

SECRETERIAL COMPLIANCE REPORT

For the year ended March 31, 2023

To

Kudgi Transmission Limited,
P.O.Box.979, Mount Poonamallee Road,
Manapakkam, Chennai-600089.

I, M Balaji Rajan, Practicing Company Secretary, have examined:

- a) All the documents and records made available to me and explanation provided by M/s.Kudgi Transmission Limited ('the listed entity'),
- b) The filings/submission made by the listed entity to the Stock exchanges, i.e., BSE Limited.
- c) Website : <https://www.lntidpl.com/businesses/power-transmission-lines/operational-projects/kudgi-transmission-limited/>
- d) Any other document/filing, as may be relevant, which has been relied upon to make the certification,

For the year ended March 31, 2023 ('Review Period') in respect of compliance with the provision of:

- a) The Securities & Exchange Board of India Act, 1992('SEBI ACT') and the regulations, circulars, guidelines issued there under; and
- b) The Securities Contracts (Regulation) Act,1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities 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 Obligation and Disclosure Requirements) Regulations,2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018 (Not Applicable on Company during the review period);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011(Not Applicable On Company during the review period);
- d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations,2018 (Not Applicable on Company during the review period);
- e) Securities and Exchange Board of India (Shares 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 Redeemable Preference Shares) Regulation,2013; (Not Applicable on Company 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 Participants) Regulations,2018;

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:

Sr.No	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The Compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable Policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the Policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Company is maintaining a functional 	Yes	



	<p>website</p> <ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual Corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 		
4.	<p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	<p><u>Examined the details related to Subsidiaries of the Company:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	
6.	<p><u>Preservation of Documents:</u> The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7.	<p><u>Performance Evaluation :</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	
8.	<p><u>Related Party Transactions:</u> (a) The Company has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee</p>	Yes	
9.	<p><u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 along-with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p><u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11.	<p>Actions taken by SEBI or Stock</p>	Yes	



	Exchange(s), if any: No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc	Yes	

The Company has complied with the provisions of the above regulations and circulars/guidelines based thereunder and based on the above examination, I hereby report that, during the review period:

- a) The Listed Company has complied with the Provisions of above regulations and circulars/guideline issued thereunder, except in respect of matters specified below:

Sr.No	Compliance Requirement (Regulation/Circulars/guidelines Including Specific Clause)	Deviation	Observations/remarks of the Practicing Company Secretary
-----NIL-----			

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

- c) The following are the details of the actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchange (including the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circular/guideline issued thereunder:

Sr.No.	Action Taken by	Details of Violation	Detail of action taken e.g. Fines, Warning Letter, debarment, etc	Observations/remarks of Practicing Company Secretary, if any
-----NIL-----				




Sr.No	Observations of Practicing company Secretary in the Previous Report	Observations made in the Secretarial Compliance report for the year ended March 31, 2023	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-----NIL-----				

Place: Chennai

Date: 30.05.2023

UDIN: F006470E000419410


M. Balaji Rajan
 Company Secretary in Practice
 C.P. No. 6965
 'Deepam Ilam' # 13/2, Agatheeswarar Koil Street,
 Villivakkam, Chennai - 600 049.

