



Regd. Office:

KPT Industries Ltd.

Gat No. 320, Mouje Agar,

A/P & Taluka: Shirol - 416 103,

Dist. Kolhapur, Maharashtra, India.

T: +91-231-2689900

F: +91-231-2689946

E: kpt.ho@kpt.co.in

CIN: L29130MH1976PLC019147

KPT POWER TOOLS

KPT BLOWERS

KPT E VEHICLES

www.kpt.co.in

KPT/SECR/STEX/25-26

www.listing.bseindia.com

24th May, 2025

BSE Limited

Corporate Relationship Department

2nd Floor, New Trading Ring,

P.J. Towers, Dalal Street.

MUMBAI 400 001

Dear Sir,

Sub – Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Secretarial Compliance Report, issued by M/s V. Sreedharan & Associates, Practicing Company Secretaries, for the year ended on 31st March, 2025.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **KPT Industries LTD.**,



Aishwarya Toraskar

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: - a/a



ISO 9001 : 2015

www.tuv.com
ID 9105025274

INTERNATIONAL BUSINESS DIVISION: Regd. Office:

KPT Industries Ltd.

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**Secretarial Compliance Report of KPT Industries Limited for the year ended
March 31, 2025**

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

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **KPT Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **Gat No. 320, Mouje Agar Taluk, Shirol, Kolhapur, Maharashtra- 416103.**

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion 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 in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by 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 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, herein referred as SEBI (LODR), Regulations 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to the Listed entity during the Review Period)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not Applicable to the Listed entity during the Review Period)**;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Listed entity during the Review Period)**;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the Listed entity during the Review Period)**;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; herein referred as SEBI (PIT), Regulations 2015



- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Listed entity during the Review Period);

And 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.

Sl. 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										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports;

Sl. 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
Refer Annexure - 1										

- c) 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>Secretarial Standards</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Secretaries India (ICSI) as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.</p>	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. 	<p>Yes</p> <p>Yes</p>	<p>All applicable policies were duly adopted during the FY 2024-25.</p>
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. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>--</p> <p>--</p> <p>--</p>
4.	Disqualification of Director: <p>None of the Directors of the Listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>--</p>



5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	<p>Not applicable</p> <p>Not applicable</p>	<p>The listed entity does not have any material subsidiary as on 31.03.2025.</p>
6.	<p>Preservation of Documents:</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>	<p>Yes</p>	<p>All policies specified in this sub-point were duly adopted during the FY 2024-25.</p>
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>--</p>
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(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>	<p>Yes</p> <p>Not applicable</p>	<p>--</p> <p>All related party transactions entered into by the listed entity during the Review Period were duly approved by the Audit Committee.</p>



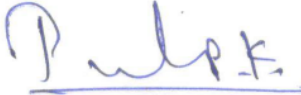
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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.</p>	Yes	--
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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 LODR Regulations by listed entities.</p>	Not applicable	No auditors of the listed entity have resigned during the year.
13.	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.</p>	Yes	--



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 certify 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 V. SREEDHARAN & ASSOCIATES
Company Secretaries



(Pradeep B Kulkarni)
Partner
FCS: 7260; CP No. 7835
Place: Bengaluru
Date: May 21, 2025
UDIN: F007260G000396209
Peer Review Certificate No. 5543/2024.



Annexure 1 to Regulation 24A Report

KPT INDUSTRIES LIMITED

a) The listed entity has taken the following actions to comply with the observations made in the previous report;

Sr. No	Observation/Remarks of the Practicing Company Secretary in the previous report (a)	Observation made in the secretarial compliance report for the year ended (NOT APPLICABLE) (b)	Compliance Requirement (Regulations/circular/guidelines including specific clause) (c)	Details of violation/deviation and actions taken / penalty imposed, if any, on the listed entity (d)	Remedial actions, if any, taken by the listed entity (e)	Comments of the PCS on the actions taken by the listed entity. (f)
1	The term of office of three independent directors ended on March 31, 2024. According to the provisions of the sub-regulation, the Listed entity did not fill the resulting vacancy before the expiration of the term of office.	NIL	<p>Proviso of Regulation 17(1E)- Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy:</p> <p>Provided that if the listed entity becomes non-compliant with the requirement under sub-regulation (1) of this regulation, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated:</p>	NA	The Listed entity did fill the vacancy created by expiration of term of three independent directors, by appointing fresh three independent directors at the Board Meeting held on April, 2024.	The listed entity has taken necessary steps to comply with the requirement.



2	<p>The Listed entity had received the Show Cause Notice under Section 148 of the Companies Act, 2013 from the Cost Audit Branch of the Ministry of Corporate Affairs dated December 29, 2023 regarding applicability of Cost Audit for the financial years 2018-19 and 2019-20. The same was not intimated to the stock exchange.</p>	NIL	<p>As per sub-clause 20 of Para A of Schedule III read with Regulation 30, Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <ul style="list-style-type: none"> (a) Suspension; (b) Imposition of fine or penalty; (c) Settlement of proceedings; (d) Debarment; (e) Disqualification; (f) Closure of operations; (g) Sanctions imposed; (h) Warning or caution; or (i) Any other similar action(s) by whatever name called; <p>Along with the following details pertaining to the action(s) initiated, taken or orders passed:</p> <ul style="list-style-type: none"> i. Name of the authority; ii. Nature and details of the action(s) taken, initiated or order(s) passed; iii. Date of receipt of direction or order, including any interim or interim orders, or any other communication from the authority details of the violation(s)/contravention(s) 	NA	<p>The listed entity did reply to the Show Cause Notice, vide letter dated January 23, 2024 addressing "The Deputy Director Cost Audit Branch, Ministry of Corporate Affairs, New Delhi", within prescribed time.</p>	<p>The listed entity has taken necessary steps to comply with the requirement.</p>
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			<p>iv. committed or alleged to be committed; Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.</p>		
<p>3 The listed entity has issued Duplicate Share Certificates on November 28, 2023 and December 19, 2023. However, intimations of the same have not been made to the Stock Exchange pursuant to the provisions of Regulation 39(3) of the SEBI (LODR) Regulations, 2015.</p>	<p>NIL</p>	<p>As per Regulation 39(3), the listed entity shall submit information regarding loss of share certificates and issue of duplicate share certificate to the Stock exchange within 2 days of it getting information.</p>	<p>NA</p>	<p>NA</p>	<p>The listed entity has taken necessary steps to comply with the requirement.</p>

● For V. SREEDHARAN & ASSOCIATES
Company Secretaries



(Pradeep B Kulkarni)
Partner
FCS: 7260; CP No. 7835
Place: Bengaluru
Date: May 21, 2025
UDIN: F007260G000396209
Peer Review Certificate No. 5543/2024

