

*Sobana Pranesh*  
*Practising Company Secretary*

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**Annual Secretarial Compliance Report of THE KCP LTD. for the financial year ended 31/3/2025**

I have examined:

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- (a) all the documents and records made available to us and explanation provided by THE KCP LTD.
  - (b) the filings/ submissions made by THE KCP LTD. to the Stock Exchanges,
  - (c) website of THE KCP LTD.,
- for the financial year ended 31/03/25 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 SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (The Company has not issued any capital during the year)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (The Company has not acquired any shares during the year)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (No buying back of shares during the year)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;(Not Applicable)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(Not Applicable)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder and based on the above examination, I 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary (PCS)	Management Response	Remarks
1	Corporate governance report submitted by the co. for the quarter ended 30 <sup>th</sup> sep, 2024	Regulation 19 of SEBI (LODR) Regulations, 2015 Half of the members of the Nomination & Remuneration committee not independent		NSE	Clarification Date: 10/10/24				As four Independent Directors had retired The Board has re-constituted the Committee on 1 <sup>st</sup> Aug, 2024 w.e.f 7 <sup>th</sup> Aug, 2024 with the required number of Independent Directors. However, while reporting in the Corporate governance report of Sep, 2024, the Company had by mistake omitted to include Mr. Harish Lakshman Non-executive Independent Director as a member of the Committee.	
2.		Regulation 21 of SEBI (LODR). No meeting of the Risk Management committee was held.		NSE	Clarification Date: 10/10/24				Not more than 210 days shall elapse between any two consecutive meetings. The Company is planning to schedule the meeting before 21 <sup>st</sup> oct, 2024 to comply with the regulation and held the meeting on 14 <sup>th</sup> Oct, 2024	

3		Cessation of Directors. Date of cessation of Directors.			Clarification Date: 10/10/24				Independent Directors V.H. Rama Krishnan Vijay sankar P.S Kumar M. Narasimhappa Date of cessation 6/8/2024 Dr. Subba Rao Vallabhaneni Non - independent Director Date of cessation 2/8/2024	
4	Corporate Governance report submitted by the company for the quarter ended 31 <sup>st</sup> Dec, 2024	Regulation 19 of SEBI (LODR) Regulations Change in composition .Mr. Ravi Chitturi who was forming part of NRC in previous quarter is not forming part of NRC in the current quarter. Mr.Harish Lakshman is a part of NRC in the current quarter and his date of Appointment is 7 <sup>th</sup> Aug 24 but he is not forming part of NRC in the previous quarter			Clarification Date: 16/01/25				The NRC was re-constituted by the Board on the 8th of Nov, 2024 and Ravi Chitturi is no longer the member of the NRC. Mr.Harish Lakshman was included as the member of the NRC in the meeting held on 1 <sup>st</sup> Aug w.e.f 7 <sup>th</sup> Aug and the Company had inadvertently missed mentioning his name in the corporate Governance for the quarter ended Sep, 2024	

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

Sr	Observations/Remarks Of the Practising Company Secretary in the previous reports (PCS)	Observation made in the secretarial compliance report for the year ended..... (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviation s 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
NA	NA	NA	NA	NA	NA	NA

I 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.	<b>Secretarial Standards:</b> 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	
2.	<b>Adoption and timely updation of the Policies:</b> <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 entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	YES	
3.	<b>Maintenance and disclosures on Website:</b> <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	

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observation s/Remarks by PCS*
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	YES	
5.	Details related to subsidiaries of listed entities have been examined w.r.t.:  (a) Identification of material subsidiary companies.  Disclosure requirement of material as well as other subsidiaries.	YES	
6.	Preservation of Documents:  (b) 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 at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8.	Related Party Transactions:  (a) The listed entity has obtained prior approval of the 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.	YES	
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 within the time limits prescribed thereunder.	YES	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	The Company is in the process of improving the SDD system to capture all the requirements.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</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>	NA	The auditors have not resigned from the Company.
13.	<p>Additional non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	YES	

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Assumptions & limitation of scope and review:

1. Compliance with 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 (2) 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.

Place: Chennai

Date : 26-05-2025

*Sobana Pranesh*

Signature

Name of the PCS: Sobana Pranesh

FCS No.:9825

CP No.:2403

UDIN : F009825G000434722

PR No.2288/2022