



KAMDHENU ISPAT LIMITED

Corporate Office : 2nd Floor, Tower A, Building No. 9, DLF Cyber City, Phase III
Gurgaon - 122002 (Haryana) Phone : 0124 - 4604500 (30 Lines) Fax : 0124 - 4218524
E-mail : kamdhenu@kamdhenuispat.com. Website : www.kamdhenuispat.com

Date: 12.01.2012

To,
Mr. K. Hari,
(Asst. Vice President)
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra(E),
Mumbai-400 051

To,
Mr. Bhushan Mokashi
(Deputy General Manager)
Corporate Relationship Department
Bombay Stock Exchange Limited,
14th Floor, Rotunda Building,
B.S. Marg, Fort
Mumbai- 400 001

REF: Security Code KIL

Ref: Security Code 532741

Dear Sir,

Sub: Quarterly Compliance Under Clause 35 of the Listing Agreement & Clause 49 of the Listing Agreement for the quarter ended 31st December, 2012

With reference to the captioned subject, please find enclosed herewith

1. Shareholding Pattern of the Company for the quarter ended 31st December, 2012.
2. Compliance Report on Corporate Governance for the quarter ended 31st December, 2012.

Please take the same on your record.

Thanking you,

Yours truly,

For Kamdhenu Ispat Limited

**Yogendra Dwivedi
Company Secretary**

(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35			
NAME OF THE COMPANY: KAMEDHENU ISPAT LTD		Name of the Scrip:	
SCRIP CODE:	532741		
Class of Security:	31/12/2012	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company.
QUARTER ENDED:			
Partly paid-up shares	No. of partly paid-up shares	0	0
Held by promoter/promoter group		0	0
Held by Public		0	0
Total:			
Outstanding convertible securities:	No. of outstanding securities	0	0
Held by promoter/promoter group		0	0
Held by Public		0	0
Total:			
Warrants:	No. of warrants	0	0
Held by promoter/promoter group		0	0
Held by Public		0	0
Total:			
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	23400000	0	100.00

For Kamdhenu Ispat Limited



Company Secretary

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CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO OF SHAREHOLDERS (iii)	TOTAL NUMBER OF SHARES (iv)	NO OF SHARES HELD IN DEMATERIALIZED FORM (v)	TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES			SHARES PLEDGE OR OTHERWISE ENCUMBERED
					As a PERCENTAGE of (A+B) (vi)	As a PERCENTAGE of (A+B+C) (vii)	NUMBER OF SHARES AS a PERCENTAGE (ix)=(viii)/(iv)*100	
(i)	(ii)							
(a)	Bodies Corporate	292	1591814	1591814	6.80	6.80		
(b)	Individuals							
	(i) Individuals holding nominal share capital upto Rs.1 lakh	12174	4606199	4597629	19.68	19.68		
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	49	2114539	2114539	9.04	9.04		
(c)	Others							
	NON RESIDENT INDIANS	41	72288	72288	0.31	0.31		
	CLEARING MEMBERS	107	158704	158704	0.68	0.68		
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00		
	Sub-Total B(2) :	12663	8543544	8534974	36.51	36.51		
	Total B=B(1)+B(2) :	12665	8558307	8549737	36.57	36.57		
	Total (A+B) :	12686	23400000	23391430	100.01	100.00		
(C)	Shares held by custodians, against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public							
	GRAND TOTAL (A+B+C) :	12686	23400000	23391430	100.00	100.00	0	0.00

For Kamdhenu Ispat Limited



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Sr.No	Name of the Shareholder	Details of Shares held		Encumbered shares (*)		Details of Warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	Pledge Shares (v)	AS a percentage (vi) = (v)/(iii)*100 (vii)	AS a % of grand total (A) + (B) + (C) of sub-clause (i)(a) (viii)	Number of warrants held (ix)	As a % total number of warrants of the same class (x)	Number of convertible securities held (xi)	
1	KAMDHENU OVERSEAS LIMITED	2999873	12.82	0	0.00	0	0.00	0	0.00	12.82
2	SATISH KUMAR AGARWAL	1281742	5.48	0	0.00	0	0.00	0	0.00	5.48
3	KAMDHENU PAINT INDUSTRIES LIMITED	1279700	5.47	0	0.00	0	0.00	0	0.00	5.47
4	SUNIL KUMAR AGARWAL	1195292	5.11	0	0.00	0	0.00	0	0.00	5.11
5	KAMDHENU CONCAST LIMITED	1125510	4.81	0	0.00	0	0.00	0	0.00	4.81
6	SARITA AGARWAL	1065700	4.55	0	0.00	0	0.00	0	0.00	4.55
7	SHAFANU AGARWAL	701942	3.00	0	0.00	0	0.00	0	0.00	3.00
8	KAMDHENU INFRADEVELOPERS LIMITED	600000	2.56	0	0.00	0	0.00	0	0.00	2.56
9	KAMDHENU NUTRIENTS PRIVATE LIMITED	600000	2.56	0	0.00	0	0.00	0	0.00	2.56
10	KAMDHENU METALLIC INDUSTRIES LIMITED	588934	2.52	0	0.00	0	0.00	0	0.00	2.52
11	SACHIN AGARWAL	477280	2.04	0	0.00	0	0.00	0	0.00	2.04
12	SAURABH AGARWAL	476500	2.04	0	0.00	0	0.00	0	0.00	2.04
13	RADHA AGARWAL	393100	1.64	0	0.00	0	0.00	0	0.00	1.64
14	SATISH KUMAR AGARWAL	365900	1.56	0	0.00	0	0.00	0	0.00	1.56
15	SHATUL AGARWAL	337700	1.44	0	0.00	0	0.00	0	0.00	1.44
16	SUNIL KUMAR	300280	1.28	0	0.00	0	0.00	0	0.00	1.28
17	SHIVANI AGARWAL	240235	1.03	0	0.00	0	0.00	0	0.00	1.03
18	PRIVANKA AGARWAL	231129	0.99	0	0.00	0	0.00	0	0.00	0.99
19	ISHITA AGARWAL	145716	0.62	0	0.00	0	0.00	0	0.00	0.62
20	SOMYA AGARWAL	144660	0.62	0	0.00	0	0.00	0	0.00	0.62
21	SUNIL KUMAR AGARWAL	100000	0.43	0	0.00	0	0.00	0	0.00	0.43
22	AYUSH AGARWAL	90600	0.39	0	0.00	0	0.00	0	0.00	0.39
23	SHREYA AGARWAL	61900	0.26	0	0.00	0	0.00	0	0.00	0.26
24	AYUSH AGARWAL	50000	0.21	0	0.00	0	0.00	0	0.00	0.21
	TOTAL :	14841633	63.43	0	0.00	0	0.00	0	0.00	63.43

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For Kamdhenu Ispat Limited

Company Secretary

Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares									
Sl. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) (1)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	PRADEEP KUMAR GARG	257438	1.10	0	0.00	0	0.00	1.10	
2	THREE DEE EXIM PRIVATE LIMITED	234500	1.00	0	0.00	0	0.00	1.00	
TOTAL :		491938	2.10	0	0.00	0	0.00	2.10	

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[U](3)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons [together with PAC] belonging to the category "Public" and holding more than 5% of the total number of shares of the company						
Sr.No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with shares held	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)-(B)-(C) indicated in Statement at para (i)(a) above)	Details of warrants		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	
				Details of convertible securities		
				Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
				0	0	0
TOTAL :				0	0	0

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For Kamdhenu Ispat Limited



Company Secretary

STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES"			
(i)(d)			
Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a (%) percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) Indicated in Statement at para (i)(a) above)
			Promoter/Promoter Group/Public
1	KAMDHENU OVERSEAS LIMITED	400000	1.71
2	KAMDHENU INFRADEVELOPERS LIMITED	400000	1.71
3	KAMDHENU NUTRIENTS PRIVATE LIMITED	400000	1.71
4	KAMDHENU MATALIC INDUSTRIES LIMITED	400000	1.71
5	KAMDHENU PAINT INDUSTRIES LIMITED	400000	1.71
6	KAMDHENU CONCAST LIMITED	400000	1.71
7	KAMDHENU OVERSEAS LIMITED	200000	0.85
8	KAMDHENU INFRADEVELOPERS LIMITED	200000	0.85
9	KAMDHENU NUTRIENTS PRIVATE LIMITED	200000	0.85
10	KAMDHENU PAINT INDUSTRIES LIMITED	200000	0.85
11	KAMDHENU CONCAST LIMITED	200000	0.85
12	SARITA AGARWAL	200000	0.85
13	SARITA AGARWAL	200000	0.85
14	KAMDHENU MATALIC INDUSTRIES LIMITED	18934	0.81
15	SACHIN AGARWAL	100000	0.43
16	SACHIN AGARWAL	100000	0.43
17	SAURABH AGARWAL	100000	0.43
18	SAURABH AGARWAL	100000	0.43
	TOTAL :	4388934	18.76

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For Kamdhenu Ispat Limited



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STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)			
(ii)(a)			
	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(i)(a) above)
Sr.No.	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)		
		0	0
TOTAL :		0	0

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For Kamdhenu Ispat Limited

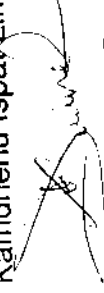


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(ii)(b)	Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares.			
Sr.No.	Name of the DR Holder	Type of outstanding DR (ADRs,GDRs,SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(i)(a) above)
	TOTAL :		0	0

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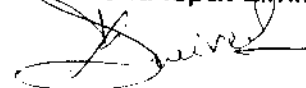
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KAMDHENU ISPAT LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE
AS ON 31ST DECEMBER, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
A. Composition of Board	49 (IA)	Yes	
B. Non Executive Directors' Compensation & disclosures	49 (IB)	Yes	No other remuneration being paid to Non Executive Directors, apart from sitting fees.
C. Other provisions as to Board and Committees	49 (IC)	Yes	
D. Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 II		
A. Qualified and Independent Audit Committee	49 (IIA)	Yes	
B. Meetings of Audit Committee	49 (IIB)	Yes	
C. Powers of Audit Committee	49 (IIC)	Yes	
D. Role of Audit Committee	49 (IID)	Yes	
E. Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies.	49 III	Yes	Company does not have any material non listed Indian Subsidiary Company
IV. Disclosures	49 IV		
A. Basis of related party transactions	49 IV A	Yes	
B. Disclosure of Accounting treatment	49 IV B	N.A.	No accounting treatment different from that prescribed in accounting standard has been followed.
C. Board Disclosures	49 IV C	Yes	
D. Proceeds from public issues, right issues, preferential issues.	49 IV D	Yes	
E. Remuneration of Directors	49 IV E	Yes	
F. Management	49 IV F	Yes	
G. Shareholders	49 IV G	Yes	
V. CEO / CFO Certification	49 V	Yes	
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance	49 VII	Yes	

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Company Secretary