

CARYSIL LIMITED

**Head Office**  
Survey No. 312, Navagam,  
Vartej 364 060  
Bhavnagar, (Gujarat) India  
Ph :+91-278-2540218  
E-mail: investors@carysil.com  
www.carysil.com

**Date: May 26, 2025**

To,  
BSE LIMITED  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001  
**Scrip Code: 524091**

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1  
'G' Block, Bandra – Kurla Complex  
Bandra East,  
Mumbai 400 051  
**Trading Symbol: CARYSIL**

**Subject: Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2025.**

Dear Sir/ Madam,

Please find enclosed herewith Annual Secretarial Compliance Report of the Company pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by CS. Riddhi Shah, Practicing Company Secretary, for the financial year ended March 31, 2025.

We request you to kindly take the same on record.

Yours faithfully,

For **CARYSIL LIMITED**

**REENA SHAH**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
Encl.: as above



**Riddhi Krunal Shah**  
**Practicing Company Secretary**

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A-1, Kokil Kunj CHSL., M. G. 'X' Road No. 4, Behind Patel Nagar,  
Near Vora Hospital, Kandivali (West), Mumbai - 400 067  
Mob: 9819988387 Email: [krassociates.cs@gmail.com](mailto:krassociates.cs@gmail.com)

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

I, Ms. Riddhi Krunal Shah, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by Carysil 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 Report,

for the financial year ended 31<sup>st</sup> 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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**



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(g) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**

(h) SEBI (Prohibition of Insider Trading) Regulations, 2015;

(i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars / guidelines issued thereunder;

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 / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
1.	The Board of Directors shall constitute the Nomination and Remuneration Committee (NRC) as follows: (a) the committee shall comprise of atleast three directors; (b) all directors of the committee shall be non-executive directors; (c) at least two-thirds of the	Regulation 19 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	The NRC of Listed Entity comprised of 5 members of which 3 were Independent Directors and 2 were Executive Directors	National Stock Exchange of India Limited (NSE) & BSE Limited (BSE)	Fine	The NRC of Listed Entity was not constituted in accordance with Regulation 19 (1)	Rs. 1,82,000 for the quarter ended June 2024  &  Rs. 76,000 for the period beginning from 1 <sup>st</sup> July, 2024 till 7 <sup>th</sup> August, 2024	The Listed Entity has paid the fine with NSE on 23 <sup>rd</sup> August 2024 and BSE on 23 <sup>rd</sup> August, 2024.  &  The Listed Entity has paid the fine with NSE on 25 <sup>th</sup> November 2024 and BSE Limited on 25 <sup>th</sup> November, 2024	As per Regulation 19 (2), "the Chairperson of the NRC shall be an Independent Director: Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the NRC and shall not chair such Committee." Accordingly, the proviso to Regulation 19 (2) allows an	Nil



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	directors shall be independent directors;									Executive Director to be a member of the NRC but shall not Chair the Committee. Hence, inadvertently, the Listed Entity had constituted the NRC comprising of 2 executive directors and 3 non-executive Independent Directors w.e.f. 1 <sup>st</sup> April, 2024. The Listed Entity further states, that in spite of such composition, the majority vested with Independent Directors which ensured that the decisions of the NRC are taken as per the desire of Independent Directors. The Listed Entity has re-constituted NRC on 8 <sup>th</sup> August, 2024 comprising of 3 Non-Executive Independent Directors and 1 Executive Director and paid the fine with NSE and BSE.	
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(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 (PCS) 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)	(2)	(3)	(4)	(5)	(6)	(7)
	Nil	Not Applicable	Not Applicable	Nil	Not Applicable	Not Applicable

I. 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 India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
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  Yes	Nil  Nil



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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 re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes  Yes  Yes	Nil  Nil  Nil
4.	<b>Disqualification of Director:</b> <ul style="list-style-type: none"><li>None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</li></ul>	Yes	Nil
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes  Yes	Nil  Nil
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 SEBI LODR Regulations, 2015.	Yes	Nil
7.	<b>Performance Evaluation:</b>		



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	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	Nil
8.	<b>Related Party Transactions:</b>  The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  Not Applicable	Nil  The listed entity has obtained prior approval of audit committee for all related party transactions. No transaction was subsequently approved / ratified / rejected by the Audit Committee.
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 of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>		



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	<p><del>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)</del></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	Kindly refer details at point # 1 and 2 of para 'a' above.
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></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	The statutory auditor has not resigned from the listed entity. The listed entity does not have any material subsidiaries
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation / circular / guidance note etc. except as reported above.</p>	Yes (No additional non-compliance observed)	Nil

I further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46 (2) (za) of the LODR Regulations.

**Assumptions & limitation of scope and review:**





**Riddhi Krunal Shah**  
**Practicing Company Secretary**

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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 (Listing Obligation and Disclosure Requirement) 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.



**Riddhi**  
**Krunal Shah**

Digitally signed by  
Riddhi Krunal Shah  
Date: 2025.05.26  
14:21:57 +05'30'

**Riddhi Krunal Shah**

**Proprietor**

ACS No: A20168, COP No: 17035

UDIN: A020168G000440005

Peer Review: 2037/2022

Date: 26<sup>th</sup> May, 2025

Place: Mumbai