

# **HVS & Associates**

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## **Company Secretaries**

**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**ARCHEAN CHEMICAL INDUSTRIES LIMITED**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**  
**ISIN: INE128X01021**

We, HVS & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by Archean Chemical Industries Limited (CIN: L24298TN2009PLC072270) ('the listed entity') having its Registered office at No.2, North Crescent Road, T. Nagar, Chennai – 600 017;
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity i.e. <https://www.archeanchemicals.com>,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the financial year ended 31st 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 (Buyback of Securities) Regulations, 2018; (Not applicable since there were no reportable event during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, and circulars/ guidelines issued thereunder, and based on the above examination, we hereby report that, during the Review Period:



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(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:

<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Regulation/ Circular No.</b>	Regulation 6(1) Appointment of Company Secretary and Compliance Officer
<b>Deviations</b>	92 days delay in appointing a Compliance officer of the Company
<b>Action Taken by</b>	NSE
<b>Type of Action</b>	Levy of fine
<b>Details of Violation</b>	Resignation of the Erstwhile Compliance Officer & Company Secretary of the Company, w.e.f. the closing of the business hours on August 07, 2024, there arose a casual vacancy and the Company was required to appoint Compliance Officer & Company Secretary within the due timelines.
<b>Fine Amount</b>	A reduced fine of Rs. 35,000 + GST
<b>Observations/ Remarks of the Practicing Company Secretary (PCS)</b>	Former Company Secretary & Compliance Officer, Mr. S. Balasundharam resigned as Company Secretary & Compliance Officer on June 1, 2024. Mr. Ravi Prakash Mundhra was appointed as his replacement on August 2, 2024, but resigned on August 7, 2024, due to personal reasons. Despite continued efforts, a finalized candidate withdrew on November 7, 2024. Subsequently, Mr. Vijayaraghavan N E was appointed as Company Secretary & Compliance Officer on February 7, 2025.
<b>Management Response</b>	BSE and NSE raised a query regarding the delay in appointing the Company Secretary and Compliance Officer and levied a fine. In response, the Company submitted an application to the designated stock exchange (NSE) on March 12, 2025, justifying the facts and actions taken by the Company and requested a waiver of the penalty of Rs.92,000/- + GST imposed on it. The application was jointly considered by both exchanges, and out of the total penalty imposed, Rs.57,000/- was waived by NSE as per its letter Ref. NSE/LIST/SOP/0406 dated April 23, 2025. Accordingly, the balance amount of Rs.35,000/- + GST was paid on April 29, 2025.
<b>Remarks</b>	None

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



**Head Office:** New No. 6, Old No. 18, 1st Floor, Poes Road, 1st Street, Teynampet, Chennai - 600 018. E-mail ID : chennai@hvsassociates.in Tel : 044 - 35001081 / 82. GSTIN : 33AAJFH2289R1ZP  
**Bengaluru Branch:** 1st Floor, 189/60, 38th Cross, 7th Main, 5th Block, Jayanagar, Bengaluru, Karnataka - 560 041. E-mail ID : bengaluru@hvsassociates.in Tel : +91 93537 06660. GSTIN : 29AAJFH2289R1ZE  
**Kochi Branch:** New No. 35/II/3A, (Old No. 35/235), 1st Floor, Ram Nivas, Thrikkakara, Ernakulam - 682 021. E-mail ID : kochi@hvsassociates.in Tel : +91 90744 29984. GSTIN : 33AAJFH2289R2ZQ

Sr. No	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	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
Not Applicable						

(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below: -

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	
2.	<b>Adoption and timely updation of the Policies:</b> a. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	
	b. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	
3.	<b>Maintenance and disclosures on Website:</b> a. The Listed entity is maintaining a functional website	Yes	
	b. Timely dissemination of the documents/information under a separate section on the website	Yes	
	c. 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	Yes	
4.	<b>Disqualification of Director:</b>		



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	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b> <ul style="list-style-type: none"> <li>a. Identification of material subsidiary companies</li> <li>b. Disclosure requirement of material as well as other subsidiaries</li> </ul>	NA	<b>There is no material subsidiary to the listed entity</b> <b>There is no material subsidiary to the listed entity</b>
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	
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/during the financial year as prescribed in SEBI Regulations	Yes	
8.	<b>Related Party Transactions:</b> <ul style="list-style-type: none"> <li>a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</li> <li>b. In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee,</li> </ul>	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 of 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) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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	No	<b>A fine of Rs.92,000/- was levied on the listed entity. Upon submission of a</b>

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	Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		<b>waiver request, NSE waived Rs.57,000/-, and the remaining balance of Rs.35,000/- was paid on 29th April 2025.</b>
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 LODR Regulations by listed entities.	NA	There is no resignation of statutory auditors from the listed entity
13.	<b>Additional non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

### 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.

Place: Chennai

Date: 02/05/2025

For **HVS & Associates**

Company Secretaries

Firm Unique Code: P2016TN048300

Peer Review No: 5993/2024

  
HARI BABU POTHAPU

M. No: F10974, CoP: 15576

UDIN: F010974G000256868

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