



28<sup>th</sup> June, 2021

To,  
The Manager- Listing  
National Stock Exchange of India Limited,  
Exchange Plaza, BandraKurla Complex,  
Bandra (E), Mumbai-400 051  
REF: Security Code: KAMDHENU

To,  
The Manager- Listing  
BSE Limited,  
PhirozeJeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
Ref: Security Code: 532741

Dear Sir/Madam,

**Subject: Annual Secretarial Compliance Report for the FY 2020-21.**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Annual Secretarial Compliance Report issued by the Chandrasekaran Associates, Company Secretaries for the year ended 31<sup>st</sup> March, 2021.

Please take the same on your record.

Thanking you,

For Kamdhenu Limited

Satish Kumar Agarwal  
Chairman & Managing Director  
DIN: 00005981



End: As above

**KAMDHENU LIMITED**  
Regd. Off. 2<sup>nd</sup> Floor, Building No. 9A, DLF  
Cyber City, Phase-III, Gurugram, HR-122002

E-mail: [kamdhenu@kamdhenulimited.com](mailto:kamdhenu@kamdhenulimited.com)  
Website: [www.kamdhenulimited.com](http://www.kamdhenulimited.com)

CIN: L27101HR1994PLC092205  
Phone: 0124 4604500

**SECRETARIAL COMPLIANCE REPORT OF KAMDHENU LIMITED FOR THE YEAR  
ENDED MARCH 31, 2021**

To,  
The Board of Directors  
Kamdhenu Limited  
2<sup>nd</sup> Floor, Tower-A, Building No. 9,  
DLF Cyber City, Phase-III,  
Gurugram – 122002, India

We, M/s. Chandrasekaran Associates, have examined:

- (a) All the documents and records made available to us and explanation provided by Kamdhenu 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 certification,

for the year ended March 31, 2021 ("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 during the year under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;

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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018;**Not Applicable during the year under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;**Not Applicable during the year under review**
- (g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares)Regulations,2013;**Not Applicable during the year under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

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
1.	As per Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall submit within 30 days from the date of publication of its standalone and	The Company has not submitted disclosures of related party transactions as required under Regulation 23(9) of SEBI (Listing	BSE Limited ("BSE") has levied a fine of Rs. 2,47,800/- (including GST) and National Stock Exchange of India Limited ("NSE") has levied a fine of Rs.

	consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	Obligations and Disclosure Requirements) Regulations, 2015 during the Financial Year 2020 - 21.	2,47,800/- (including GST) for delay in filing of disclosures of related party transactions on a consolidated basis under Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September 30, 2020.
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- (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/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	BSE & NSE	Non - Compliance of Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements)	BSE Limited ("BSE") has levied a fine of Rs. 2,47,800/- (including GST) and National	BSE Limited ("BSE") has levied a fine of Rs. 2,47,800/- (including GST) and National Stock

		Regulations, 2015 for delay in filing of disclosures of related party transactions on a consolidated basis for the half year ending September 30, 2020.	Stock Exchange of India Limited ("NSE") has levied a fine of Rs. 2,47,800/- (including GST) for delay in filing of disclosures of related party transactions on a consolidated basis under Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September 30, 2020.	Exchange of India Limited ("NSE") has levied a fine of Rs. 2,47,800/- (including GST) for delay in filing of disclosures of related party transactions on a consolidated basis under Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September 30, 2020.  The Company has paid the fine to NSE and BSE.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended...</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
NIL				

- (e) The company 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 Company.

**For Chandrasekaran Associates****Company Secretaries**

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**SHASHIKANT**

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Shashikant Tiwari

Partner

Membership No. A28994

Certificate of Practice No. 13050

UDIN: A028994C000487859

Date: New Delhi

Place: June 21, 2021

Notes: Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to Financial Year 2020-21.