

May 26, 2023

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Manager,
Listing Department,
BSE Ltd.
P J Towers, Dalal Street,
Mumbai -400001, India

NSE Symbol: SKIL

BSE Security Code: 539861

Dear Sir/Ma'am,

Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2023 under Regulation 24A of SEBI (LODR) Regulations, 2015.

With reference to captioned subject and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed the Annual Secretarial Compliance Report for the Financial year ended March 31, 2023.

Kindly take the same in your record.

Thanking you,

For SKIL Infrastructure Limited



Nilesh Mehta

Company Secretary



Jaisal Mohatta & Associates

Company Secretaries

Secretarial Compliance Report of SKIL Infrastructure Limited for the financial year ended on March 31, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by SKIL Infrastructure Limited (hereinafter referred as 'the listed entity'), having its Registered Office at SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400023. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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 in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I **Jaisal Mohatta Proprietor of Jaisal Mohatta & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by SKIL 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, 2023 ("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");
 - (c) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -
 - I. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - II. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not Applicable as the Company has not issued any further share capital during the period under review];**
 - III. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

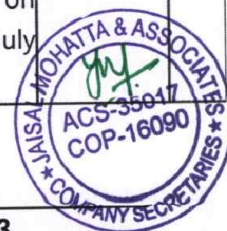


- IV. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not Applicable as the Company has not issued any further share capital during the period under review];**
- V. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable as the Company has not issued any further share capital during the period under review];**
- VI. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable as the Company has not issued any further share capital during the period under review];**
- VII. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable as the Company has not issued any further share capital during the period under review];**
- VIII. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- IX. (The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not Applicable as there was no reportable event during the period under review];**
- X. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- XI. Securities and Exchange Board of India (Depository Participant) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- I. (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	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	A listed entity is required to submit with a recognized stock exchange(s), statement giving the numbers of investor complaints pending	Regulation 13(3) of SEBI (LODR), 2015	There was delay in filing of said Disclosure for the Quarter ended on	NSE	Fine was imposed by Regulator, NSE for delayed Compliance of Regulation	Delayed in submission of statement giving the numbers of investor complaints.	7000 + 18% GST = Rs. 8260/-	Disclosure was filed to Stock Exchange with delay of 7 days on 28 th July 2022.	Delayed shall be avoided in future.	-



	at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.		June 2022.		13(3) of SEBI (LODR), 2015					
2.	Equity listed Company shall submit on quarterly basis a corporate governance report with the stock exchange.	Regulation 27(2) of SEBI (LODR), 2015	There was delay in filing of said Disclosure for the Quarter ended on June 2022.	NSE	Fine was imposed by Regulator, NSE for delayed Compliance of Regulation 27(2) of SEBI (LODR), 2015	Delayed in submission of quarterly basis corporate governance report.	12000 + 18% GST = Rs. 14160/-	Disclosure was filed to Stock Exchange with delay of 5 days on 26 th July 2022.	Delayed shall be avoided in future	-
3.	Equity listed companies are required to furnish with stock exchange on quarterly basis a statement showing holding of securities and shareholding pattern separately for each class of securities.	Regulation 31 of SEBI (LODR), 2015	There was delay in filing of said Disclosure for the Quarter ended on June 2022 and September 2022.	NSE	Fine was imposed by Regulator, NSE for delayed Compliance of Disclosure for the Quarter ended on June 2022 and September 2022 of Regulation 31 of SEBI (LODR), 2015	Delayed in submission of statement showing holding of securities and shareholding pattern	76000 + 18% GST = Rs. 89680/-	Disclosure was filed to Stock Exchange for Quarter 1 and Quarter 2 with delay of 26 and 34 days on 16 th August 2022 and 25 th November 2022 respectively.	Delayed shall be avoided in future	-
4.	A listed entity, identified as a LC under the instant framework, shall make the disclosures to the stock exchanges,	SEBI/HO/DDHS/CI R/P/2018/144	There was delay in filing of Such Disclosure	-	-	Delayed in submission of Initial Disclosure of LC.	-	Disclosure was filed to Stock Exchange with delay of 39 days on 09 th June	Delayed shall be avoided in future	-



	where its security(ies) are listed							2022.		
5.	Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities.	SEBI/HO/CFD/CM D1/CIR/P/2019/140	There was delay in filing of said Disclosure for the Month ended on September 2022.	-	-	Delayed in submission of Disclosure for the Month ended on September 2022.	-	Disclosure was filed to Stock Exchange with delay of 3 days on 10 th October 2022.	Delayed shall be avoided in future	-
6.	The listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s).	Regulation 14 of SEBI (LODR), 2015	Company is yet to pay listing fees to BSE and NSE	-	-	Listing fees to BSE and NSE is yet to be paid.	-	Listing fees is payable for FY 2021-2022 to BSE and NSE.	Delayed shall be avoided in future	-
7.	Composition of Board of Directors	Regulation 17 of SEBI (LODR), 2015	There was delay in appointment of Women Director	NSE	Fine was imposed by Regulator, NSE for delayed Compliance of Regulation 17 of SEBI (LODR), 2015	There was delay in Appointment of Women Director	295000 + 18% GST = Rs. 348100/-	There was delay in Compliance of said regulation. Said Appointment was made on 30 th May 2022.	Delayed shall be avoided in future	-

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



**Jaisal Mohatta & Associates
Company Secretaries**

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s).	Regulation 14 of SEBI (LODR), 2015	Company has not paid Listing fees to BSE and NSE for 2021-2022.	-	-	Company is yet to pay listing fees FY 2021-2022 to NSE and BSE.	-	Listing fees for BSE and NSE is still payable	Delayed shall be avoided in future	
2.	A listed entity is required to submit with a recognized stock exchange(s), a statement giving the numbers of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.	Regulation 13(3) of SEBI (LODR), 2015	There was delay in filing of said Disclosure for the Quarter ended on March 2022.	NSE	Fine was imposed by Regulator, NSE for delayed Compliance of Regulation 13(3) of SEBI (LODR), 2015	Delayed in submission of statement giving the numbers of investor complaints	7000 + 18% GST = Rs. 8260/-	Disclosure was filed to Stock Exchange with delay of 7 days on 28 th April 2022 and found Ok.	Delayed shall be avoided in future	-



**Jaisal Mohatta & Associates
Company Secretaries**

3.	Equity listed Company shall submit on quarterly basis a corporate governance report with the stock exchange.	Regulation 27(2) of SEBI (LODR), 2015	The Company is yet to file Corporate Governance report for Quarter ended on March 2022.	NSE	Fine was imposed by Regulator, NSE for Non-Compliance of Regulation 27(2) of SEBI (LODR), 2015	Delayed in submission of quarterly corporate governance report.	90000 + 18% GST = 106200/-	Disclosure was filed to Stock Exchange with delay of 47 days on 02 nd June 2022 and found Ok.	Delayed shall be avoided in future	-
4.	Equity listed companies are required to furnish with stock exchange on quarterly basis a statement showing holding of securities and shareholding pattern separately for each class of securities.	Regulation 31 of SEBI (LODR), 2015	There was delay in filing of said Disclosure for the Quarter ended on March 2022.	NSE	Fine was imposed by Regulator, NSE for delayed Compliance of Regulation 31 of SEBI (LODR), 2015	Delayed in submission of statement showing holding of securities and shareholding pattern	38000 + 18% GST = 44840/-	Disclosure was filed to Stock Exchange with delay of 19 days on 10 th May 2022 and found Ok.	Delayed shall be avoided in future	-
5.	Intimation about demise of Mr. Alexander John Joseph Non-Executive Independent Director of the Company.	Regulation 30 of SEBI (LODR), 2015	There was delay of 6 days for submission of Intimation.	-	-	Company has delayed the Intimation of demise of Mr. Alexander John Joseph Non-Executive Independent Director of the Company.	-	Disclosure was filed to Stock Exchange with delay of 6 days and found Ok.	Delayed shall be avoided in future	-



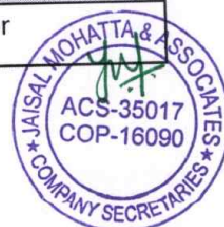
6.	Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities.	SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019	There was delay in filing of Quarterly Disclosure as per C2 of SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 for all the Quarters of FY 21-2022	-	-	Delayed in submission of Quarterly disclosure for all Quarters pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019	-	All the Disclosures of Quarters were delayed filed and found Ok.	Delayed shall be avoided in future
7.	Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities.	SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140(a) dated November 21, 2019	There was delay in filing of Monthly Disclosure as per C1(a) of SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 for the majority of the months.	-	-	Delayed in submission of Monthly disclosure for majority of months pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019	-	Majority of Disclosures of Quarters were delayed filed and found Ok.	Delayed shall be avoided in future
8.	Listed entity, identified as a Large Corporate ("LC") under the instant framework, shall make the disclosures to the stock exchanges, where its security (ies) are listed	SEBI/HO/DHS/CIR/P/2018/144 A	The Company is yet to make Initial Disclosure of LC to Stock Exchanges.	-	-	Company has not made Initial Disclosure of LC to Stock Exchanges.	-	Disclosure was filed to Stock Exchange with delay of 38 days on 9 th June 2022 and found Ok.	Delayed shall be avoided in future



9.	Submission of Disclosure in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011	Regulation 31 of SAST, 2011	There was delay in filing said disclosure for Invocation of shares of Promoter Sudipan Bhaduri, Jay Mehta, Ketan Shah, Trustees of FDLL Trust. Shares were invoked on 07/04/2021	-	-	Delayed in submission of disclosure for Invocation of shares of Promoter Sudipan Bhaduri, Jay Mehta, Ketan Shah, Trustees of FDLL Trust. Shares were invoked on 07/04/2021	-	Said disclosure was filed to Stock Exchange with delay of 3 Months. and found Ok.	Delayed shall be avoided in future	-
10.	Composition of Board of Directors	Regulation 17 of SEBI (LODR), 2015	Company is yet to appoint Women Director after resignation of previous Director.	NSE	Fine was imposed by Regulator, NSE for delayed Compliance of Regulation 17 of SEBI (LODR), 2015	There was delay in Appointment of Women Director	450000 + 18% GST = 531000/-	There was delay in Compliance of regulation.	Delayed shall be avoided in future	-

II. 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		



	<p>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 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 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>	Not applicable	Not applicable.
2.	Other conditions relating to resignation of statutory auditor		
	<p>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 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>	Not applicable	Not applicable
	<p>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. 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.</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 18 th October, 2019.	Not applicable	Not applicable
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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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA
2.	Adoption and timely updation of the Policies: <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 have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI 	Yes	NA
3.	Maintenance and disclosures on Website: <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	NA
4.	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NA
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries	Yes	NA



6.	<p>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.</p>	Yes	NA
7.	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	NA
8.	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	NA
9.	<p>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 there under.</p>	Yes	NA
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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 except as provided under separate paragraph herein (**).</p>	No	NSE has acted against Company for delayed Compliance of Regulation 17, 27(2), 13(3) and 31 of SEBI LODR, 2015.
12.	<p>Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	Company has delayed the Compliance of Circular SEBI/HO/DDHS/CIR/P/2018/144 and SEBI/HO/DDHS/CIR/P/2018/144 of SEBI



			w.r.t LC under the instant framework and Monthly Disclosures of defaults on payment of interest/repayment of principal amount on loans for the Month ended on September 2022. respectively.
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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.

For Jaisal Mohatta & Associates
Company Secretaries

ICSI Identification No.: S2016GJ378500



Jaisal Mohatta
(Jaisal Mohatta)

Proprietor

ACS - 35017, COP - 16090

Peer Review Certificate No. 2372/2022

Surat, May 25, 2023

UDIN: A035017E000381979