

**Registered Office :**  
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Mithakhali Six Roads,  
Ellisbridge, Ahmedabad-380006.  
Ph. : + 91-79-26423365/66  
Fax : +91-79-26423367  
E-mail : koeil@yahoo.com  
Website : www.kanel.in  
**CIN : L15140GJ1992PLCO17024**



**KANEL INDUSTRIES LTD.**

Date: May25, 2022

To,  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Floor 25, P. J. Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the Financial Year 2021-2022.**  
**Ref: Kanel Industries Limited (Scrip Code: 500236)**

With regard to the captioned subject and in accordance with Regulation 24A of SEBI (Listing obligation and Disclosure requirements) Regulations 2015, Please find enclosed herewith Annual Secretarial Compliance Report, issued by a practicing Company Secretary based on a check-of the compliance by our company with the applicable SEBI Regulations and circulars/guidelines issued there under.

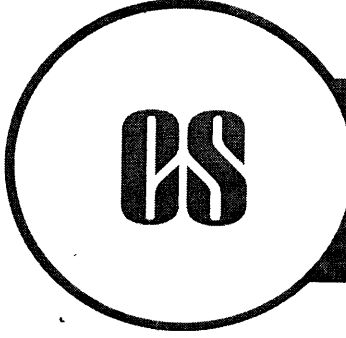
Accordingly, we are attaching herewith the Annual Secretarial Compliance Report of the company issued by Himanshu S K Gupta & Associates, Practicing Company Secretary for the Financial Year 2021-22.

Thanking You,

Yours faithfully,  
**For, KANEL INDUSTRIES LIMITED**  
**(A company under Corporate Insolvency Resolution Process)**

**PRASHANT BHARATKUMAR PATEL**  
**Resolution Professional**  
**IBBI/IPA-002/IP- No. 0827 /2019-2020/12627**

Encl: As above



# Himanshu S K Gupta & Associates Company Secretaries

## SECRETARIAL COMPLIANCE REPORT OF "KANEL INDUSTRIES LIMITED" FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

I, Himanshu Surendrakumar Gupta, Practising Company Secretary have examined:

- all the documents and records made available to me and explanation provided by **KANEL INDUSTRIES LIMITED** ("the listed entity") during the conduct of audit of the company.
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of:

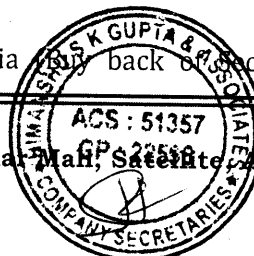
- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**not attracted during the period under review**)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
- Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; (**not**

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**attracted during the period under review)**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;  
**(not attracted during the period under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;  
**(not attracted during the period under review)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;**(not attracted during year under review)**
- (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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993
- (j) SEBI (Depositories and Participant) Regulations, 2018, as amended from time to time; and circulars/ guidelines issued thereunder;

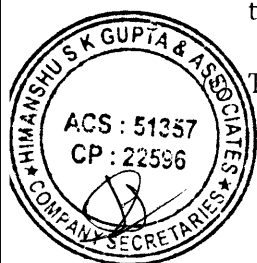
and based on the above examination, I hereby report that, during the Period under review:

- (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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Payment of Listing fees and Annual Issuer Charges under Regulation 14 of SEBI LODR	Late Payment	Company has paid the listing fees to the stock exchanges and Depositories after the due date.
2	Non-compliance under Regulation 6(1) of SEBI LODR.	Non-compliance	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer.
3	Non-Compliance under Regulation 17 of SEBI LODR	Non-compliance	We have observed few Non-compliances in the Composition of Board of Directors, however as the CIRP Proceedings are going on in the Company the Board is suspended w.e.f. 03 <sup>rd</sup> December, 2021.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

The following are the details of actions taken against the listed entity/ its promoters/



directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Ltd.	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer.	BSE has levied the fines of Rs. 175820/-.	Out of the total penalty of Rs. 175820/- company has paid the penalty of Rs. 67260/- and rest is still pending due to the Moratorium envisaged against the company due to ongoing CIRP Proceedings. However, the Company has appointed the Company Secretary and Compliance Officer w.e.f. 03 <sup>rd</sup> March, 2022
2	NCLT Ahmedabad	NCLT Ahmedabad bench has approved the CIRP Proceedings on the Company due to Default in the payment of Financial Creditor.	NCLT Ahmedabad Bench has commenced the CIRP Proceedings w.e.f. 03 <sup>rd</sup> December, 2021 under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) and Mr. Prashant Bharatkumar Patel has been appointed as Interim Resolution Professional (IRP) and then Resolution Professional (RP) and the moratorium is envisaged under the provisions of Section 14(1).	Ardent Ventures LLP, the financial creditor of the company has filed an application before the NCLT Ahmedabad bench for initiating Corporate Insolvency Resolution Process (CIRP). NCLT Ahmedabad Bench has admitted the said application and commenced the Corporate Insolvency Resolution Process (CIRP) w.e.f. 03 <sup>rd</sup> December, 2021 under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) for the alleged default. Further Mr. Prashant Bharatkumar Patel has been appointed as Interim Resolution Professional (IRP) and then Resolution Professional (RP) and the moratorium is envisaged under the provisions of Section 14(1) in relation to the Corporate Debtor prohibiting all of the actions mentioned under Section 14(1)(a) to (d) and the proceedings of the same



				are going on.
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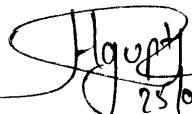
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Payment of Listing fees and Annual Issuer Charges under Regulation 14 of SEBI LODR for the F.Y. 2020-21	31.03.2021 ~	Stock exchange had frozen the demat accounts of the promoters of the company for non-payment of listing fees on time.	Company paid the listing fees on 02/07/2021 to BSE.

I further report that, the listed entity has complied with points 6(A) and 6(B) as mentioned in circular No. CIR/CFD/CMD 1/114/2019 dated 18<sup>th</sup> October, 2019 and that they have incorporated all the terms and conditions in the respective engagement letter/supplemental letter issued to the Statutory Auditors.

Place: Ahmedabad  
Date: 25<sup>th</sup> May, 2022

For, Himanshu SK Gupta & Associates  
Company Secretaries

  
25/05/22

Himanshu Gupta  
Proprietor  
ACS No.: 51357, C.P. No.: 22596  
Peer Review No.: 1943/2022  
UDIN: A051357D000389387

