

29<sup>th</sup> May, 2024

**Scrip Code : ANSALAPI**  
National Stock Exchange of  
India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai – 400 051

**Scrip Code: 500013**  
BSE Limited  
25th Floor,  
**Phiroze Jeejeebhoy Towers**  
Dalal Street,  
Mumbai – 400 001

---

**Reg: Submission of Annual Secretarial Compliance Report of Ansal Properties and Infrastructure Limited for the financial year ended on 31<sup>st</sup> March, 2024**

**Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

Dear Sirs,

With reference to the captioned matter, please find enclosed herewith Secretarial Compliance Report dated 29<sup>th</sup> May, 2024 for the financial year ended on 31<sup>st</sup> March, 2024 issued by APAC & Associates, LLP, Practicing Company Secretaries.

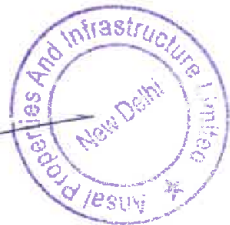
This is for your information and record please.

Thanking you.

Yours faithfully,

For **Ansal Properties & Infrastructure Ltd.**

  
(Abdul Sami)



**General Manager (Corporate Affairs)  
& Company Secretary  
M. No. FCS-7135**

Encl: a/a



# APAC & ASSOCIATES LLP

## SECRETARIAL COMPLIANCE REPORT OF ANSAL PROPERTIES AND INFRASTRUCTURE LIMITED FOR THE YEAR ENDED MARCH 31, 2024

During the Financial year 2022-23, Ansal Properties and Infrastructure Limited ["APIL" or "Company"] was admitted into Corporate Insolvency Resolution Process ["CIRP"] vide Order dated 16.11.2022 passed by the Hon'ble National Company Law Tribunal ["NCLT"], New Delhi Bench, Court-II in the matter of "Bibhuti Bhushan Biswas & Ors. Versus M/s Ansal Properties and Infrastructure Limited." Thereafter, Mr. Ashwani Kumar Singla was appointed as the Interim Resolution Professional ["IRP"] having Registration No. IBBI/IPA001/IP-P02035/2020-21/13122. (Shri Ashwani Kumar Singla has been replaced with Shri Jalesh Kumar Grover, as Resolution Professional, vide NCLT Order dated the 10th January, 2024). Subsequently, a Company Appeal (AT) (Ins.) No. 41 of 2023 was filed before the Hon'ble National Company Law Appellate Tribunal ["NCLAT"] against the admission order. The Hon'ble NCLAT vide Order dated 13.01.2023 held that the CIRP under the Insolvency and Bankruptcy Code, 2016 ["IBC"] shall only be confined to the "Fernhill Project" situated at District Gurgaon. Shortly after the Order dated 13.01.2023 was passed, the IRP filed a Clarification Application dated the 17.01.2023 in relation to the Hon'ble NCLAT Order dated 13.01.2023, which was (along with other appeals/ applications) disposed of by the Hon'ble NCLAT on the 04th March, 2024.

During the Financial year 2023-24, an Order dated the 20th October, 2023, under Company Petition no. (IB)- 297(ND)/2023, in the matter of Indian Bank vs. M/s. Ansal Properties and Infrastructure Ltd was passed by Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench, Court-II, in respect of the initiation of the Corporate Insolvency Resolution Process (CIRP) against "Serene Residency Group Housing Project" of Ansal Properties and Infrastructure Limited situated at Sector ETA II, Greater Noida, Uttar Pradesh.

We, APAC & ASSOCIATES LLP, Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by Ansal Properties and Infrastructure 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 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, 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: -

**APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948**

- a) The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **were not applicable to the Company during the review period;**
- c) The provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **were not applicable to the Company during the review period;**
- e) The provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 **were not applicable to the Company during the review period;**
- f) The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **were not applicable to the Company during the review period;**
- g) The provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **were not applicable to the Company during the review period;**
- h) The provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The provisions of Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 and circulars/ guidelines issued thereunder;
- j) Housing Board Act, 1965;
- k) Transfer of Property Act, 1882;
- l) Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996; and
- m) Real Estate (Regulation and Development) Act, 2016 including rules & regulations made thereunder

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)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Detail of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Annual Report	34	Submitted the Annual Report for the Financial year 2022-23 on 10 <sup>th</sup> April, 2024 to the Exchanges  Delay of 46 Days	BSE & NSE	Penalty imposed	Non-submission of the Annual Report within the Period prescribed	BSE Rs. 108560  NSE Rs. 108560	Penalty Paid	Annual General Meeting (AGM) of the Company was not held within the 3 months extended time period given by the Registrar of Companies, Delhi due to Corporate Insolvency Resolution Process against the Company and Non-clarity about the status of the Board of Directors. SOP fine has been paid by the Company and the AGM for the Financial year 2022-23 was held on the 02 <sup>nd</sup> May, 2024. The Company is in the process of filing the Compounding Application under the Companies Act, 2013.	-
2	Financial Results	33	Delay of 31 days	BSE & NSE	Penalty imposed	Non-submission of the Financial Results within the period prescribed for the quarter ended March 2023	BSE Rs. 182900  NSE Rs. 182900	Penalty Paid	Non Submission was due to the initiation of Corporate Insolvency Resolution Process against the Company and non-clarity about the status of the Board of Directors. Further the Company has paid the penalty & also uploaded Financial Results on the NSE NEAPS/BSE Listing Centre on the 23 <sup>rd</sup> October, 2023. Thereafter, the said Financial Results were again submitted on stock exchanges on the 27 <sup>th</sup> March, 2024 (without modification) with Board Approval.	-
3	Financial Results	33	Delay of 30 days	BSE & NSE	Penalty imposed	Non-submission of the Financial Results within the period prescribed for the	BSE Rs. 177000  NSE Rs. 177000	Penalty Paid	Non Submission was due to the initiation of Corporate Insolvency Resolution Process against the Company and non-clarity about the status of the Board of Directors. Further the Company has paid the penalty & also uploaded Financial	

						quarter ended June 2023			Results on the NSE NEAPS/ BSE Listing Centre on the 16 <sup>th</sup> December, 2023. Thereafter, the said Financial Results were again submitted on stock exchanges on the 27 <sup>th</sup> March, 2024 (without modification) with Board Approval.	
4	Financial Results	33	Delay of 29 days	BSE & NSE	Penalty imposed	Non-submission of the Financial Results within the period prescribed for the quarter ended September 2023	BSE Rs. 171100 NSE Rs. 171100	Penalty Paid	Due to the unavoidable circumstances, lack of quorum of Board Meeting and as there was no member in the Audit Committee, the results could not be submitted to the Stock Exchanges on time. These Financial Results were uploaded on the NSE NEAPS/ BSE Listing Centre on the 27 <sup>th</sup> March, 2024.	-
5	Financial Results	33	Delay of 30 days	BSE & NSE	Penalty imposed	Non-submission of the Financial Results within the period prescribed for the quarter ended December 2023	BSE Rs 177000 NSE Rs.177000	Penalty Paid	Due to the unavoidable circumstances, lack of quorum of Board Meeting and as there was no member in the Audit Committee, the results could not be submitted to the Stock Exchanges on time. These Financial Results were uploaded on the NSE NEAPS/ BSE Listing Centre on the 27 <sup>th</sup> March, 2024. SOP fine has been paid by the Company	-

(b) The listed entity has taken the following actions to comply with the observations 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 Amt	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Board of Directors shall comprise of not less	17(1)	During 18-10-2021 to 11-02-2022 the total directors are	BSE & NSE	Penalty imposed	Minimum Requirement of Board of directors falls below Six	NSE Rs. 141600 BSE Rs.141600	Penalty paid and waiver request submitted	The Company has already paid the fine to both stock exchanges and also filed the SOP application for	-

	than 6 directors		less than 6 in nos. 24 Days of Non Compliance						reversal of said fine, which is still under consideration with the NSE.	
2.	Declaration of Result for the quarter ended 31-12-2022	33	Result declared delayed	NSE & BSE	Penalty Imposed	Result declared delayed	NSE Rs. 165200 BSE Rs. 165200	The provisions has not been complied because of initiation of CIRP	Non Submission was due to the initiation of Corporate Insolvency Resolution Process against the Company and non-clarity about the status of the Board of Directors. Further the Company has paid the penalty & also uploaded Financial Results on the NSE NEAPS/ BSE Listing Centre on the 29 <sup>th</sup> May, 2023. Thereafter, the said Financial Results were again submitted on stock exchanges on the 27 <sup>th</sup> March, 2024 (without modification) with Board Approval.	-
3.	RPT disclosure should be disclosed within 15 days of publication	23(9)	Delay of 1 day in RPT disclosure	NSE	Penalty imposed	Delay of 1 day in RPT disclosure of the period ended 31.03.2022	NSE Rs. 5000	Based on response the SE reversed the levied fine	The Company has already paid the fine to NSE. Letter for refund of fine has already been received from NSE.	-

(c) Following material events occurred during the review period:

- (i) The Company has filed a petition in February, 2022 before the Hon'ble NCLT, New Delhi for relief in the scheme of Public Deposits sanctioned by Company Law Board (CLB) and extended/ modified by the NCLT, from time to time. The next date of the hearing is July 15, 2024.
- (ii) No Board Meetings was convened and held due to initiation of CIRP from 16<sup>th</sup> November, 2022 till 20<sup>th</sup> January, 2024.
- (iii) Presently the Board of directors are within the minimum prescribed limit under Regulation 17(1) of the SEBI (LODR), 2015 as the company is not falling under the Top 2000 companies at BSE/NSE.
- (iv) The Annual Performance Evaluation of the Board, its Committees and each Director were carried out for the financial year 2023-24.

**We hereby report that, during the review period the compliance status of the listed entity with the following requirements:**

	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Observations /Remarks by PCS*</b>
1.	<p><b><u>Secretarial Standard</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	No Board Meetings was convened and held due to initiation of CIRP from 16 <sup>th</sup> November, 2022 till 20 <sup>th</sup> January, 2024. From 21 <sup>st</sup> January, 2024 onwards Board Meetings were held in accordance with applicable Secretarial Standards.
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</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  Yes	None
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity 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  Yes  Yes	None

4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes  Yes	No Material subsidiary as on 31.03.2024 as per the information placed before the Board of Directors on the 28.05.2024.
6.	<b><u>Preservation of Documents:</u></b>  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	None
7.	<b><u>Performance Evaluation:</u></b>  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	
8.	<b><u>Related Party Transactions:</u></b>  (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	No	No prior approval taken for the related party transactions from 01.04.2023 till 26 <sup>th</sup> March, 2024. Thereafter, on 27.03.2024, all Related party transactions were placed and approved by the Audit Committee and Board of Directors
9.	<b><u>Disclosure of events or information:</u></b>  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	None



10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has taken software from Link in Time, RTA of the Company with respect to record SDD compliance.
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	On 4 instances, in Financial year 2023-24, the SE has imposed penalty on the Company. Details are given above in this report.
12.	<b><u>Additional Non-compliances, if any:</u></b>  No additional non-compliance observed except for delay of intimation to stock exchange.	Yes	Details are given above in this report.

**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
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

	<p>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</p> <p>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; or</p> <p>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.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>None</p>
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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.</p> <p>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.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated</p>	<p>NA</p> <p>NA</p>	<p>None</p>

	<p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>	<p>NA</p> <p>NA</p>	
--	--	---------------------	--

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	None
----	--	----	------

**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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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: May 29, 2024**

**For APAC & ASSOCIATES LLP**  
**Company Secretaries**

**CHETAN** Digitally signed by  
**GUPTA** CHETAN GUPTA  
Date: 2024.05.29  
16:02:18 +05'30'

**Chetan Gupta**  
**Managing Partner**  
**FCS No.: 6496**  
**C P No.: 7077**  
**UDIN: F006496F000485480**