

JAYASHREE S IYER
PRACTISING COMPANY SECRETARY, INSOLVENCY PROFESSIONAL &
REGISTERED VALUER

SECRETARIAL COMPLIANCE REPORT
FOR THE YEAR ENDED 31/03/2022

To
The Members
K.C.P. SUGAR AND INDUSTRIES CORPORATION LIMITED
CIN: L15421TN1995PLC033198
Ramakrishna Buildings, New No.239 (Old No.183)
Anna Salai, Chennai 600006

CIN of the Company: L15421TN1995PLC033198
Authorised Capital : Rs 25,00,00,000

I have conducted Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations, circulars and guidelines issued thereunder for the Financial Year ended 31st March 2022 of **K.C.P. Sugar and Industries Corporation Limited** (“the Company”). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

I have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s K.C.P. Sugar and Industries Corporation Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.3.2022 (“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.

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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable as there was no issue of capital during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Review Period);
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Review Period);
- (h) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the Review Period);
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Review Period);
- (j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Review Period);

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.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary, if any.
NIL			

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

S. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	Delay in appointment of Independent Woman Director based on the applicability of the provision to the Company from 01.04.2020.	The Company had identified and appointed the Independent Woman Director on 04.11.2020. As per the Management, the delay was due to continuous lock downs and technical difficulties relating to the Companies Act, 2013. The Company has represented to the Stock Exchange for waiver of fine explaining the reasons for delay.	The Company had paid the fine on 06.12.2021 and represented to the Stock Exchange for waiver of fine.	NSE vide its letter dated 17.03.2022 has reversed the fines levied on the Company for the Quarter September 30, 2020.
02	Delay in prior intimation of declaration of dividend for the rescheduled Board Meeting. As per Regulation 29 of SEBI (LODR) Regulations, 2015, the Company is required to give prior intimation to the Stock Exchange of the Meeting of Board of Directors in which the declaration / recommendation of Dividend is considered.	The Company had given prior intimation to the Stock Exchange of the rescheduled Meeting but the item of consideration viz., recommendation of dividend was not intimated to the Stock Exchanges. BSE and NSE levied a fine of Rs 11,800/- each	The Company has paid the fines to both the Stock Exchanges on 12.08.2020.	The fine imposed by the Stock Exchanges have been paid by the Company.




Jayashree S Iyer
Company Secretary
FCS 10394
C P 21403
PR 1382/2021
UDIN F010394D000426161

Place : Chennai
Date : 30.05.2022