



Dinesh Gupta & Co.

GSTIN: 03AAHFD7181N1Z5

Company Secretaries

30 YEARS of
Conviction &
Commitment

Phone: 0181-2280315 | Email: dinesh.gupta@dsblawgroup.com | www.dgclaw.in.

SECRETARIAL COMPLIANCE REPORT OF THE SUKHJIT STARCH AND CHEMICALS LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

We have examined:

- all the documents and records made available to us and explanation provided by **The Sukhjit Starch and Chemicals Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **[Not applicable on the Company for the Financial Year 2022-23]**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable on the Company for the Financial Year 2022-23]**
- h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **[Not applicable on the Company for the Financial Year 2022-23]**
- i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable on the Company for the Financial Year 2022-23]**
- jj) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; **[Not applicable on the Company for the Financial Year 2022-23]**
- k) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable on the Company for the Financial Year 2022-23] and circulars/ guidelines issued thereunder;**



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We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. NO.	PARTICULARS	COMPLIANCE STATUS (YES, NO, N.A.)	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 India.	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">• 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	The Company has adopted the applicable policies in conformity with the regulations as much as practically possible.
3.	Maintenance and disclosures on Website: <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 re-directs to the relevant document(s)/ section of the website	Yes	-
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	

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5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6.	Preservation of Documents: 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	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on annual basis as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (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	(a) Yes (b) NA	(a) - (b) -
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015	Yes	

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	within the time limits prescribed thereunder		
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	No	-
12.	Additional Non-compliances, if any: Any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	No	-

Compliances related to resignation of Statutory Auditors from the Company and their material subsidiaries as per SEBI circular CIR/CFD/CMD-1/114/2019 dated 18th October, 2019

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with following conditions while appointing/re-appointing an Auditor: i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter, or	NA	- 

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	<p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter, or</p> <p>iii. If the auditor has signed the limited review/audit report for the first three quarters of the financial year, the auditor before such resignation has issued the limited review/audit report for the last quarter such financial year as well as the audit report for such financial year</p>		
2.	<p>Other conditions relating to resignation of Statutory Auditor:</p> <p>i. Reporting of concerns by auditor with respect to the Company/ its material subsidiary to the Audit Committee:</p> <p>(a) In case of any concerns with the management of the Company/Material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approach the Chairman of the Audit Committee of the Company and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meeting.</p>	NA	-



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	<p>(b) In cast the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Company the auditor has, informed the Audit Committee the details of the information/explanation sought and not provided by the management, as applicable.</p> <p>(c) The Audit Committee / Board of Director as the case may be deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the Auditor.</p> <p>ii. Disclaimer in case of Non-Receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report which is in accordance with the standards of auditing as specified by ICAI/NFRA, in case where the Company/ its material subsidiary has not provided</p>		
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	information as required by the auditor		
3.	The company/ its material subsidiary has obtained information from the auditor upon resignation, in the format as specified in annexure A in SEBI circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	-

Note: The Company has appointed M/s Y.K. Sud & Co., Chartered Accountants as Statutory Auditors of the Company during the year under review (w.e.f. 12th August, 2022) for a period of 5 years, in place of the retiring auditor's M/s VSAP & Associates on completion of their term as the Statutory Auditors of the Company during the year. The Company has duly complied with all the applicable provisions of the Act / rules made thereunder / SEBI regulations for the said appointment.

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:

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										



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B. The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

For Dinesh Gupta & Co.
Company Secretaries

Dinesh Gupta
Partner
FCS.No. F3462
CP.No.1947

UDIN: F003462E000396822

Place: Jalandhar
Dated: May 27, 2023

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