

# KALYANI INVESTMENT

CIN-L65993PN2009PLC134196

KICL:SEC:

May 12, 2023

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code : 533302**

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip Symbol : KICL**

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2023

Reg. : Regulation 24(A) of the SEBI (Listing Obligations  
and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the year ended on March 31, 2023, duly certified by Mrs.Meenakshi R.Deshmukh, Partner, M/s. SVD & Associates, Company Secretaries, Pune.

Kindly take the aforesaid report on record.

Thanking you,

Yours faithfully,  
For KALYANI INVESTMENT COMPANY LIMITED

*Anirvinna A. Bhave*

ANIRVINNA A. BHAVE  
COMPANY SECRETARY & COMPLIANCE OFFICER  
E-mail : [anirvinna.bhave@kalyani-investment.com](mailto:anirvinna.bhave@kalyani-investment.com)



Encl. : as above



**KALYANI**  
GROUP COMPANY

**Secretarial compliance report of Kalyani Investment Company Limited for the year ended  
March 31, 2023**

To,  
**Kalyani Investment Company Limited,**  
Mundhwa,  
Pune-411036.

We **SVD & Associates, Company Secretaries**, have examined:

- a) all the documents and records made available to us and explanation provided by **Kalyani Investment Company Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) the website of the listed entity,
- d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2023** ("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 (SEBI (LODR)),



- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018 **(not applicable to the Listed entity 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 (Buy-Back of Securities) Regulations, 2018 **(not applicable to the Listed entity during the Review Period)**;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(not applicable to the Listed entity during the Review Period)**;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(not applicable to the Listed entity during the Review Period)**;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;

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:-

Particulars	Sr. No. 1
Compliance Requirement (Regulations /circulars/guidelines including specific clause)	1. SEBI (LODR)
Regulation /Circular No.	1. Regulation 23 (9) 2. SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020
Deviations	Delay in disclosure of related party transactions for half year ended March 31, 2022 to the stock exchanges under Regulation 23(9) of SEBI (LODR).
Action Taken by	1. BSE Limited (BSE) 2. National Stock Exchange of India Ltd.(NSE)
Type of Action (Advisory /Clarification/Fine/Show Cause Notice/ Warning, etc.)	Fine
Details of Violation	The listed entity has made delayed submission in disclosure of related party transactions for half year ended March 31, 2022 to the stock exchanges under Regulation 23(9) of SEBI (LODR).



Fine Amount	1. BSE - Rs. 70,800/- 2. NSE – Rs. 70,800/-
Observations/Remarks of the Practicing Company Secretary	Pursuant to Regulation 23(9) of SEBI (LODR), the Listed entity has disclosed the related party transactions for half year ended March 31, 2022 on June 08, 2022 within a period of 15 days from approval of consolidated financial results for year ended March 31, 2022.
Management Response	Disclosure is required to be made within 15 days from the date of publication of standalone and consolidated financial results. The Listed entity's Consolidated Results were published on 30 <sup>th</sup> May, 2022 and in compliance of Regulation 23(9) the related party submission was made on June 8, 2022. In view of the same, the Listed entity has made the application to waive the fine to BSE and NSE on August 16, 2022.
Remarks	NSE has waived the fine vide letter dated April 05, 2023 and no communication is received from BSE in this regard.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Particulars	Sr. No.
Compliance Requirement (Regulations /circulars/guidelines including specific clause	NIL
Regulation /Circular No	NIL
Deviations	NIL
Action Taken by	NIL
Type of Action (Advisory /Clarification/Fine/Show Cause Notice/ Warning, etc.)	NIL
Detail s of Violation	NIL
Fine Amount	NIL
Observations/Remarks of the Practicing Company Secretary	NIL
Management Response	NIL
Remarks	NIL



(c) The listed entity has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the listed entity.

(d) This report is to be read with additional affirmations annexed herewith as **Annexure-A**.

For **SVD & Associates**  
Company Secretaries

*Meenakshi R. Deshmukh*



**Meenakshi R. Deshmukh**  
Partner  
FCS No. 7364  
C P No. 7893

Peer Review number: P2013MH075200  
UDIN: F007364E000183100

Place: Pune  
Date: April 28, 2023

**Note:** We have physically verified the documents and evidences and also relied on data provided through electronic mode, for the purpose of issuing this report.

**Annexure – A**

**Additional Affirmations**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Observations /Remarks by PCS*</b>
1.	<b><u>Secretarial Standards:</u></b> 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)	Yes	NIL
2.	<b><u>Adoption and timely update of the Policies:</u></b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	NIL
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents / information under a separate section on the website</li> <li>• 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</li> </ul>	Yes	NIL
4.	<b><u>Disqualification of Director:</u></b> None of the Directors of the Listed entity are disqualified under Section 164 of Companies Act, 2013	Yes	NIL
5.	<b><u>Details related to Subsidiaries of listed entities:</u></b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The listed entity does not have any Subsidiaries.
6.	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of	Yes	NIL



	records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015		
7.	<b><u>Performance Evaluation:</u></b> 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	Yes	NIL
8.	<b><u>Related Party Transactions:</u></b> (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	Yes	NIL
9.	<b><u>Disclosure of events or information:</u></b> 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	Yes	NIL
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> 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	No	Pursuant to Regulation 23(9) of SEBI (LODR), disclosure for the related party transactions for half year ended March 31, 2022 was made within a period of 15 days from approval of consolidated financial results. However, the listed entity has received notices from NSE and BSE



			regarding delay in disclosure of Related Party Transaction.
12.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. as applicable to the Listed entity as mentioned in the above report.	Yes	NIL

*\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

For SVD & Associates  
Company Secretaries

*Meenakshi R. Deshmukh*



**Meenakshi R. Deshmukh**  
Partner  
FCS No. 7364  
C P No. 7893

RECEIVED ON 11 MAY 2023

Peer Review number: P2013MH075200  
UDIN: F007364E000183100

Place: Pune  
Date: April 28, 2023

