

U. P. JAIN & CO.

COMPANY SECRETARIES

CS UMMEDMAL P. JAIN
B.COM., L.L.B., F.C.S.

MOBILE NO.: 98202 84266
E-MAIL: UPJAINCO@GMAIL.COM

26, NAFEEES CHAMBER, 121-123, MODY STREET, FORT, MUMBAI-400001

Secretarial Compliance Report of KEWAL KIRAN CLOTHING LIMITED for the year ended 31st March, 2024

To,
Kewal Kiran Clothing Limited,
Kewal Kiran Estate, 460/7, I. B. Patel Road,
Near Western Express Highway,
Goregaon (East),
Mumbai – 400063

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Kewal Kiran Clothing Limited, having its Registered Office at Kewal Kiran Estate, 460/7, I. B. Patel Road, Near Western Express Highway, Goregaon (East), Mumbai – 400063. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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 in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, M/s U. P. Jain & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Kewal Kiran Clothing 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 year ended 31st March, 2024 (“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, 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 to the Company during the Review Period);

(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 to the Company during the Review Period);

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Review Period);

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Review Period);

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the Review Period);

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars / guidelines issued thereunder; and based on the above examination, we 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	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remark

	specific clause)									
				Advisory / Clarification / Fine / Show Cause Notice / Warning, etc						
1	Corporate announcement is a delayed submission related to proceedings of Annual General Meetings held on 28 th September, 2023	Regulation 30(6) read with schedule III of SEBI - LODR Regulations, 2015	—	Clarification	clarifications and an explanation for the aforesaid non-compliance and submit a revised corporate announcement along with explanation	Non - Compliance of Regulation 30(6) read with Schedule III of the SEBI – LODR Regulations, 2015	NIL	The company have complied said regulation after submission of explanation for delay submission of proceeding of Annual General Meeting.	The Company has complied with the said regulation and also replied the same to the NSE on 5 th October, 2023 & BSE through letter dated 6 th April, 2024.	

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(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	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remark
				Advisory / Clarification / Fine / Show Cause / Notice / Warning, etc						
N A										

We hereby report that, during the review 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 Standard:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act,</p>	Yes	

	2013 and mandatorily applicable.		
2	<p>Adoption and timely updation of the Policies:</p> <p>(a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities (b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/ guidelines issued by SEBI</p>	Yes	
3	<p>Maintenance and disclosures on Website:</p> <p>(a) The Listed entity is maintaining a functional website (b) Timely dissemination of the documents/ information under a separate section on the website (c) 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</p>	Yes	
4	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5	<p>Details related to Subsidiaries of listed entities have been examined w. r. t.:</p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>N.A.</p> <p>Yes</p>	<p>The Company does not have any material listed subsidiary Company</p>
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</p>	Yes	

	LODR Regulations, 2015		
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 as prescribed in SEBI Regulations</p>	Yes	
8	<p>Related Party Transactions:</p> <p>(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</p>	<p>Yes</p> <p>NA</p>	
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>	<p>Yes, National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) had issued a notice to the Company for non-compliance of Regulation 30(6) read with Schedule III of the SEBI- LODR on 5th October, 2023 and 6th April, 2024 respectively. The Company in its reply dated 5th October, 2023 to NSE and 6th</p>	

		April, 2024 to BSE clarified all the facts for delay submission of proceeding of Annual General Meeting.	
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	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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</p>	Yes	
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	There is no instance of resignation of statutory auditors from the Company and its material subsidiary. Hence, disclosures in such respect are not applicable
12	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for all SEBI Regulation /circular /guidance note etc.</p>	Yes	

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 certify 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 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.

Place: Mumbai

For U. P. JAIN & CO.
Company Secretaries

Date: May 23, 2024

(Ummedmal P. Jain)
Proprietor

UDIN: F003735F000434011

FCS: 3735 COP: 2235
PR No. 1253/2021