

Secretarial Compliance Report
of
M/s. KEERTHI INDUSTRIES LIMITED
For the Financial Year ended 31.03.2021

We, M/s. VCSR & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by M/s. **KEERTHI INDUSTRIES LIMITED**, having its Registered Office at Plot 40, IDA Balanagar Hyderabad, Telangana-500037, hereinafter referred to as **"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 31.03.2021("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;
- 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; - **No such cases**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **No such cases**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **No such cases**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **No such cases**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- i) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016- *No such cases*
- j) SEBI (Investor Protection and Education Fund) Regulations, 2009- No such cases
- k) SEBI (Depository Participant) Regulations, 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:-

S.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Delayed in complying the requirements of the said regulation with respect to the composition of Board of Directors.	The Due date for compliance was 01 st April, 2020. However, the Company has complied the same on 01 st February, 2021.

- 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 Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. 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 Limited	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Notice of non-compliance was served, requiring the company to pay a fine of Rs. 5,42,800/- (including GST)	The prescribed fee was paid to BSE on 29.12.2020.
2	BSE Limited	Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 31 st March, 2021	Notice of non-compliance was served, requiring the company to pay a fine of Rs. 1,82,900/- (including GST) .	The prescribed fee was paid to BSE on 19.05.2021.

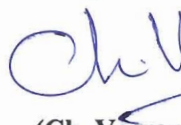


- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 29(2) & 29(3) of SEBI (LODR) Regulations, 2015	Delay in furnishing prior intimation of Board meeting where proposal for recommending final dividend was consider	Notice of non-compliance was served, requiring the company to pay a fine of Rs. 10,000/- by BSE.	The prescribed fee was paid to BSE on 24.06.2019.
2.	Regulation 34 of SEBI (LODR) Regulations, 2015	Delay in compliance of regulation 34 of SEBI (LODR) Regulations, 2015 with regarding sending of Annual Report to Stock Exchange at the time of dispatching to shareholders	Notice of non-compliance was served, requiring the company to pay a fine of Rs. 51,920/- by BSE.	The prescribed fee was paid to BSE on 23.10.2019. Later on the stock exchange has waive the fine and adjusted it with Annual Listing fees.

Place: Hyderabad
Date: 21.06.2021

For VCSR & Associates
Company Secretaries


(Ch. Veeranjanyulu)
Partner

M No. F6121, C P No.: 6392