

PRIYA NARNOLIA

Company Secretary in Whole Time Practice

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**Secretarial compliance report of Khaitan (India) Limited for the year ended
31.03.2019**

I Priya Narnolia, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by Khaitan (India) Limited – CIN L10000WB1936PLC008775 (“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 31.03.2019 (“Review Period”) 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 thereunder; and
- (b) 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, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder;
- (b) 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”);
- (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



(g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;

(j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(k) Any other regulations, circulars etc issued by SEBI applicable to the Company.

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder as applicable to it.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited	Clause 41 of old Listing Agreement (Quarter ended 30.06.2014)	Fine Amount excluding GST Rs.50000.00	
2.	National Stock Exchange of India Limited	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine Amount excluding GST Rs.15000.00	The management of the company has confirmed that payment shall be made shortly



		(Quarter ended 30.06.2018)	
3.	National Stock Exchange of India Limited	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Quarter ended 31.03.2016)	Fine Amount excluding GST Rs.40000.00
4.	National Stock Exchange of India Limited	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Quarter ended 31.03.2017)	Fine Amount excluding GST Rs.65000.00
5	National Stock Exchange of India Limited	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Quarter ended 31.03.2018)	Fine Amount excluding GST Rs.12000.00
6	National Stock Exchange of India Limited	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Quarter ended 31.03.2018)	Fine Amount excluding GST Rs.5000.00



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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Not Applicable

Signature: Priya Narnolia
Priya Narnolia
Practicing Company Secretary: ss
ACS No.: 47211
C P No.: 17480



Date: 24.05.2019
Place: Kolkata