



Ref No.: 35/MAY/2023-24/CORP

May 29, 2023

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, 2023**

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, 2023, 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 &**  
**Chief Compliance Officer**

**Encl:** a/a

**India Infradebt Limited**

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

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[www.infradebt.in](http://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](mailto:alwyn@alwynjay.com) Website: [www.alwynjay.com](http://www.alwynjay.com)

### Secretarial compliance report of India Infradebt Limited

(CIN: U65923MH2012PLC237365) for the year ended 31<sup>st</sup> March, 2023

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 31<sup>st</sup> March, 2023 ("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 Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

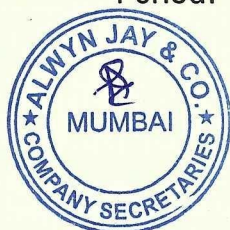
The specific Regulations, as amended from time to time, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI LODR Regulations") 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 – Not Applicable to the company.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 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) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993
- (l) 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 resignation of statutory auditor of the listed entity - Not applicable to the company during the year under review.

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





I. (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)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification / Fine/Show Cause Notice/ Warning etc.					
Please refer note below										

**Note:** During the financial year 2022-2023, BSE Ltd. had levied following fines on the Company for which the Company had submitted its responses to BSE Ltd. that the Company had fully complied with the regulations mentioned below. Further, based on the responses submitted, BSE Ltd. had WITHDRAWN all the fines levied and the matters were closed favourably:

- Rs. 34,220 (including GST) for Non-submission of the Statement on investor complaints for the quarter ended 31st March, 2022 within the prescribed period under Regulation 13(3) of SEBI LODR Regulations.
- Rs. 2,360 (including GST) for delay in furnishing prior intimation with respect to date of payment of interest / redemption amount within the prescribed period under erstwhile Regulation 50(1) of SEBI LODR Regulations.
- Rs. 79,060 (including GST) for delay in furnishing intimation about meeting of shareholders and non-submission of Annual Report alongwith notice of Annual General Meeting within the prescribed time under Regulation 50(2) and Regulation 53(2) of SEBI LODR Regulations.



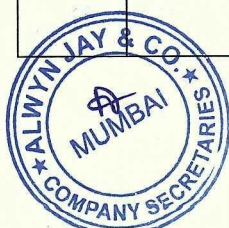
(b) The Company has taken the following actions to comply with the observation made in previous reports:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
Please refer note below										

**Note:** During the financial year 2021-2022, BSE Ltd. had levied fine of Rs.55,460 (including GST) on the Company for the non-disclosure of extent & nature of security created & maintained with respect to secured listed Non-Convertible Debentures in the financial statements for the year ended 31st March, 2021 under Regulation 54(2) of SEBI LODR Regulations. The Company had submitted its response to BSE Ltd. that the Company had fully complied with the said regulation. Further, based on the responses submitted, BSE Ltd. had WITHDRAWN the fine levied and the matter was closed favourably.

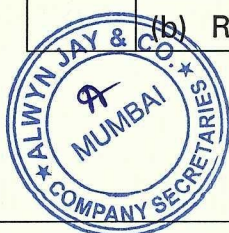
II. Further, we hereby confirm the following for the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standard:</u> The compliances of Company are in accordance with the applicable Secretarial Standards (SS) issued by ICSI.	Yes	Not Applicable





2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes	Not Applicable
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>The Company is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>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.</li> </ul>	Yes	Not Applicable
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	Not Applicable
5.	<u>To examine details related to Subsidiaries of the Company:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to	Not Applicable	The Company does not have any subsidiary Company



	disclosure of material as well as other subsidiaries.		
6.	<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.	Yes	Not Applicable
7.	<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.	Yes	Not Applicable
8.	<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.	Yes	Not Applicable
9.	<u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III	Not Applicable	This clause is not applicable as the Company is a High Value Debt Listed Entity.





	of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Applicable
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	Not Applicable	Please refer Note under point no. I. (a) above
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Not Applicable	Not Applicable

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.





3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 : 19<sup>th</sup> April, 2023

ALWYN JAY & Co.

Company Secretaries



Office Address :

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

[Alwyn D'Souza, FCS.5559]

[Partner]

[Certificate of Practice No.5137]

[UDIN : F005559E000147569]