

30th May, 2024

To,
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Scrip Code: 539984

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Ref:- Disclosure under Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

Pursuant to the provisions of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and BSE Notice Nos. 20230316-14 dated March 16, 2023 and 20230410-41 dated 10th April, 2023, we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2024 issued by M/s. Agrawal Manish Kumar & Co., Practicing Company Secretary.

The disclosure is also being disseminated on the Company's website at www.hindusthanurban.com

You are requested to take the above information in your records.

Thanking You,

Yours Faithfully,

For Hindusthan Urban Infrastructure Limited

(M.L. Birmiwala)
President - Finance & Secretary

Encl: As above



ANNUAL SECRETARIAL COMPLIANCE REPORT OF HINDUSTHAN URBAN INFRASTRUCTURE LIMITED - FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2024
[Pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Hindusthan Urban Infrastructure Limited (hereinafter referred as ('The Listed Entity')), having its Registered office at 7th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

The Members,

HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

(I) I have examined:

- a) All the documents and records made available to us and explanations provided by the Company;
- b) the filings / submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents / filings, as may be relevant, which has been relied upon to prepare this Report.

For the financial year ended on March 31, 2024 ("**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, Circular, Guidelines issued thereunder and;
- B. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, 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, includes -

- a) The 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; - **Not Applicable during the review period**
- c) The 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; - **Not Applicable during the review period**
- e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- f) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; - **Not Applicable during the review period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the review period**
- h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the review period**
- i) 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 to the extent of securities issued;
- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable during the review period**



- k) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- l) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- m) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993; -
Not Applicable during the review period

I have examined the compliance of above regulations/circulars/ guidelines issued thereunder, as applicable during the Review Period and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the applicable provisions of the above Regulations/circulars /guidelines issued thereunder, except in respect of matters specified below:

- **Refer Annexure “A” annexed to the Report**

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

- **Refer Annexure “B” annexed to the Report**

(II) I further report that –

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.
- Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NA
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; o		
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	NA
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee.		



	In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.		
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor		
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA

Further to the matter and as advised in the BSE Notice No. 20230316-14 dated 16th March, 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following is the additional information which is the part of ongoing Annual Secretarial Compliance Report –

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations / Remarks by PCS*
1.	Secretarial Standards:		



	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not Any
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 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 Yes	Not Any Not Any
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website 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 re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	Not Any
4.	<p>Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Not Any
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>a) Identification of material subsidiary companies</p>	Yes	The Company has one material subsidiary Named



	b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Hindusthan Speciality Chemicals Limited
6.	Preservation of Documents: The listed entity 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 Any
7.	Performance Evaluation: The listed entity 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 Any
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee	Yes No such Case	Not Any Not Any
9.	Disclosure of events or information: The listed entity 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.	Yes	Not Any
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any
11.	Actions taken by SEBI or Stock Exchange(s), if any:		



	No Actions taken against the listed entity/ 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	Yes	Not Any
12.	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	N.A.	Not Any

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 listed entity.
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 listed entity.
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 listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi
Date: 30/05/2024

**For AGRAWAL MANISH KUMAR & CO
COMPANY SECRETARIES**

**Manish Kumar
Agrawal**

Digitally signed by
Manish Kumar Agrawal
Date: 2024.05.30
12:16:02 +05'30'

MANISH KUMAR AGRAWAL
(Proprietor)

Membership Number – F-9528, C.P. NO. 7057
UDIN- F009528F000495189



Annexure “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: -

Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	deviations	Action taken by	Type of Action (Advisory/Clarification/Find/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company)	Management Response
Not Any	N.A.	Not Any	Not Any	Not Any	Not Any	Nil	Not Any	Not Applicable

Annexure “B”

The listed entity has taken the following actions to comply with the observations made in previous reports:-

Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	deviations	Action taken by	Type of Action (Advisory/Clarification/Find/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company)
Not Any	N.A.	Not Any	Not Any	Not Any	Not Any	Nil	Not Any

**Manish
Kumar
Agrawal** Digitally signed
by Manish Kumar
Agrawal
Date: 2024.05.30
12:16:44 +05'30'