

ANNUAL SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

Annual Secretarial Compliance Report of “Kanani Industries Limited” for the year ended March 31, 2025

We, Deep Shukla & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Kanani Industries Limited [CIN: L51900MH1983PLC029598]** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other relevant document(s)/ filing, which has been relied upon to make this certification,

for the year ended March 31, 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, are:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. (‘Listing Regulations’)
- (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 *(to the extent applicable)*;
- (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 and Sweat Equity) Regulations, 2021; *[Not applicable during the review period]*

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *[Not applicable during the review period]*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *[Not applicable during the review period]*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 *(to the extent applicable)*;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended;
- (j) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/guidelines issued thereunder;

We hereby report that, during the review period the compliance status of the listed entity is appended below:

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference no. 20230316-14 and NSE Circular Ref No: NSE/CML/ 2023/21 both dated March 16, 2023 and Master Circular dated April 29, 2024 from NSE and April 30, 2024 from BSE.

| Sr. No | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS* |
|--------|--|-------------------------------|-------------------------------|
| 1 | <u>Secretarial Standards:</u> We have conducted a review of the compliance of listed entity 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> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI. | Yes | - |

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| 3 | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • 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 redirects to the relevant document(s)/ section of the website. | Yes | - |
| 4 | <u>Disqualification of Director:</u> None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013. | Yes | - |
| 5 | To examine details related to Subsidiaries of listed entity: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | - |
| 6 | <u>Preservation of Documents:</u> As per the confirmations given by the listed entity, and on our test check basis, it 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 Listing Regulations. | Yes | - |
| 7 | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis 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 transaction were subsequently approved/ratified/rejected by the Audit committee. | Yes | - |
| 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 Listing Regulations 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 | - |

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| 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 Page 5 of 7 SEBI Regulations and circulars/ guidelines issued thereunder. | Yes | - |
| 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. | NA | There are no such instances during the period under review |
| 13 | Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | - |

(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 Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc. | Details of Violation | Fine Amt | Observations/Remarks of the Practicing Company Secretary | Management Response | Remark |
|--------|--|--------------------------|---|-----------------|--|----------------------|----------|--|---------------------|--------|
| 1. | Submission of unmodified audit report | Reg. 33 of SEBI LODR | The company has received letter from BSE& NSE on 5 th June, 2024 for Non Submission of Statement of Impact of Audit Qualifications or Declaration of Unmo- | Stock Exchange | Letter | - | - | The company has submitted the same on 5 th June, 2024 | - | - |

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| | | | dified Audit report in XBRL for the year ended March 31, 2024 | | | | | | | |
| 2. | Submission of Related Party Transactions | Reg. 23 of SEBI LODR | The Compan y has received letter from NSE on 11 th June, 2024 for pendin-g details | Stock Exchange | Clarification letter | Some details were pending to disclose | - | company has submitted the required details on 12 th June, 2024 | - | - |
| 3. | Submission of Related Party Transactions | Reg. 23 of SEBI LODR | The Compan y has receive-d regret letter from BSE on 24 th June, 2024 for imposin g penalties | Stock Exchange | Regret letter | Related party non submissi on for Sep 2020 quarter | 64,5 0,00 0 + GST | The Company sent waiver application on 9 th July, 2024 | As per manageme nt response the said compliance were not applicable for the said quarter | - |
| 4. | Submission of Related Party Transactions | Reg. 23 of SEBI LODR | The Compan y has receive-d regret letter from NSE on 12 th July, 2024 | Stock Exchange | Regret letter | Related party non submissi on for Sep 2020 quarter | - | The Company sent waiver application on 15 th July, 2024 | As per manageme nt response the said compliance were not applicable for the said quarter | - |
| 5. | Submission of Related Party Transactions | Reg. 23 of SEBI LODR | The Compan y has receive-d letter from NSE on 25 th July, 2024 | Stock Exchange | letter | Related party non submissi on for Sep 2020 quarter | - | The Company has submitted the same on 26 th July, 2024 | As per manageme nt response the said compliance were not applicable for the said quarter but as per requested by NSE, it was submitted | - |
| 6. | Financial results | Reg. 33 of SEBI LODR | The Compan y has received letter | Stock Exchange | Letter | Non- submissi on of integrate filing - | - | The Comp- any submitted on the same day | - | - |

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| | | | from NSE on 17 th Feb, 2024 for non-submission of Integrated filing-financial for the quarter ended 31.12.2024 | | | financial for the quarter ended 31 st Dec, 2024 | | | | |
| 7. | Composition of NRC committee | Reg. 19 of SEBI LODR | The company has received letter from NSE on 18 th Feb, 2024 with regard to composition of Committee | Stock Exchange | Clarification letter | NA | - | The Company submitted the reply on 18th Feb, 2024 | - | - |
| 8. | Financial results | Reg. 33 of SEBI LODR | The Company has received letter from BSE on 17 th Feb, 2024 for non-submission of Integrated filing-financial for the quarter ended 3 rd March, 2024 | Stock Exchange | Letter | Non-submission of integrate filing – financial for the quarter ended 31 st Dec, 2024 | - | The Company submitted on the same day | - | - |
| 9. | Composition of NRC committee | Reg. 19 of SEBI LODR | The company has received letter from BSE on 4 th Mar, 2024 with regard to composition of Committee | Stock Exchange | Clarification letter | NA | - | The Company submitted the reply on 4th Mar, 2024 | - | - |

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

| Sr. No | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc. | Details of Violation | Fine Amt. | Observations/Remarks of the Practicing Company Secretary | Management Response | Remark |
|----------------|---|-------------------------|------------|-----------------|---|----------------------|-----------|--|---------------------|--------|
| Not Applicable | | | | | | | | | | |

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

**For: M/s. Deep Shukla & Associates
Company Secretaries**

(Peer Review Certificate No.: 2093/2022)



Deep Shukla
Practicing Company Secretaries
FCS : 5652; CP : 5364
UDIN: F005652G000187867
Date: 24/04/2025
Place: Mumbai