

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

Tel: 91 - 22 - 6640 4220 / 4880 4200 • Fax: 91 - 22 - 2857 3441 • e-mail: info@irb.co.in • www.irb.co.in

CIN : L65910MH1998PLC115967



May 23, 2022

Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001.	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai.
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Dear Sir/Madam,

Re: - Scrip Code 532947; Symbol: IRB

Sub: Annual Secretarial Compliance Report

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish Annual Secretarial Compliance Report for the year ended March 31, 2022 issued by M/s. Mihen Halani & Associates., Practicing Company Secretaries.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **IRB Infrastructure Developers Ltd**

A handwritten signature in blue ink, appearing to read 'Mehul Patel', is written over a circular blue stamp.

Mehul Patel

Company Secretary

Encl.: As Above



MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,
Malad (West), Mumbai - 400 064, ☎: 022 - 6236 0279 ✉: mihenhalani@gmail.com

**Annual Secretarial Compliance Report of IRB Infrastructure Developers Limited
for the year ended March 31, 2022**

To,
The Board of Directors,
IRB Infrastructure Developers Limited
CIN: L65910MH1998PLC115967
Off No-11th Floor/1101 Hiranandani Knowledge Park,
Technology Street, Hill Side Avenue,
Powai, Mumbai - 400 076
BSE Scrip Code: 532947 / NSE Symbol: IRB / ISIN: INE821I01014

We, M/s. Mihen Halani & Associates have examined:

- a) all the documents and records made available to us and explanation provided by **IRB Infrastructure Developers 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, 2022 (“**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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable to the listed entity during the period under review;**
- 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 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable to the listed entity during the period under review;**
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the listed entity during the period under review, and**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- i. The listed entity has complied with all 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
1	Regulation 18(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations")	Composition of the Audit Committee of the listed entity was not in compliance with the guidance note on SEBI Circular dated January 22, 2020 in relation to the constitution of audit committee under Regulation 18(1) of SEBI (LODR) Regulations for a certain short period.	The listed entity has already paid necessary fine as levied by the Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") respectively as per SEBI SOP Circular no SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 Further, as on date the composition of Audit Committee is in compliance with the

			aforesaid regulation & guidance note.
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- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- iii. 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.
Not Applicable				

- iv. The listed entity has taken the following actions to comply with 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: 17.05.2022
Place: Mumbai
UDIN: **F009926D000335724**

For MIHEN HALANI & ASSOCIATES
Practicing Company Secretaries

MIHEN
JYOTINDRA
HALANI

Mihen Halani
(Proprietor)
CP No: 12015
FCS No: 9926

Digitally signed by MIHEN JYOTINDRA HALANI
DN: c=IN, ou=Practising Company Secretaries,
o=MIHEN HALANI & ASSOCIATES,
ou=Practising Company Secretaries,
email=mihen@mihenhalani.com, cn=MIHEN JYOTINDRA HALANI
Date: 2022.05.17 17:21:39 +05'30'