



KAMDHENU LIMITED

(Formerly known as Kamdhenu Ispat Limited)

2nd Floor, Tower - A, Building No. 9, DLF Cyber City, Phase - III, Gurgaon
Pin: 122002, (Haryana) Phone: - 0124 - 4604500, Fax: 0124 - 4218524
E-mail: kamdhenu@kamdhenulimited.com, website: www.kamdhenulimited.com

27th July, 2016

To,
The Manager- Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai-400051

Ref: Security Code: KAMDHENU

Dear Sir,

Subject: Quarterly Compliance under Clause 55A of the SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 30.06.2016.

With reference to the captioned subject, please find enclosed herewith the Certificate from Practicing Company Secretary under Clause 55A of the SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 30.06.2016.

Please take the same on your record.

Thanking you,
Yours faithfully,

For Kamdhenu Limited

(Jogeswar Mohanty)
Company Secretary

The Board of Directors

Kamdhenu Limited (Formely Known as Kamdhenu Ispat Limited)
L-311, Khasra no.724, Street No. 7,
Mahipalpur Extension, New Delhi-110037

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

[pursuant to Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002] & Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996.

We have examined the registers, records and documents of M/s Kamdhenu Limited (Formely Known as Kamdhenu Ispat Limited) for the quarter ended on 30th June 2016 as maintained by M/s Karvy Computershare Private Limited, the Registrar/Share Transfer Agents of the Company. In our opinion and to the best of our knowledge and according to the Information and explanation given to us and as shown by the records examined by us, we hereby submit our reconciliation of share capital audit report for the aforesaid quarter as under:

| | | | | | | | |
|----|---|--|----------------------------------|--|---------------------------|---------------------------|---|
| 1 | For Quarter Ended: | 30.06.2016 | | | | | |
| 2 | ISIN: | INE 390H01012 | | | | | |
| 3 | Face Value: | Rs. 10/-each | | | | | |
| 4 | Name of the Company: | M/s Kamdhenu Limited (Formely Known as Kamdhenu Ispat Limited) | | | | | |
| 5 | Registered Office Address: | L-311, Khasra no.724, Street No.7, Mahipalpur Extension, New Delhi - 110037 | | | | | |
| 6 | Correspondence Address: | 2nd Floor, Tower A, Building No. 9 DLF Cyber City, Phased III Gurgaon-122002 | | | | | |
| 7 | Telephone & Fax Nos.: | (T) 0124-4604534 (F) 0124- 4218524 | | | | | |
| 8 | Email address: | kamdhenu@kamdhenulimited.com | | | | | |
| 9 | Names of Stock Exchanges where the Company's Securities are listed | (I) National Stock Exchange of India Limited. (II) BSE Limited | | | | | |
| | | Number of shares | % of Total Issued Capital | | | | |
| 10 | Issued Capital: | 23400000 | | | | 100.00 | |
| 11 | Listed Capital: | 23400000 | | | | 100.00 | |
| 12 | Held in dematerialised form in CDSL: | 3981857 | | | | 17.02 | |
| 13 | Held in dematerialised form in NSDL: | 19411000 | | | | 82.95 | |
| 14 | Physical: | 7143 | | | | 0.03 | |
| 15 | Total No. of Shares (12+13+14) | 23400000 | | | | 100.00 | |
| 16 | Reasons for difference if any, between (10&11),(10&15), (11&15) | NOT APPLICABLE | | | | | |
| 17 | Certifying the details of changes in share capital during the quarter under consideration as per | | | | | | |
| | Particulars*** | No. of Shares | Applied/ Not Applied for listing | Listed on Stock Exchange (Specify Names) | whether intimated to CDSL | whether intimated to NSDL | In-prin. Appr. Pending for SE (Specify names) |
| | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | *** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify). | | | | | | |



CHANDRASEKARAN ASSOCIATES

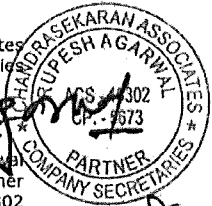
Continuation.....

| | | | |
|----|---|--|------------------|
| 18 | Register of Members is updated (Yes/No) | Yes | |
| 19 | Reference of previous quarter with regard to excess dematerialised shares, if any : | NIL | |
| 20 | Has the company resolved the matter mentioned in point no. 19 above in the current quarter if not, reason why? | NOT APPLICABLE | |
| 21 | Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: | NIL | |
| | Total No. of demat requests | No. of request | No. of Shares |
| | NIL | NIL | NIL |
| | | | Reason for delay |
| | | | NIL |
| 22 | Name, Telephone & Fax No. of the Compliance Officer of the Company. | Mr. Jogeswar Mohanty Compliance Officer & Company Secretary (T) 0124-4604534 (F) 0124 -4218524 | |
| 23 | Name, Address, Telephone & Fax No. of the Practising Company Secretary | Chandrasekaran Associates Company Secretaries 11-F, Pocket -IV, Mayur Vihar Phase I Delhi - 110 091 (T) 011 - 22710514 011- 22713708 | |
| 24 | Appointment of common agency for share registry work | Karvy Computershare Private Limited Karvy Selenium Tower B, Plot number. 31 & 32. Financial District, Nanakramguda, Serilingampally mandal Hydrabad-500032 | |
| 25 | Any other detail that the auditor may like to provide.(e.g. BIFR company, delisting from SE, company changed its name etc. | NIL | |

Place : Delhi
Date: 26/7/12

Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Rupesh Agarwal
Partner
ACS No. 16302
CP No. 5673



H. K. S.