



# M S JOG & Associates

COMPANY SECRETARIES

A-602, Avantika, Dattapada Cross Road No.2

Borivali (East), Mumbai 400066

Email: milindjog@outlook.com; Mobile: +91 7021323049

Form No. MR-3

## SECRETARIAL AUDIT REPORT

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members,

**KAISER CORPORATION LIMITED**

U. No.283-287, 'F' Wing, 2<sup>nd</sup> Floor,

Solaris-I, Saki Vihar Road, Andheri (E),

Mumbai 400072.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practices by **M/s. KAISER CORPORATION LIMITED** (hereinafter called "the Company") bearing CIN: L22210MH1993PLC074035. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by KAISER CORPORATION LIMITED ("the Company") for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under to the extent applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (vi)
  - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;  
**Complied with the provisions of the Regulations.**
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
**Complied with the provisions of the Regulations.**



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- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;  
**The Company did not make any issue of capital during the year under review.**
  - The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.  
**Complied with the provisions of the Regulations.**
  - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.  
**The Company has not issued any stock options during the year under review.**
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;  
**No debt securities have been issued during the year under review.**
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;  
**No Share or debenture issue was made during the year under review.**
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and  
**No delisting application has been made by the Company during the year under review.**
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;  
**No buyback of securities has been done by the Company during the Audit Period.**

I have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
  - I further report that, there are no events/actions in pursuance of following requiring compliance thereof by the Company during the audit period.
  - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;



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- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018;

I report that, during the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above.

**I further report that**, on an examination, on a test check basis, the relevant records and documents, and having regard to the compliance management system prevailing in the Company, the Company has complied with the following laws applicable specifically to the Company:

- Electricity Act, 2003
- Maharashtra Rent Control Act, 1999
- The Employees Provident Fund Act (Voluntarily accepted)
- The Maharashtra Professional and Calling Act,
- Goods and Services (GST) Act, 2016;
- Income Tax Act, 1961;
- Maharashtra Labour Welfare Act,
- Bombay Shops & Establishments Act;
- The Employees State Insurance Act; (Voluntarily accepted)
- The Payment of Bonus Act.

The Company is not engaged in any manufacturing process and has no factory and therefore the acts such as the Factories Act, Industrial Disputes Act, Workmen's Compensation Act, Trade Unions Act, Employees Standing Orders Act, Child Labour (Prohibition and Regulation) Act 1986 and other Labour Laws and Acts are not applicable.

In view of the total number of employees being below 10 the following acts are not applicable –

- 1) Payment of Gratuity Act;
- 2) Maternity Benefit Act;
- 3) Minimum Wages Act;
- 4) Payment of Wages Act

### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors during the period under review to comply with composition of Board of Directors as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent as per the applicable Rules , and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For M S Jog & Associates**

**Company Secretaries**

**Firm Unique Code S2024MH975900**

**Peer Review Certificate No.: 6118/2024**

Milind  
Subhash  
Jog

Digitally signed by  
Milind Subhash  
Jog  
Date: 2025.10.31  
11:52:19 +05'30'

**CS Milind Jog**

**Company Secretary in Whole-time Practice**

**Membership No. : A15403**

**CP No. : 27225**

**UDIN : A015403G001709205**

**Place : Mumbai**

**Date : 31/10/2025**



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*'Annexure A'*

To  
The Members,  
**KAISER CORPORATION LIMITED**  
U. No.283-287, 'F' Wing, 2<sup>nd</sup> Floor,  
Solaris-I, Saki Vihar Road, Andheri (E),  
Mumbai 400072.

My report of even date is to be read along with this letter.

- i. Maintenance of secretarial records is the responsibility of the management of the Company. My Responsibility is to express an opinion on these Secretarial Records based on my audit.
- ii. I have followed the audit practices and processes as are appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that the correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- iii. The compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.
- iv. Wherever required, I have obtained the Management Representations about the compliance of laws, rules and regulations and occurrence of events etc.
- v. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test check basis.
- vi. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- vii. During the audit period there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

**For M S Jog & Associates**  
**Company Secretaries**  
**Firm Unique Code S2024MH975900**  
**Peer Review Certificate No.: 6118/2024**

Milind  
Subhash Jog

Digitally signed by Milind  
Subhash Jog  
DN: cn=Milind Subhash Jog, o=M S JOG & Associates, email=milindjog@outlook.com

**CS Milind Jog**  
**Company Secretary in Whole-time Practice**  
**Membership No. : A15403**  
**CP No. : 27225**  
**UDIN : A015403G001709205**

**Place : Mumbai**  
**Date : 31/10/2025**