RAMESH CHANDRA MISHRA & ASSOCIATES
Company Secretary in Practice & Corporate Legal Advisor

Secretarial compliance report of Sanmit Infra Ltd. for the year ended 31st March, 2022 issued under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have examined:

(a) all the documents and records made available to us and explanation provided by Sanmit Infra Ltd.,
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the Company,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2022 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;**

During the year under review, the Company has filed its quarterly, half yearly and yearly returns as required under Regulation 7, 13, 27, 30, 31, 33, 34, 40, 55A, 44 and other applicable regulation with BSE in time. The Company has disclosed the relevant material facts and events to both the Exchanges in time.

b. **Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**

During the year under review:

1. **the Company has 9,72,500 issued equity shares on a preferential basis to non-promoters in accordance with the SEBI (ICDR) Regulation, 2018 during 2020-21 and received the trading approval on April 07, 2021 vide e-letter DCS/PREF/TP/PB/12002/2021-22.**

2. **During 2020-21 dated 6th January,2021 the company has issued 48,28,250 warrants convertible into 48,28,250 equity shares of Rs. 10/- each to be issued at a price not less than Rs. 12.50/- to Promoters on a preferential basis and same has been fully converted into equity shares within 18 months from the date of allotment of warrants i.e., 27-08-2021.**

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FCS-5477
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E-mail : sumitamgmt@gmail.com; fcsrcm@gmail.com; Tel: 022-42153479/+91- 9029000295

3. **Company got the listing approval on November 08, 2021 vide e-letter no LOD/PREF/PB/FIP/1637/2021-22 and trading approval on 20-12-2021 vide e-letter no LOD/PREF/TP/KK/12961/2021-22.**

c. **Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**

During the year under review, the Company has not received any communication for Substantial Acquisition of Shares and Takeovers of the company.

d. **Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;**

During the year under review, the Company has not brought back any of its Securities.

e. **Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;**

During the year under review, the Company has not issued any shares/ securities to its employee.

f. **Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**

During the year under review, the Company has not issued any debt securities.

g. **Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;**

During the year under review, the Company has not issued any Non-Convertible and Redeemable Preference Shares.

h. **Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;**

During the year under review, the Company has received declaration from the *Promoters, not from Directors and Senior Managerial Personnel as required under the regulation regarding the holding of Company securities and there was no trading in the securities of the Company by the Promoters, Directors and Senior Managerial Personnel.

*Promoters has gives declaration of their holding increased due to conversion of warrants into equity shares on preferential basis.

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:

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Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1		No deviation	

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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 our examination of those records.

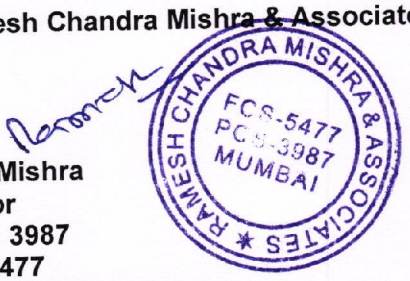
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **N.A.**

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		

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the yearended31/03/2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		Not Applicable		

For Ramesh Chandra Mishra & Associates.



Ramesh Mishra
Proprietor
C.P. No.: 3987
M. No.: 5477
UDIN: F005477D000339877

Place: Mumbai

Date: 18/05 /2022