

Secretarial Compliance Report of
KCL Limited ("KCL")
for
the financial year ended March 31, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **KCL Limited ("KCL")**, **CIN: L74899DL1983PLC068008** (hereinafter referred as 'the listed entity'), having its Registered Office at **E-292, Sarita Vihar, New Delhi 110044**. 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 **March 31, 2025**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **SK Verma & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **KCL 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 year ended on **March 31, 2025** ("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) 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; **[Not Applicable for 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 as the listed entity has not bought back/propose to buy-back any of its securities during the Review Period];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];**

- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not Applicable for the period under review]**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 **(to the extent applicable);**
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder

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 (Regulations/ circulars / guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Find/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response/Remedial actions, if any, taken by the listed entity	Remarks/Comments of the PCS on the actions taken by the listed entity
Pertaining to the year ended March 31 2025										
1.	The listed entity shall submit annual audited standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications applicable only for audit report with modified opinion.	Regulation 33 (3) (d) of SEBI (LODR) Regulations, 2015	Delay of nine (9) days	NIL	Penalty under SOP Circular	The annual audited financial results along with all other attachments for the quarter and year ended 31 March 2024 Submitted on 8 June 2024 with delay of nine (9) days	As per SOP.	Same as in Deviation.	The delay was due to technical Glitch in ERP leading to data loss. Took time to retrieve the data. Now the software is working properly.	Same as management remarks.
2.	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in	Regulation 31 of SEBI (LODR) Regulations, 2015	100% of Promoter & Promoter Group shareholding not in	MSEI	Notice received to provide clarification.	100% of Promoter & Promoter Group shareholding not in dematerialized Form.	Fine Not covered in SOP, only clarification sought	Same as in Deviation.	The management is in the process of dematerializing the 100% shareholding of promoter & promoter group.	Same as management remarks.

the manner as specified by the Board		dematerialized Form.								
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(b) Except as mentioned above, 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:

Sl. No.	Action Taken by	Details of violation	Details of action taken, if	Observations/ remarks of the Practicing Company Secretary, if any.
1.	MSEI	Various non-compliance observed pertaining to SEBI (LODR) Regulations, 2015.	As per SOP circular by SEBI.	The Company has submitted the waiver application to stock exchange.

(d) 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.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Find /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response/Remedial actions, if any, taken by the listed entity	Remarks/Comments of the PCS on the actions taken by the listed entity
Pertaining to the year ended March 31 2024										

1.	The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within twenty one days from the end of each quarter.	Regulation 27(2) of SEBI (LODR) Regulations, 2015	Delay of 7 (Seven) days	MSEI	Penalty under SOP Circular	The report for the quarter ended 31 March 2023 was submitted on 28/04/2023 with delay of seven days	16,000	The Company has submitted the waiver application to stock exchange.	Delay was occurred due to non-availability of RTA data. Same was also intimated to the Stock exchange along with submission.	The Company has submitted the waiver application to stock exchange.
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2.	The listed entity shall submit annual audited standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications applicable only for audit report with modified opinion.	Regulation 33 (3) (d) of SEBI (LODR) Regulations, 2015	Delay of 66 (sixty six) days	MSEI	Penalty Under SOP Circular	The annual audited financial results along with all other attachments for the quarter and year ended 31 March 2023 Submitted on 4 September 2023 with delay of 66 (sixty Six) days	5,00,000	The Company has submitted the waiver application to stock exchange.	Statutory Auditors was suffering from critical mental condition since the month of march and he had not finalized financial results. He had resigned due to critical mental condition, The Company had to appoint another auditor and therefore such delay had occurred.	The Company has submitted the waiver application to stock exchange.
3.	The listed entity shall submit a quarterly compliance report on corporate governance in the format as	Regulation 27(2) of SEBI (LODR) Regulations, 2015	Delay of 10 (Ten) days	MSEI	Penalty Under SOP Circular	The report for the quarter ended 30 June 2023 was submitted on 31/07/2023	16,000	The Company has submitted the waiver application to stock exchange.	Delay was occurred due to non availability of RTA data. Same was also intimated to the Stock exchange along with submission.	The Company has submitted the waiver application to stock exchange.

	specified by the Board from time to time to the recognised stock exchange(s) within twenty one days from the end of each quarter.					with delay of ten days				
4.	The listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board on a quarterly basis, within twenty one days from the end of each quarter	Regulation 31 (1) (b) of SEBI (LODR) Regulations, 2015	Delay 3 days	MSEI	Penalty Under SOP Circular	The report for the quarter ended 30 June 2023 was submitted on 24/07/2023 with delay of three days	2,000	The Company has submitted the waiver application to stock exchange.	Delay was occurred due to non availability of RTA data. Same was also intimated to the Stock exchange along with submission.	The Company has submitted the waiver application to stock exchange.

5.	The listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board on a quarterly basis, within twenty one days from the end of each quarter	Regulation 31 (1) (b) of SEBI (LODR) Regulations, 2015	Delay 1 day	-	-	The report for the quarter ended 30 September 2023 was submitted on 22/10/2023 with delay of one day	--	The Company has submitted the waiver application to stock exchange.	Delay was occurred due to non- availability of RTA data. Same was also intimated to the Stock exchange along with submission.	The Company has submitted the waiver application to stock exchange.
6.	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty- five days of end of each quarter, other than the last quarter.	Regulation 33 (3) (a) of SEBI (LODR) Regulations, 2015	Delay of 56 (fifty six) days	MSEI	Penalty Under SOP Circular	The financial results along with all other attachments for the quarter ended 30 June 2023 Submitted on 9 October 2023 with delay of 56 (fifty six) days	1,50,000	The Company has submitted the waiver application to stock exchange.	Statutory Auditors was suffering from critical mental condition since the month of march and he had not finalized financial results. He had resigned due to critical mental condition, The Company had to appoint another auditor and therefore such delay had occurred.	The Company has submitted the waiver application to stock exchange.

II. 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.	<p><u>Secretarial Standard:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated on time as per the regulations/circulars/guidelines issued by SEBI. 	<p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p>
3.	<p><u>Maintenance and disclosures on Website:</u></p> <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 redirects to the relevant document(s)/ section of the website 	<p>Yes</p> <p>Yes except some</p> <p>As above.</p>	<p>As represented by management, the website is being updated as per the requirement of Regulation 46 of SEBI (LODR) Regulations, 2015 and the reply to the Stock Exchange shall be submitted as per the requirement of the applicable provisions.</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><u>Details related to Subsidiaries of listed entities have examine w.r.t:</u></p> <p>(a) Identification of material subsidiary companies</p>	NA	The company does not have any material

	(b) Disclosure requirement of material as well as other subsidiaries	NA	subsidiary during the year under review.
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	None
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 as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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.	Yes NA	None None
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 thereunder.	Yes	None
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	None
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 thereunder.	As detailed in this report	As detailed in this report

12.	<p><u>Resignation of statutory auditors from the Company or its material subsidiary(ies)</u></p> <p>In case of resignation of statutory auditors 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 SEBI LODR Regulations by listed entities.</p>	Yes	There was no such instance.
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	None

Further, in accordance with Para No. 11 of SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024, the Company has duly complied with the requirements pertaining to the disclosure of employee benefit scheme documents as mandated under Regulation 46(2)(za) of the SEBI (LODR) Regulations, 2015 (This clause not applicable)

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.

**For SK VERMA & ASSOCIATES
Company Secretaries**



**CS Suman Kumar Verma
Proprietor**

FCS: 7409, CP No.: 24902

PR: 5634/2024

UDIN: F007409G000457980

Date: 27 May 2025

Place: Faridabad