



Telephone : 91-022-6660 8711-13-14
Fax : 91-022 6663 5401
CIN : L28129MH1962PLC012289

e-mail : info@kairacan.com
website : www.kairacan.com

KAIRA CAN COMPANY LIMITED

REGD. OFFICE : ION HOUSE, DR. E. MOSES ROAD, MAHALAXMI, MUMBAI 400 011.

3rd July, 2020

BSE Limited

The Stock Exchange, Mumbai
Corporate Relationship Dept.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Ref : Script Code:- 504840 – Kaira Can Company Limited
Security ID : KAIRA

Sub.: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2020

Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019

In compliance with the aforementioned SEBI circular, please find attached the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2020 issued by the Secretarial Auditor of the Company.

Please take the above information on record.

Thanking you,

Yours faithfully,
For KAIRA CAN COMPANY LIMITED

HITEN VANJARA
COMPANY SECRETARY



Encl : As above



SECRETARIAL COMPLIANCE REPORT

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

OF KAIRA CAN COMPANY LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020.

I Prashant S. Mehta, Proprietor of P. Mehta & Associates, a Practising Company Secretary, have examined:

- all the documents and records made available to me and explanation provided by Kaira Can Company Limited ("the listed entity"),
- 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 31st March, 2020 ("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;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review;**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- **Not Applicable during the period under review;**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;- **Not Applicable during the period under review;**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable during the period under review;**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;- **Not Applicable during the period under review;**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- i) other regulations as applicable, and circulars/ guidelines issued thereunder;

and based on the above examination, I 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)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	Non-compliance of Regulation 17(1) of SEBI LODR, 2015 pertaining to composition of Board of Directors.	The Company has received a notice from BSE Limited on 19 th August, 2019 regarding non-compliance of Regulation 17(1) of SEBI (LODR), 2015 pertaining to composition of Board of Directors. The Company has on 24 th May, 2019 appointed Mr. Keval Doshi Independent Director and accordingly the composition of Board of Directors is in compliance with the requirements of the SEBI (LODR), 2015.

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

- c) 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 Limited	Non-compliance of Regulation 17(1) of SEBI (LODR), 2015 pertaining to composition of Board of Directors.	Fine amount of Rs. 5,36,900/- including GST.	The Company has paid the fine amount of Rs. 5,36,900/- including GST to BSE Limited.



d) 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	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	Observations of the Practicing Company Secretary on the actions taken by the listed entity
1	Non-compliance of Regulation 17(1) of SEBI (LODR), 2015 pertaining to composition of the Board of Directors.	31 st March, 2019	The Company has on 24 th May, 2019 appointed Mr. Keval Doshi Independent Director and accordingly the composition of Board of Directors is in compliance with the requirements of the SEBI (LODR) Regulations, 2015.	The Company has complied with Regulation 17(1) of SEBI (LODR), 2015. However, the Company has received a notice from BSE on 19 th August, 2019 as mentioned above in a(i) and paid the fine amount.
2	The composition of Audit Committee was not in compliance for the 3 rd Quarter ended on 31 st December, 2018.	31 st March, 2019	The Company has reconstituted Audit committee on 8 th February, 2019, and the composition of the Audit committee was in compliance with the requirements of the SEBI (LODR) Regulations, 2015 for the year under review.	The Company has complied with the Regulation 18 of SEBI (LODR), 2015.



- 4 -

For P Mehta & Associates.
Practicing Company Secretaries



Prmehta

Prashant S Mehta
(Proprietor)
ACS No. 5814
C.P. No. 17341

PRASHANT S. MEHTA
COMPANY SECRETARY
M. NO. 5814 CP. NO. 17341

Date: 30th June, 2020
Place: Mumbai

UDIN: A005814B000394103