

Kalyan Capitals Limited

(formerly known as Akashdeep Metal Industries Limited)

CIN: L28998DL1983PLC017150

Corporate Office: 3rd Floor,56/33, Site IV

Industrial Area Sahibabad,

Ghaziabad-201010, Uttar Pradesh

Tel: +91-120-4543708

Email: info@kalyancapitals.com

Website: www.kalyancapitals.com

Date: 30.05.2024

To,
Department of Corporate Services
BSE Limited,
P J Towers
25th Floor, Dalal Street,
Fort, Mumbai-400001

Scrip Code: 538778

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24.

Dear Sir/Madam,

With Reference to the Regulation 24A of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Secretarial Compliance Report for the Financial Year 2023- 24 issued by M/s Hemant Kumar Sajani & Associates, Company Secretary dated May 21st, 2024.

Thanking You

Yours faithfully,

For KALYAN CAPITALS LIMITED

Isha Agarwal
Company Secretary & Compliance Officer
M. No.: A25763
Sahibabad

Encl.: -a/a



Chamber No. A10, BHR Complex,
119/538-A, Gumti No. 5,
Kanpur- 208012

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Secretarial Compliance Report KALYAN CAPITALS LIMITED (Formerly known as Akashdeep Metal Industries Limited) (CIN-L28998DL1983PLC017150) for the financial year ended 31st March, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by KALYAN CAPITALS LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at PLAZA-3 P3-204, 2ND FLOOR, CENTRAL SQAURE, 20 MANOHAR LAL KHURANA MARG, BARA HINDU RAO, DELHI SADAR BAZAR, NORTH DELHI, DELHI, INDIA, 110006 Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes 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, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, CS Hemant Kumar Sajnani Proprietor of Hemant Kumar Sajnani & Associates, have examined:

- (a) All the documents and records made available to us and explanation provided by KALYAN CAPITALS 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 31st March, 2024 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 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; **Not applicable for the period under review**
- (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 for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable for the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **Not applicable for the period under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (i) Reserve Bank of India.
- (j) Other regulations as applicable.
- (k) And circulars/ guidelines issued thereunder.

Further based on the above examination, I hereby report that during the Review Period:

- (a) (**) Kalyan Capitals Limited, 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	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
As per Annexure 'A'										

(b) Kalyan Capitals Limited, 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 in the previous reports) (PCS)	Observations Made In the secretarial compliance report for the year ended on 31 st March, 2023	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
None						

I. I hereby report that, during there view 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.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	No
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● 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 & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	No
		Yes	No
3.	<p>Maintenance and disclosures on Website:</p> <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	No
		Yes	No
		Yes	No
4.	<p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act,2013 as confirmed by the listed entity</p>	Yes	No



5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	No
6.	<p>Preservation of Documents:</p> <p>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.</p>	Yes	No
7.	<p>Performance Evaluation:</p> <p>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.</p>	Yes	No
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(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.</p>	Yes	No
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	<p>Due to technical problems and slow network, the submission of Audited Standalone and Consolidated Financial Results for the</p>



			Quarter and Financial Year ended March 31, 2023 was filed on 23.05.2023 by 13 minutes late.
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	No
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</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	BSE has issued Notice for imposing a fine on the listed entity w.r.t non-compliance of regulation 17(1) of SEBI (LODR) Regulation, 2015. However the listed entity has already complied the provisions of regulation 17(1) of SEBI (LODR) Regulation, 2015 and also has filed waiver application with the exchange for the same.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</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>	NA	During the year under review there is no change in Statutory Auditor of the listed entities and their material Subsidiaries



13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	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. 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 Hemant Kumar Sajnani & Associates
Company Secretaries**



**(Hemant Kumar Sajnani)
Proprietor
FCS: 7348
COP: 14214
PR CODE: 997/2020
UDIN- F007348F000415514**

**Date: 21-05-2024
Place: KANPUR**

OBSERVATION FOUND DURING THE REPORTING PERIOD

(a) (**)Kalyan Capitals Limited, 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 Practising Company Secretary (PCS)	Management Response	Remarks
1.	Regulation 17(1) of the SEBI (LODR) Regulation, 2015 pertaining to the composition of the Board	Regulation 17(1) of the SEBI (LODR) Regulation, 2015	The listed entity has made Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman Director.	Stock Exchange.	Fine	The listed entity has made Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman Director.	Rs.8,31,900	BSE has issued Notice for imposing a fine on the listed entity w.r.t non-compliance of regulation 17(1) of SEBI (LODR) Regulation, 2015. However the listed entity has already complied the provisions of regulation 17(1) of SEBI (LODR) Regulation, 2015 and also has filed waiver application with the exchange for the same.	The Management has clarified that approval of RBI for change in management is pending at the end of RBI. However the listed entity has already complied the provisions of regulation 17(1) of SEBI (LODR) Regulation, 2015 and also has filed waiver application with the exchange for the same	-



2.	Regulation 30(6) and Schedule III of SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 pertaining to intimation of outcome of board meeting in which Financial results are approved.	Regulation 30(6) and Schedule III of SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015	Delayed submission of the outcome of Board meeting in which Audited Standalone and Consolidated Financial Results for the Quarter and Financial Year ended March 31, 2023 are approved.	Stock Exchange	Clarification	Submission of the outcome of Board meeting in which Audited Standalone and Consolidated Financial Results for the Quarter and Financial Year ended March 31, 2023 are approved on 23.05.2023 delayed by 13 minutes	None	The listed Entity has duly submitted the outcome of Board meeting held on 23.05.2023 Concluded at 05:45 pm. to the stock exchange at 06:28 pm. Delayed by 13 minutes	The Management clarified that due to technical problem and slow network, the submission has been delayed by 13 minutes	-
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**For Hemant Kumar Sajnani & Associates
Company Secretaries**

(Hemant Kumar Sajnani)
Proprietor
FCS: 7348
COP: 14214
PR CODE: 997/2020
UDIN- F007348F000415514

Date: 21-05-2024
Place: KANPUR