

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2021**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mount Housing and Infrastructure Limited
(CIN: L45201TZ1995PLC006511)
at 122 I, Silver Rock Apartment,
2nd Floor, Venkatasamy Road,
West Coimbatore,
Coimbatore TN 641002 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mount Housing and Infrastructure Limited (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company M/s Mount Housing and Infrastructure Limited and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31st March 2021 substantially complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Mount Housing and Infrastructure Limited ("the company") for the financial year ended on 31st March 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other Applicable laws specifically applicable to the Company namely:
- (a) Air (Prevention and Control of Pollution) Act, 1981
 - (b) Hazardous waste (Management handling and Transboundary movement) Third amendment Rules, 2000
 - (c) Tamil Nadu Pollution Control Board- Norms, Rules and regulations- from time to time. amendment and relevant notifications
 - (d) Real Estate (Regulation and Development) Act, 2016
 - (e) Tamil Nadu Real Estate (Regulation and Development) Rules, 2017
 - (f) Other labour laws applicable to the extent.

I have also examined compliance with the applicable clauses of the following:

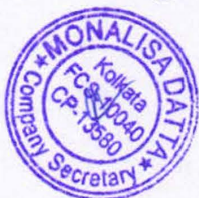
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The listing Agreements entered into by the Company with Bombay Stock Exchange
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines Standards, etc. mentioned above, and nothing significant has come to my knowledge which impacts the Company's operations materially.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, Mr. Ramesh Chand Bafna (DIN: 02483312) was re-appointed as Managing Director in the Board w.e.f. 01.04.2020 for 5 years. Further, Mr. Kalpesh Bafna, (DIN: 01490521) was re-appointed as the Whole-time Director w.e.f. 01.04.2020 for 5 years. Mr. Manikandan, Independent Director of the Company resigned w.e.f. 30th September, 2020. Ms. Anita Kumari Chhajjer was appointed as the Company Secretary of the Company w.e.f. 9th October, 2020 upon resignation of Ms. Marilyn Jacob w.e.f. 30th September, 2020.

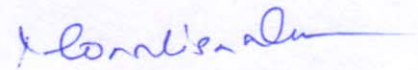
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there is adequate system and processes in the Company to commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Subject to remarks hereunder, we further report that during the audit period there was no specific event/ action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.:



Monalisa Datta
Practising Company Secretary
Membership No:10040
CP No:13580
UDIN- F010040C000542451



Place: Kolkata
Date: 29th June, 2021

Note:

1. This report is to be read with our Annexure 'A' of even date which are annexed and forms an integral part of this report.
2. This report is to be read with qualification(s)/ Comment(s)/ Observation(s), if any, given by Statutory Auditor and Cost Auditor in their respective report(s).

'Annexure A'

To,
The Members,
Mount Housing and Infrastructure Limited
(CIN: L45201TZ1995PLC006511)
at 122 I, Silver Rock Apartment,
2nd Floor, Venkatasamy Road,
West Coimbatore, Coimbatore TN 641002 IN

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



Monalisa Datta

Monalisa Datta
Practising Company Secretary
Membership No:10040
CP No:13580

Place: Kolkata
Date: 29th June, 2021