

VIJAY KUMAR MISHRA

B. Com (Hons.), A C A . F C S

PARESH D PANDYA

B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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Annual Secretarial Compliance Report for the year ended 31st March 2020

**The Members,
NEO INFRACON LIMITED,
52/52-A, Nanubhai Desai Road,
9 Mulji Thakarsi Building , Sindhi Lane,
Mumbai – 400004.**

We, VKM & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Neo Infracon Limited** (“the listed entity”),
- (b) the filings / submissions made by the listed entity to the stock exchange,
- (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 31st March, 2020 (“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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (c) 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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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: - **No deviations observed**

<i>Sr. No</i>	<i>Compliance Requirements (Regulations/Circulars/Guidelines including specific clauses)</i>	<i>Deviations</i>	<i>Observations/Remarks</i>
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far 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:

<i>Sr. No</i>	<i>Action taken by</i>	<i>Details of Violation</i>	<i>Details of Action taken</i>	<i>Comments on the Actions taken by the Company</i>
1.	Bombay Stock Exchange	Non-appointment/late appointment of qualified Company Secretary and Compliance Officer in accordance with Regulation 6(1) of SEBI (LODR), Regulation, 2015.	Monetary penalty of Rs.1000 per day amounting to total of Rs.97,940 was levied.	The Company appointed Mr. Sagar Shah, a qualified company secretary and compliance officer w.e.f. 31/08/2019.

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

<i>Sr No</i>	<i>Observations in the previous Reports</i>	<i>Observations made in the Secretarial Compliance Report for the year ended 31st March,2019</i>	<i>Actions taken by the Listed Entity; if any</i>	<i>Comments on the Actions taken by the Company</i>
Not Applicable				

For VKM & ASSOCIATES
Company Secretaries



(Vijay Kumar Mishra)
Partner
C.P.No.4279

UDIN No. : F005023B000404708

Place : Mumbai

Date : 30/06/2020