

May 26, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.

Scrip Code: 514322

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022

Dear Madam/Sir,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2022 issued by Mr. Hemant Shetye, Partner at M/s. HS Associates, Company Secretaries, Mumbai.

Kindly take the above information on record.

Thanking you,

Yours truly,
For **Kamadgiri Fashion Limited**

Deepa

Deepa Toshniwal
Company Secretary



Encl.: a/a



ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

Kamadgiri Fashion Limited for the financial year ended on March 31, 2022.

I Hemant Shetye, Partner of HSPN & Associates LLP have examined:

- a) all the documents and records made available to us and explanation provided by Kamadgiri Fashion Limited ("**the listed entity**");
- b) the filings/ submissions made by the listed entity to the Stock Exchange;
- c) website of the listed entity; and
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended March 31, 2022 ("**Reporting 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, includes: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **not applicable for the Reporting Period**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **not applicable for the Reporting Period**;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, & 2014 & SEBI (Issue of Sweat Equity) Regulations, 2002- **not applicable for the Reporting Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 & Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - **not applicable for the Reporting Period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013 - **not applicable for the Reporting Period;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended;
- (i) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;
- (j) Annual Secretarial audit report and annual secretarial compliance report for listed entities as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019;
- (k) Disclosure of reasons for delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018;
- (l) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018;
- (m) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 read with SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;
- (n) Standard Operating Procedure for suspension and revocation of trading of specified securities circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 - **not applicable for the Reporting Period;**
- (o) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;
- (p) Monitoring of Foreign Investment limits in listed Indian companies SEBI circular IMD/FPIC/CIR/P/2018/74 dated April 27, 2018 read with SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 05, 2018;
- (q) Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions, debt securities, as per SEBI circular CIR/CFD/CMD/93/2017 dated August 04, 2017 - **not applicable for the Reporting Period;**
- (r) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01, 2019;



- (s) Disclosure of significant beneficial ownership in the shareholding pattern as per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2019/36 dated March 12, 2019;
- (t) Framework for listing of Commercial Paper as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated October 22, 2019 – **not applicable for the Reporting Period;**
- (u) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019;
- (v) Disclosure of standardizing reporting of violations related to code of conduct under SEBI (PIT), 2015 as per SEBI Circular HO/ISD/ISD/CIR/P/2019/82 dated July 19, 2019
- (w) Violation of Insider Trading SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020;
- (x) E-VOTING Facility as per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020;
- (y) Operational guidelines for Transfer and Dematerialization of re-lodged physical shares as per SEBI Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020;
- (z) Handling of Scores Complaints as per SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated August 13, 2020.
- (aa) Automation of System Driven Disclosures as per SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020;

and based on the above examination, ~~I/~~We hereby report that, during the Reporting 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 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed entity is required to make disclosure to the Stock Exchange regarding agreements entered into by the Company, within 24hours of entering into the agreement.	The Company has entered into Share Purchase Agreement and thereafter modified the same Agreement. However, the intimation to the Stock Exchange regarding the execution of the said agreement was not given within in time as stipulated in SEBI (LODR) regulations. Further, as on date of signing this Report, the Intimation to the Stock Exchange was	The Intimation to the Stock Exchange regarding execution of share purchase agreement was given beyond the time as stipulated in SEBI (LODR) Regulations. Further, on the date of signing this Report, the Intimation to the Stock Exchange was not given upon subsequent modification to the share purchase agreement.



	not given regarding the subsequent modification to the share purchase agreement.	
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- (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 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 Exchange (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.

- (d) The listed entity has taken the following actions to comply with the observations made in previous report:

	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Reg 7(3) of LODR: The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within one month of end of each half of the financial year, certifying compliance with the requirements of sub- regulation (2).	Compliance Certificate pursuant to Reg 7(3) of LODR for half year ended September 30, 2020 is filed beyond 30 days.	Compliance Certificate pursuant to Reg 7(3) of LODR for half year ended September 30, 2020 is filed with BSE on November 10 i.e. there has been a delay of 10 days in the submission of Compliance Certificate pursuant to Reg 7(3) of LODR.	As informed by the management delay was caused due to outbreak of COVID-19 pandemic.



2.	Reg 33 of LODR read with DCS/COMP/28/2016-17: The listed entity shall submit financial results in XBRL within 24 hrs of submission of results in PDF mode.	XBRL filing of financial results for the quarter ended September 30, 2020 is filed beyond 24 hrs.	XBRL filing of financial results for the quarter ended September 30, 2020 is filed on November 15, 2020 i.e. there has been a delay of more than 24 hrs in the filing of XBRL within 24 hrs of submission of results in PDF mode.	As informed by the management delay was caused due to technical error for filing of financial results in XBRL.
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Note:

1. This report is based on the following:
 - a) Data received from the Company partially through electronic mode as physical verification of the data and corresponding documents from the month of February 2020 could not be accessed due to the nationwide lockdown on account of COVID-19 pandemic;
 - b) Compliances required to be done by the Company during the Reporting Period (i.e. the period covered for the purpose of this Report is from April 01, 2021 to March 31, 2022).
2. The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 to the extent applicable.



For HSPN & Associates LLP
Company Secretaries

Hemant S. Shetye
Designated Partner
FCS No.: 2827
CP No.: 1483

Place: Mumbai
Date: May 25, 2022
ICSI UDIN: F002827D000384428
Peer Review No: P20007MH004300