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May 29, 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No.C/1, G
Block, Bandra Kurla Complex, Bandra East,
Mumbai 400050.

Scrip Code: 524774

Symbol: NGLFINE

Sub: Annual Secretarial Compliance Report for Financial Year 2025-26

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the Financial Year 2025-26.

You are requested to kindly take the above information on record.

Thanking you,

**Yours faithfully,
For NGL Fine-Chem Limited**

**Shivam Gharat
Company Secretary
M. No.: A56704**

Encl: As above.

ANNUAL SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015]

Secretarial Compliance Report of NGL FINE-CHEM LIMITED
for the financial year ended 31st March 2026

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by NGL Fine-Chem Limited (hereinafter referred to as 'the Listed Entity'/Company), having its Registered Office situated at 301, E Square Subhash Road Vile Parle (East), Mumbai City, Mumbai, Maharashtra, India, 400057. Secretarial Review 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 listed entity's books, papers, minute books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

I, Hemant Shetye, Designated Partner of HSPN & Associates LLP, Practicing Company Secretaries ("PCS") have examined:

- (a) all the documents and records made available to me and explanation provided by the NGL Fine-Chem Limited;
- (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, 2026 ("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, 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 as amended from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; **Not applicable during the reporting period**



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- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended from time to time; **Not applicable during the reporting period**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time; **Not applicable during the reporting period**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time; **Not applicable during the reporting period**
- g) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time; **Not applicable during the reporting period**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time;
- j) and other regulations as applicable and circulars/master circulars/guidelines/industry standards issued thereunder; and

Based on the above examination, I, Hemant Shetye, Designated Partner of HSPN & Associates LLP, Practicing Company Secretaries ("PCS") 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	Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) 2015: The Listed Entity Shall disclose to stock exchange all events as specified in Part A of Schedule III of SEBI(LODR), 2015 as soon as possible and not later than twenty	Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) 2015.	Company has not intimated to Stock Exchanges regarding the cessation of Mr. Jayaram Sitaram (DIN: 00103676) as a Non-Executive Independent Director due to completion	NA	NA	NA	NA	Company has not intimated to Stock Exchanges regarding the cessation of Mr. Jayaram Sitaram (DIN: 00103676) as a Non-Executive Independent Director due to completion to two consecutive	The Management assures to take the necessary steps to avoid recurrence of such instances in future.	NA



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four hours from the occurrence of event or information		to two consecutive terms.							
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

I. FOR THE PREVIOUS FINANCIAL YEAR 2024-2025:

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 31 st March, 2025	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	Delay of 3 days in submission of disclosure of related party transactions for the half year ended 31st March, 2024.	There has been delay of 3 days in submission of related party transactions disclosure. Also BSE & NSE has levied penalty of Rs. 15,000/- for the delay submission	Regulation 23(9) of SEBI (LODR) Regulations, 2015. The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website:	Monetary Penalty of Rs. 15,000/- (Rupees Fifteen Thousand)	During the current reporting period The listed entity has ensured timely submission of required reports to Stock exchanges.	There is no occurrence of such event during the period under review.
2.	Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) 2015: The Listed Entity Shall disclose to stock exchange all events as specified in Part A of Schedule III of SEBI(LODR), 2015 as soon as possible and not later than twenty four hours from the occurrence of event or information	There has been delay of 58 days in submission of intimation as required under Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) 2015 for	Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) 2015:	NA	During the reporting period, The listed entity has ensured timely submission of required reports to Stock exchanges.	There is no occurrence of such event during the period under review



II. FOR THE PREVIOUS FINANCIAL YEAR 2023-2024:

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 31st March, 2024	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	NA					

(c) I, Hemant Shetye designated partner of HSPN & Associates LLP, 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.	<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	--
2.	<u>Adoption and timely updation of the Policies:</u> - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.	Yes	--
3.	<u>Maintenance and disclosures on Website:</u> - The Listed entity is maintaining a functional website. - Timely dissemination of the 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.	Yes	--
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	--
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	The Listed Entity have one wholly owned subsidiary which is a material subsidiary during the reporting period



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Sr No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
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 SEBI LODR Regulations, 2015.	Yes	--
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	--
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	Not Applicable as the Listed Entity has obtained prior approval of Audit Committee for all Related party transactions.
9.	<u>Disclosure of events or information:</u> 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.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Not Applicable	No action(s) has been taken against the Listed Entity/ its promoters / Directors / subsidiaries either by SEBI or by Stock Exchange(s), during the Reporting Period.



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Sr No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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.	Not Applicable	During the Reporting Period under review there is no resignation of statutory auditor from the Listed Entity. See Annexure A below.
13.	<u>Additional non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Not Applicable	No additional non - compliance was observed during the Reporting Period.

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations - **Not Applicable as the Listed Entity does not have any Employee Benefit Scheme during the Reporting Period.**

Annexure A

Compliances related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not Applicable**

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observation /Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	-
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	-
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	-
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		



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	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	-
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable	NA	-
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	-
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	-
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	-



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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. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I 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 HSPN & ASSOCIATES LLP
Company Secretaries



Hemant S. Shetye
Designated Partner
FCS No.: 2827
COP No.: 1483

Date: 21st May, 2026
Place: Mumbai
ICSI UDIN: F002827H000430529
PEER REVIEW NO: 6035/2024