



**Secretarial Compliance Report of DAMODAR INDUSTRIES LIMITED for the
year ended March 31, 2022**

We **Pramod Jain & Co** have examined:

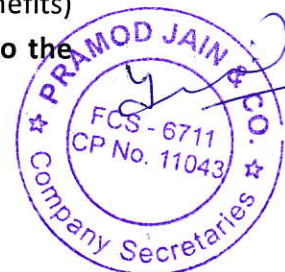
- (a) all the documents and records made available to us and explanation provided by Damodar Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity (www.damodargroup.com)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("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; **(during the period under review not applicable to the listed entity)**
- (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; **(during the period under review not applicable to the listed entity)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(during the period under review not applicable to the listed entity)**

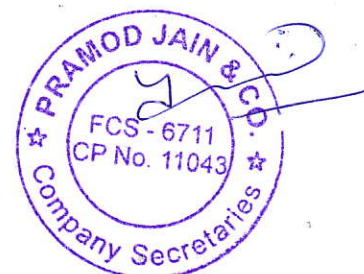


- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(during the period under review not applicable to the listed entity)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(during the period under review not applicable to the listed entity)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Regulation 17 (2) and 18 (2) (a) of the SEBI (LODR) Regulations, 2015 – The Board of Directors and Audit Committee of the Listed entity shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.	Gap between two consecutive Board Meetings /Audit Committee Meetings was 133 days, which is more than 120 days for the quarter ended June 30, 2021.	As per MCA vide General Circular dated May 03, 2021 granted relaxation under the Companies Act, 2013, for gap between Board Meetings from 120 days to 180 Days. This relaxation was granted considering pandemic of COVID – 19 and uncertain situation arising out of the said pandemic. Also where SEBI with its vide Circular issued on April 29, 2021 granted relaxation for approval of Audited Financial Results till June 30, 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:


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.
		Not required		

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

Sr. No.	Observations of the Practicing Company Secretary in the previous	Observations made in the secretarial compliance report for the year ended March 31, 2022 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		Not required		

Place: Indore
Date: May 28, 2022
UDIN: F006711D000415891

For PRAMOD JAIN & CO.
Company Secretary



(Pramod Kumar Jain)
Proprietor
FCS No. 6711 CP No. 11043

