



A.G.G. & Associates

Company Secretaries

(Peer Reviewed Certified CS Firm)

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SECRETARIAL COMPLIANCE REPORT OF AMD INDUSTRIES LIMITED FOR THE YEAR ENDED 31.03.2021

We, AGG & Associates, Practicing Company Secretaries, have examined:

- All the documents and records made available to us and explanation provided by AMD Industries Limited("the listed entity"),
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31.03.2021 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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 to the company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- (j) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations 1993;
- (k) Such other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review

- (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
	NIL	NIL	NIL

- (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 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.
1	National Stock Exchange	Notice for non-compliance/ delayed compliance with Corporate Governance Regulation 17(1) of SEBI(LODR) , Regulations, 2015 for the for quarter ended June 2020 and September, 2020	NSE vide its Letter No. NSE/LISTCOMP/22303 dated 31 st July, 2020, Letter No. NSE/LIST-SOP/CG/FINES/101661 dated 20 th August, 2020 and Letter No. NSE/LIST-SOP/COMB/FINES/0810 dated 17 th November, 2020 issued Notice(s) thereby imposing fine of Rs. 536900/- for the quarter ending June 2020 and Rs. 218300/- for the quarter ending September, 2020 for non-compliance/delayed compliance with Corporate Governance Regulation 17(1) of SEBI(LODR), Regulations, 2015	As per the Management Representation made by the Company, pursuant to the regulation 17(1)(c) of SEBI(LODR) 2015 the Company must have 6 directors on the Board. The Company had 5 directors on its board, however, the Company was unable to appoint 1 additional director between April 01, 2020 to June 30, 2020, due to ongoing COVID-19 induced lockdown at that time. Further, the Company appointed Mr. Tilak Raj w.e.f. 07/08/2020 and complied with the aforesaid requirement. The Company made a request to waive off the fine for the quarter ending June 2020 which was rejected by the NSE and the Company has since deposited the said amount of fine with the NSE with a request to reconsider the matter and to provide the opportunity to represent the matter again and the request to waive off the

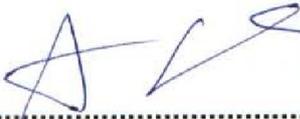


				fine for the quarter ending September, 2020 is still under consideration.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

For AGG & Associates
(Company Secretaries)




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Amar Gopal Gambhir
Practicing Company Secretary
FCS No. 3668
CP No. 3653
UDIN: F003668C000538444

Place: New Delhi
Date: 29-06-2021