

Annual Secretarial Compliance Report for the year ended 31st March 2019

To,
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 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 31st March, 2019 ("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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under 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, 2018;
- (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 there under 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 there under: **No violation occurred**

| <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> |
|--------------|------------------------|-----------------------------|--------------------------------|---|
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(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, 2018</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
Practicing Company Secretary




(Vijay Kumar Mishra)
Partner
FCS No. 5023
C P No.: 4279

Date: 28/05/2019
Place: Mumbai