

BHANDARI & ASSOCIATES

Company Secretaries

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Secretarial compliance report of Kabra Extrusiontechnik Limited for the year ended March 31, 2020

[Regulation 24(A) of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015]

We Bhandari & Associates have examined:

- a) all the documents and records made available to us and explanation provided by Kabra Extrusiontechnik 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 March 31, 2020 ("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#;
- 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#;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013#;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder including the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its statutory auditors.

The Regulations or Guidelines, as the case may be were not applicable for the period under review.

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
1.	Regulation 20(2A) of the SEBI Listing Regulations: At least three directors, with at least one being an independent director, shall be members of the Stakeholders Relationship Committee ('the SRC').	During the period from April 01, 2019 to May 27, 2019, the SRC comprised of two directors instead of three Directors.	The SRC of the Company comprising of two Directors as members was re-constituted by the Board of Directors of the Company at their first Board Meeting held on May 28, 2019 to increase its strength to three Directors as members, as required under provisions of regulation 20(2A) of the Listing Regulations.
2.	Regulation 9(1) and 9(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Code of Conduct of the Company to monitor and report trading by Designated Persons and SEBI circular no. SEBI/HO/ISD/CIR/P/2019/82 dated July 19, 2019: In terms of regulation 9(1) and regulation 9(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), the Board of Directors of every listed company and the Board of Directors or head(s) of the organization of every intermediary and fiduciary are required to formulate a Code of Conduct for designated persons and their immediate relatives and monitor its compliance and promptly inform SEBI about any violations of the code of conduct in accordance with clause 13 of Schedule B (in case of a listed company) or clause 11 of Schedule C (in case of intermediary or fiduciary) of the Regulations as applicable.	A Promoter & Executive Director executed a contra trade, which is restricted under the Code of Conduct of the Listed Entity and there was a delay in reporting of the same to the SEBI by the Listed Entity.	The Company had reported a contra trade on March 16, 2020, executed by a Promoter & Executive Director of the Company on September 18, 2019 which is restricted under the Code of Conduct of the Company, in accordance with the provisions of regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI circular no. SEBI/HO/ISD/CIR/P/2019/82 dated July 19, 2019.

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder so far 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.
There were no such instances				

(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... (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 Applicable				

For Bhandari & Associates
Company Secretaries

Manisha

Manisha Maheshwari
Partner
ACS No. 30224
C. P. No. 11031
Mumbai | July 09, 2020
ICSI UDIN: A030224B000430767

