



Ref No.: 21/MAY/2022-23/CORP

May 30, 2022

Listing Compliance Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report as per Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2022

Pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2022, issued by M/s. Alwyn Jay & Co., Practicing Company Secretaries, Mumbai.

You are requested to take the same on record.

Yours sincerely,

For India Infradebt Limited

Gaurav Tolwani
Company Secretary &
Compliance Officer

India Infradebt Limited

The Capital, 'B' Wing, 1101 A,
Bandra Kurla Complex,
Mumbai 400051, India.
CIN: U65923MH2012PLC237365

Tel: +91 2268196900
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www.infradebt.in

Alwyn Jay & Co. Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.
Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel: 022-79629822 ; Mob: 09820465195; 09819334743
Email : alwyn@alwynjay.com Website: www.alwynjay.com

**Secretarial compliance report of India Infradebt Limited
(CIN: U65923MH2012PLC237365) for the year ended 31st March, 2022**

We, Alwyn Jay & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by India Infradebt Limited (hereinafter called "the Company"),
- (b) the fillings/submissions made by the Company to the stock exchanges,
- (c) Website of the Company.
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with 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 Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, as amended from time to time, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 **to the extent applicable to the listed Non-Convertible Debentures.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 – **Not Applicable to the Company.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011 - **Not Applicable to the Company.**
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the Company.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable to the Company.**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- (g) 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 – **Not Applicable to the company.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015.
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable to the company.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(k) SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circular in the terms of appointment of statutory auditor of the listed entity - **Not applicable to the company.**

And circulars/guidelines issued thereunder.

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

(a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
Please refer point no. (c) below			

(b) The Company 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 action taken against the Company/ 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 circular/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	Non-compliance of Reg 54(2) of	BSE vide its mail dt 20th August,	The Company has submitted its

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
	('BSE')	SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the year ended 31st March, 2021 i.e. non-disclosure of extent & nature of security created & maintained with respect to secured listed Non-Convertible Debentures in the financial statements. The fine was levied as the Corporate Announcement was not made under the specific category available for Regulation 54(2), while the same was included in the Financial Results and uploaded under the category for Financial Results.	2021 has levied a fine of Rs.55,460	<p>response to BSE stating that the Company has fully complied with Regulation 54(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p> <p>The matter is now pending with BSE Limited.</p>

(d) The Company has taken the following actions to comply with the observation made in previous reports – **Not Applicable**

Place : Mumbai

Date : May 26, 2022

ALWYN JAY & Co.

Company Secretaries



A handwritten signature in blue ink, appearing to be "Alwyn D'Souza".

Office Address :

Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Alwyn D'Souza, FCS.5559]

(Partner)

[Certificate of Practice No.5137]

[UDIN: F005559D000398512]



Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To

The Members,

India Infradebt Limited

Our Secretarial Compliance Report of even date is to be read along with this letter.

1. The compliance of provisions of all regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made thereunder applicable to **India Infradebt Limited** (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Compliance Report.
2. Maintenance of secretarial and other records under regulations, circulars and guidelines prescribed under the SEBI Act and the SCRA and rules made thereunder is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Compliance Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further part of the verification was done on the basis of electronic data provided to us by the Company due to COVID-19 lockdown and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Compliance Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai

Date : May 26, 2022

ALWYN JAY & Co.

Company Secretaries



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