



Kalyani Forge Limited

KOREGAON BHIMA, -412 216, TEHSIL SIRUR DIST. PUNE.
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www.kalyaniforge.co.in



29 June, 2021

To

BOMBAY STOCK EXCHANGE LIMITED, Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai-400001	NATIONAL STOCK EXCHANGE OF INDIA LIMITED, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051
Scrip Code: 513509	Symbol: KALYANIFRG

Subject: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2021 as per section 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2021 issued by CS. Nitin Prabhune, Practising Company Secretary.

Kindly requested to take the submissions on record.

Thanking you,

Yours Faithfully,
For Kalyani Forge Limited,

Rohan Deshpande
Company Secretary &
Compliance Officer



CIN: L28910MH1979PLC020959

REGD OFFICE: Shangrila Gardens, 1st Floor, 'C' Wing, Opp. Bund Garden, Pune: 411001

NITIN PRABHUNE

B.Com. LL. B. F. C. S.

PRACTISING COMPANY SECRETARY

1st Floor, Flat no.102, A.J.Residency, Taware Colony, Pune - 411009

Phone: 020-29510658

email: nitinprabhunecs@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF KALYANI FORGE LIMITED FOR THE YEAR ENDED
31ST MARCH, 2021**

To,
Kalyani Forge Limited
Shangrila Gardens C Wings 1st Floor
Opp Bund Garden Pune 411001

I have examined:

- a) all the documents and records made available to us either physically or by way of email in view of the prevailing pandemic situation of COVID-19 and explanation provided by Kalyani Forge Limited ("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 31st March, 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 ('LODR');
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (**not applicable to the listed entity during the Review Period**);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (**not applicable to the listed entity during the Review Period**);



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **not applicable to the listed entity during the Review Period**);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the listed entity during the Review Period**);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**not applicable to the listed entity during the Review Period**);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulation, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder;

and based on the above examination, I 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
1	Regulation 6(1) of the LODR requires a listed entity to appoint a qualified Company Secretary as the Compliance Officer.	The Office of Compliance Officer was vacant for the period 1 st April, 2020 to 3 rd August, 2020.	The listed entity did not have a Compliance Officer for the part of the FY 2020-21. The Company has appointed Compliance Officer w.e.f. 4 th August, 2020 and has complied with the provisions of Regulation 6(1) of SEBI (LODR).

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.



- c) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated 18th October, 2019 in the terms of appointment of statutory auditor of the Company.
- d) 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
1	BSE Limited & NSE Limited	Regulation 13 (3) of the SEBI (LODR), 2015 - Late-Submission of Statement on Investor Complaints for the Quarter ended June 2020	BSE & NSE have imposed fines for non-compliance for the said period. The Company had requested for waiver of the fine to the respective Stock Exchanges. The waiver request was approved by BSE on 9 th December, 2020; whereas the waiver request was not considered by NSE and the Company has paid the fine.	The Company has Complied with the Regulation 13 (3) of the SEBI (LODR), 2015. The Company has paid the fine imposed by NSE. No fine was imposed by BSE.
2	BSE Limited & NSE Limited	Regulation 31 of SEBI (LODR) Regulations, 2015, - Late submission of Shareholding Pattern for the Quarter ended June 2020	BSE & NSE have imposed fines for non-compliance for the said period. The Company had requested for waiver of the fine to the respective Stock Exchanges. The waiver request was approved by BSE on 9 th December, 2020 whereas the waiver request was not considered by NSE and the Company has paid the fine.	The Company has Complied with the Regulation 31 of SEBI (LODR) Regulations, 2015 The Company has paid the fine imposed by NSE. No fine was imposed by BSE.



3	BSE Limited & NSE Limited	Regulation 27(2) of SEBI (LODR) Regulations - Late submission of Corporate Governance Report for the Quarter ended June 2020	BSE & NSE have imposed fines for non-compliance for the said period. The Company had requested for waiver of the fine to the respective Stock Exchanges. The waiver request was approved by BSE on 8 th January, 2021; whereas the waiver request was not considered by NSE and the Company has paid the fine.	The Company has complied with the Regulation 27(2) of SEBI (LODR) The Company has paid the fine imposed by NSE. No fine was imposed by BSE.
4	BSE Limited & NSE Limited	Regulation 6(1) of SEBI (LODR) Regulations - Non Compliance in relation with the Appointment of Company Secretary for the Quarter ended June and a part of quarter ended September, 2020	BSE & NSE have imposed fines for non-compliance for the said period. The Company had requested for waiver of the fine to the respective Stock Exchanges. The waiver request was approved by BSE on 16 th April, 2021; whereas the waiver request was not considered by NSE and the Company has paid the fine.	The Company has appointed Compliance Officer w.e.f. 4 th August, 2020 and has complied with the provisions of Regulation 6(1) of SEBI (LODR). Further, the Company has paid the fine imposed by NSE. No fine was imposed by BSE.
5	BSE Limited & NSE Limited	Regulation 23(9) of SEBI (LODR) –Delay in reporting Disclosure of Related Party Transaction	BSE & NSE have imposed fines for non-compliance for the said period. The Company had requested for waiver of fine to the respective Stock Exchanges. The waiver request was approved by NSE on 20 th May, 2021,	The Company has complied with the Regulation 23(9) of SEBI (LODR) No fine was imposed by NSE. As on the date of Report,




			BSE is yet to confirm the waiver request.	communication from BSE is awaited.
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e) 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 reports	Observations made in the secretarial compliance report for the year ended...(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
1	The Office of Compliance Officer was vacant for the period 15 th November, 2019 to 31 st March, 2020	FY 2019-20	The entity has appointed Compliance Officer during FY 2020-21.	No comments are required as the entity has complied with the requirements of the Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Pune
Date: 10th June, 2021


Nitin Prabhune
Company Secretary
FCS No: 6707
CP No: 3800
UDIN: F006707C000441141

