



**SECRETARIAL COMPLIANCE REPORT OF
ASSOCIATED CERMAMICS LIMITED
FOR THE YEAR ENDED MARCH 31, 2025
(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated February 8, 2019)**

To,
The Members
ASSOCIATED CERMAMICS LIMITED
CIN: L26919WB1970PLC027835
17 GANESH CHANDRA AVENUE, 4TH FLOOR,
KOLKATA-700013

We, **KIRTI SHARMA & ASSOCIATES**, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by the **ASSOCIATED CERMAMICS LIMITED (“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 **31st March, 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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **-Not applicable during the Review Period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not applicable during the Review Period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable during the Review Period;**
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;- **Not applicable during the Review Period;** and
- (l) Other applicable regulations and circulars/guidelines issued thereunder;

The Company has redeemed 2,267 10% Preference Shares of Rs. 1,000/- each at par and 3,742 10% Preference Shares of Rs. 1,000/- each, out of 7,483 10% Preference Shares of Rs. 1,000/- each of the Company, at Rs. 6,000/- each aggregating to Rs. 2,47,19,000/- (Rupees Two Crore Forty-Seven Lakh and Nineteen Thousand only) as approved by Board of Directors at its meeting held on 4th September, 2024 and Form PAS-6 for such affect has been filed delayed by the company with additional fine to The Ministry of Corporate Affairs on 09th April, 2025.

Further, The Company has again redeemed remaining 3,741 10% Preference Shares of Rs. 1,000/- each, at Rs. 6000/- each aggregating to Rs. 2,24,46,000/- (Rupees Two Crore Twenty Four Lakh and Forty Six Thousand only) as approved by Board of Directors at its meeting held on 10th February, 2025 and Form PAS-6 for such affect is still pending to file by the Company as on date.

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:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17(1)	Regulation 17(1)	The listed entity delayed in appointment of Independent Director on account of death of Mr. Binod Kumar Suhasaria. Hence, penalty levied by BSE for the period ending June, 30, 2024.	BSE	Fine	Violation of Regulation 17 (1) of SEBI LODR	Rs. 1,70,000/- + applicable GST	The Management has paid penalty amounting Rs. 170000/- plus GST.	The Management confirm that they will ensure timely filing next time.	The Management confirm that they will ensure timely filing next time.
2.	Regulation 19(1)/ 19(2)	Regulation 19(1)/ 19(2)	The listed entity delayed in appointment of Independent Director on account of death of Mr. Binod Kumar Suhasaria. Hence, penalty levied by BSE for the period ending June, 30, 2024.	BSE	Fine	Violation of Regulation 19(1)/ 19(2) of SEBI LODR	Rs. 68,000/- + applicable GST	The Management has paid penalty amounting Rs. 68,000/- plus GST.	The Management confirm that they will ensure timely filing next time.	The Management confirm that they will ensure timely filing next time.



(b) 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 in the previous reports	Observations 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 / 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
1.	The Management has paid penalty amounting Rs. 5000 plus GST.	For the Financial year 2023-2024	Regulation 23 (9)-related party transaction disclosure for the period ending September, 30, 2023.	The listed entity delay in submission of related party transaction disclosure for the period ending September, 30, 2023.	The Management has paid penalty amounting Rs. 5000 plus GST.	The Management has paid penalty amounting Rs. 5000 plus GST.

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Not Applicable
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	Not Applicable
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the	Yes	Not Applicable



	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		
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Applicable
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The Listed entity does not have any subsidiary company.
6.	<u>Preservation of Documents:</u> 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 LODR Regulations.	Yes	Not Applicable
7.	<u>Performance Evaluation:</u> 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	Not Applicable
8.	<u>Related Party Transactions:</u> (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.	Yes	Not Applicable
9.	<u>Disclosure of events or information:</u>	Yes	Not Applicable



	<p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.</p>		
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Not Applicable
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></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 (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	<p>The Company was imposed late Fine under Regulation 17(1) and 19(1)/(2) of SEBI (LODR) Regulations, 2015 for delayed submission of Thirty Four days for the quarter ended 30th June, 2024 by The BSE Limited of Rs. 170000/- and Rs. 68000/- plus GST respectively.</p> <p>However, the Company has paid the same.</p>
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></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 such event occurred during the Financial year 2024-25



13.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Not Applicable	<p>Mrs. SUMONA BOSE, Independent Director has not registered under the Database of Independent Directors.</p> <p>Registration of Mr. NITESH SINGH, Independent Director, is expired under the Database of Independent Directors and renewal is due as on date.</p> <p>As per the verification and confirmation provided to us by the Company, there is no additional non-compliance observed for any SEBI regulation/circular/guidance note, etc.</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 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 Kirti Sharma & Associates Practicing Company Secretaries

KIRTI
SHARMA

Digitally signed
by KIRTI SHARMA
Date: 2025.05.22
14:33:47 +05'30'

Kirti Sharma
Proprietor
M. No.: A41645
COP No.: 26705
Peer Review Certificate no. 3710/2023
UDIN: A041645G000408726

Date : 22nd May, 2025
Place : Kolkata