



Kiri Industries Limited

Future Full of Colours.....

May 29, 2019

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Maharashtra, India Scrip Code: 532967	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Maharashtra, India Scrip ID – KIRIINDUS
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Dear Sir/ Madam,

Subject: Annual Secretarial Compliance Report for the year ended on March 31, 2019

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing herewith Annual Secretarial Compliance Report dated May 14, 2019 issued by M/s. Kashyap R. Mehta & Associates, Practicing Company Secretaries, Ahmedabad for the year ended on March 31, 2019.

You are requested to take note of the same.

Thanking you,

Yours faithfully,

Kiri Industries Limited

Suresh Gondalia



Suresh Gondalia
Company Secretary

Encl: As stated

DYES

Plot No : 299/1/A & B, Phase-II, Nr. Water Tank, GIDC, Vatva,
Ahmedabad – 382 445, Gujarat, India.
Phone : +91-79-25894477
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INTERMEDIATES

Plot No : 396/399/403/404, EPC Canal Road, Village : Dudhwada,
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Phone : +91-2662-273444
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CHEMICALS

Plot No : 552-A, 566, 567, 569-71, Village : Dudhwada, Tal. : Padra,
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Phone : +91-2662-273724, 25
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14th May, 2019

To,
The Board of Directors,
Kiri Industries Limited
7th Floor, Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad- 380 006

Dear Sirs,

Sub.: Secretarial Compliance Report for the year ended on 31st March, 2019

We, **Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** have examined:

- (a) all the documents and records made available to us and explanation provided by Kiri Industries Limited (“the listed entity/the Company”),
- (b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange of India Limited
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2019 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;

The Company has submitted necessary applicable compliances to the Stock Exchanges and is in compliance with applicable provisions of SEBI-LODR.

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

The Company has complied with the relevant applicable provisions of Preferential issue of Equity shares pursuant to conversion of warrants.



(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

The Company has received necessary disclosure under SEBI-SAST at the time of occurrence of relevant event.

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

---Not applicable during the reporting year-----

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

The ESOP scheme is on going in the Company.

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

There is no further issue and listing of Debt securities for the year 2018-19.

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

-----Not applicable during the reporting year-----

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

The Company has notified the exchanges the particulars of trading within the stipulated time of all disclosures that have been received by the Company under the Regulations.

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

Necessary applicable compliances of the above Regulations have been made.

(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

Necessary applicable compliances of the above Regulations have been made.

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 specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	-----	-----Not Applicable-----	-----



- (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 our 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.	SEBI against the Listed entity along with their Promoters vide their show cause notice dated 4 th August, 2017.	Delayed disclosure under Reg. 13(6) of SEBI (PIT) Regulations, 1992 in respect of acquisition of equity shares through Preferential allotment from Ms. Anupama Kiri being one of the Promoter	Appearance before the Internal Committee on 25 th May, 2018 for amicable settlement of issue and agreed for settlement amount of Rs. 2,88,682.	Settlement Order PM/RR/08/2018-19 dated 12 th October, 2018 and the listed entity paid consolidated settlement amount of Rs. 2,88,682/- as per the demand.

- (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...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	-----	Not Applicable-----	-----	-----

FOR KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES
FRN: S2011GJ166500



KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 : COP-2052

Place: Ahmedabad
Date: 14th May, 2019