

May 30, 2025

The Manager  
The Department of Corporate Services  
BSE Limited  
P. J. Towers,  
Dalal Street, Mumbai - 400 001  
**Scrip Code - 540775**

The Manager  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**Symbol - KHADIM**

Dear Sir / Madam,

**Ref: Annual Secretarial Compliance Report**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the Annual Secretarial Compliance Report of Khadim India Limited, dated May 20, 2025 for the financial year ended March 31, 2025, duly certified by M/s. BKG & Company, Company Secretaries.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For Khadim India Limited



**Abhijit Dan**  
**Group Company Secretary & Head - Legal**  
ICSI Membership No. A21358

Encl: As above

**SECRETARIAL COMPLIANCE REPORT  
OF****KHADIM INDIA LIMITED****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section IV-A of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024]

To,  
The Members,  
**KHADIM INDIA LIMITED**  
7th Floor, Tower C, DLF IT Park,  
08 Major Arterial Road, Block-AF, New Town (Rajarhat),  
Kolkata, 24 Parganas North-700156

We, **BKG & Company**, have examined:

- (a) all the documents and records made available to us and explanation provided by **KHADIM INDIA LIMITED (CIN-L19129WB1981PLC034337)** (“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 financial year ended 31<sup>st</sup> March, 2025 (“Review Period”) in respect of compliance with the provisions of:
  - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - ii. 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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulation, 1993;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- (Not Applicable to the listed entity during the review period);
- (i) 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);
- (j) any other regulation and circulars / guidelines issued thereunder as applicable to the Company;

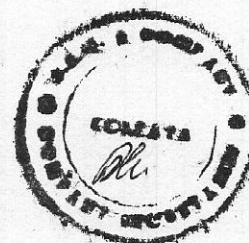
and based on the above examination, we hereby report that, during the Review Period:

- i. 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 / Fine / Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company secretary	Management Response	Remarks
None										

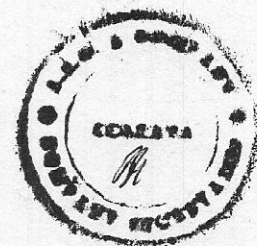
- ii. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	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
Not Applicable						

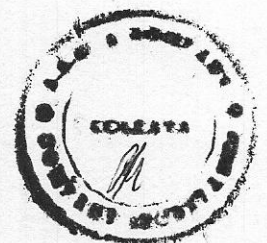


- iii. we hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

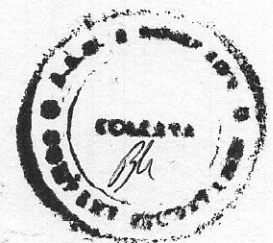
Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	<b>Adoption 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 entity; and</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed and 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; and</li> <li>• Web-links provided in annual corporate governance reports under regulation 27(2) of the SEBI LODR Regulations, 2015 are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	-



4.	<b>Disqualification of Director:</b> None of the Director(s) of the listed entity is disqualified under section 164 of Companies Act, 2013.	Yes	-
5.	<b>Details related to subsidiaries of listed entity have been examined w.r.t.:</b> a. Identification of material subsidiary companies; and	N.A.	There is no material subsidiary during the Review Period.
	b. Disclosure requirement of material as well as other subsidiaries.	Yes	-
6.	<b>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 the SEBI LODR Regulations, 2015.	Yes	-
7.	<b>Performance Evaluation:</b> 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	The evaluation has to be done in a year and the listed entity has complied with it.
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; and b) In case where no prior approval was obtained, the listed entity provided detailed reasons along with confirmation that the transactions were subsequently approved / ratified by the Audit committee.	Yes	-



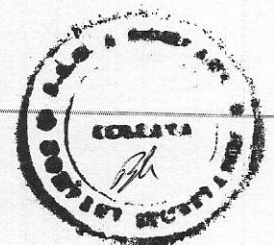
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III to the SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Action 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.	Yes	During the Review Period, no actions has been taken against the listed entity / its Promoters / Directors / Subsidiaries either by SEBI or Stock Exchanges.
12.	<b>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</b>  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 LODR Regulations by listed entity.	NA	No change in Statutory Auditors during the Review Period.
13.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulations / circulars / guidance notes, etc.	Yes	No additional non-compliance observed for any SEBI regulations / circulars / guidance notes, etc. during the Review Period.



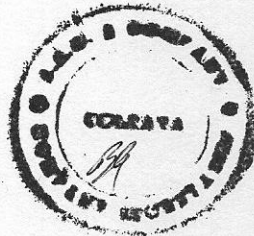
14.	<p>The listed entity to comply with the following requirements for disclosure of <b>Employee Benefit Scheme Documents</b> in terms of regulation 46(2)(za) of the SEBI LODR Regulations, 2015:</p> <p>a. The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021</p> <p>b. The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.</p> <p>c. The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.</p>	N.A	<p>a. The Khadim Employee Stock Option Plan 2017 ('ESOP 2017') has been implemented in accordance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations") and Special Resolutions passed at the general meeting held on 17th June, 2017 (further ratified in general meeting dated 6th September, 2018). However, the ESOP 2017 is presently not viable and hence not in use.</p> <p>b. The Khadim Employee Stock Option Plan 2021 ("ESOP 2021") has been formulated in accordance with the applicable provisions of the SEBI SBEBSE Regulations and Special Resolutions passed via postal ballot on 7th May, 2021. However, the ESOP 2021 is yet to be implemented in accordance with the SEBI SBEBSE Regulations.</p>
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**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(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.



5. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.



*Place: Kolkata*

*Date: May 20, 2025*

For **B K G & COMPANY**  
Company Secretaries

**(BINOD KUMAR GUPTA)**

Partner

(ACS-12965, C. P. No.- 3242)

UDIN: A012965G000393092

Peer Review Certificate No.: 2598/2022