

**Secretarial compliance report of Madhav Infra Projects Limited for the year ended 31<sup>st</sup> March 2021.**

[Pursuant to regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, **KH & Associate, Practicing Company Secretaries**, have examined:

- (a) all the documents and records made available to us, and explanation provided by **Madhav Infra Projects 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 31<sup>st</sup> March 2021 ("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 (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996/2018.
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

There were no, actions / events in pursuance of the following regulations requiring compliance thereof by the company during the review period: -

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;





- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013.

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
	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 my/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	BSE Ltd.	Regulation 33 Non-submission of Audited financial Results for the period ended on March 31, 2020	Total fine levied Rs. 135,700/- including GST	The Company has late submitted its financial results upon that the fine was levied by the BSE and the said fine was paid by the Company.
2	BSE Ltd.	Regulation 34 Non-submission of the Annual Report within the period prescribed under this regulation	Total fine levied Rs.9440/- including GST	The Company has late submitted its Annual Report upon that the fine was levied by the BSE and the said fine was paid by the Company.





3	BSE Ltd.	Regulation 295(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009	Total fine levied Rs.259,600/- including GST	The Company has issued the Bonus Shares to its existing shareholders upon that as per the Regulation 295(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the said issue is completed within two months from the approval of the Board. The Company get delayed for obtaining listing and trading approval upon that the fine was levied by the BSE and the said fine was paid by the Company.
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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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable			


Date: 14.06.2021

Place: Vadodara

UDIN: A026109C000456891



For **K H & Associates**  
Practicing Company Secretaries

  
**Haresh Kapuriya**  
CP No. 16749  
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