, 2023**

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, 2023.

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 YEAR ENDED 31<sup>ST</sup> MARCH 2023**

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 certification,

for the year ended **31<sup>st</sup> March 2023** 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");

*B. Ravi*



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 subject to the observations made elsewhere in the report.
- 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; (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
- i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

And circulars/ guidelines issued there under, as amended;

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, except in respect of the matters specified in the Annexure.



*B. Ravi*

We hereby further affirm the following as mandated under:-

- a. BSE circular number 20230316-14 dated 16<sup>th</sup> March, 2023
- b. NSE circular number NSE/CML/2023/21 dated 16<sup>th</sup> March, 2023

S no	Particulars	Compliance status (Yes/ No/ Not applicable)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u>  The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes  Yes	Nil  Nil
3.	<u>Maintenance and disclosures on Website:</u>  • 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  Yes  Yes	Nil  Nil  Nil
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil



B. Ravi

5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	Nil
6.	<p><u>Preservation of Documents:</u></p> <p>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</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>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</p>	Yes. The evaluation of the board as a whole including independent directors, committees were carried out at the board meeting held on 23 <sup>rd</sup> March 2023.	Nil
8.	<p><u>Related Party Transactions:</u></p> <p>(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</p>	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 Actions 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>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil

Place: Chennai

Date: 05.04.2023

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: F001810E000019784



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	Deviation	Action taken by	Type of action (Advisory/ clarificatio n/ fine/ show cause notice/ warning, etc)	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
1.	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 consecutive meetings.	Regulation 21 (3C) of SEBI LODR	The gap between two Risk management committee meetings exceeds 180 days.	NSE	NSE has sought clarification	The gap between two Risk management committee meetings held on 31.03.2022 and 03.11.2022 exceeds 180 days.	Nil	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 informed that they were under the impression that the time gap between two meetings in a financial year should not exceed 180 days.	



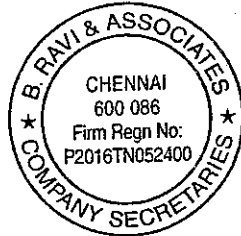
B. Ravi

CHEMPLAST SANMAR LIMITED

(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)	Regulation/ Circular No	Deviation	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 Ravi





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

**ADDENDUM TO THE SECRETARIAL COMPLIANCE REPORT OF  
CHEMPLAST SANMAR LIMITED DATED 05<sup>TH</sup> APRIL 2023 FOR THE YEAR ENDED  
31ST MARCH 2023 VIDE UDIN F001810E000019784**

Dear Sirs,

We have issued Secretarial Compliance Report of Chemplast Sanmar Limited for the year ended 31<sup>st</sup> March 2023 on 05<sup>th</sup> April 2023 vide UDIN F001810E000019784 incorporating the affirmations required to made in the report as mandated under BSE and NSE circulars dated 16<sup>th</sup> March, 2023.

NSE and BSE vide their Circular No NSE/CML/2023/30 dated 10.04.2023 and Notice No. 20230410-41 Dated 10.04.2023 respectively have made a change in point No 1 of the Table regarding additional affirmation by PCS. Consequent to the above, we hereby provide an addendum to the report and Point No 1 of the Table in Page No.3 of our report should be read as below and the Point No 1 given in the table to the report dated 05.04.2023 be deleted.

This addendum forms part of the report and issued consequent to the changes notified by the Stock exchanges detailed above subsequent to the issue of the report.

We hereby further affirm the following as mandated under:-

- BSE circular number 20230316-14 dated 16.03.2023 and Circular Number 20230410-41 dated 10.04.2023
- NSE circular number NSE/CML/2023/21 dated 16.03.2023 and Circular No NSE/CML/2023/30 dated 10.04.2023.

S no	Particulars	Compliance status (Yes/ No/ Not applicable)	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	Nil

Place: Chennai  
Date: 12.04.2023

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**