



## **ANNUAL SECRETARIAL COMPLIANCE REPORT OF SPL INDUSTRIES LIMITED**

(for the year ended 31<sup>st</sup> March, 2025)

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Agarwal S. & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **SPL INDUSTRIES 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, 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 (Regulations) 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during Audit Period)**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during Audit Period)**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during Audit Period)**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (i) The Securities and Exchange Board of India (Registrar to an issue and share Transfer Agents) Regulations 1993 **(Not applicable to the Company during Audit Period)**

and the circulars/ guidelines issued thereunder.

and based on the above examination, 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, except in respect of matters specified below: -

| Sr. No.       | Compliance Requirement (Regulations /circulars/ guidelines Including Specific clause (i) | Regulation /Circular No. (ii) | Deviations (iii) | Action Taken by (iv) | Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning , etc.) (v) | Details of Violation (vi) | Fine Amount (vii) | Observations/ Remarks of the Practicing Company Secretary (viii) | Management Response (ix) | Remarks (x) |
|---------------|------------------------------------------------------------------------------------------|-------------------------------|------------------|----------------------|-------------------------------------------------------------------------------------|---------------------------|-------------------|------------------------------------------------------------------|--------------------------|-------------|
| -----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 Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended March 31, 2024 | 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 | Comments of the PCS on the actions taken by the listed entity |
|---------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------|
| -----NIL----- |                                                                                   |                                                                                          |                                                                                      |                                                                                                     |                                                      |                                                               |

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

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                          | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS                                 |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------|
| 1.      | <u>Secretarial Standard</u><br>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                           | Generally complied with                                      |
| 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 listed entity.</li> </ul> <p>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations /circulars/guidelines issued by SEBI.</p>                                              | Yes<br><br>Yes                | None<br><br>None                                             |
| 3.      | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>The Listed entity 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 redirects to the relevant document(s)/section of the website.</li> </ul> | Yes<br>Yes<br><br>Yes         | None                                                         |
| 4.      | <u>Disqualification of Director:</u><br>None of the director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.                                                                                                                                                                                                                                                                    | Yes                           | None                                                         |
| 5.      | <u>Details related to Subsidiaries of listed entities:</u><br><br>(a) Identification of material subsidiary companies<br>(b) Requirements with respect to disclosure of material as well as other subsidiaries.                                                                                                                                                                                                                                      | NA                            | The company does not have any Subsidiary/Material Subsidiary |

|     |                                                                                                                                                                                                                                                                                                                                                                        |               |      |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|------|
| 6.  | <u>Preservation of Documents:</u><br><br>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><br><br>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><br><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.<br>(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<br><br>NA | None |
| 9.  | <u>Disclosure of events or information:</u><br><br>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><br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                               | Yes           | None |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u><br>The actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.                                                                                                                                                 | Yes           | None |

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |                                                                                                                                                      |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12. | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u><br><br>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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the listed entity. | NA  | There was no case of resignation of Statutory Auditor was reported from the listed entity and/or its material subsidiaries during the review period. |
| 13. | <u>Additional Non-compliances, if any:</u><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.                                                                                                                                                                                                                                                                                                                                                                    | Yes | None                                                                                                                                                 |

**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 compliance in terms of Regulation 24A 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.

**For Agarwal S. & Associates,**  
*Company Secretaries,*  
*ICSI Unique Code: P2003DE049100*  
 Peer Review Cert. No.: 2725/2022

**CS Ravi Agrawal**  
**ACS No.: 75135**  
**C P No.: 27749**

**Place:** New Delhi  
**Date:** 20.05.2025  
**UDIN:** A075135G000391891