SANMIT
INFRA LTD

30TH May, 2023

To
The General Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

SCRIP CODE: 532435

Subject: Report Under Regulation Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"]

Dear Sir/Madam,

Please find enclosed herewith Report Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"] for the year ended March 31, 2023.

Kindly take the same on record.

Thanking you,

For SANMIT INFRA LIMITED

Sanjay K. Makhija

SANMIT INFRA LTD

Sanjay K Makhija
Managing Director
(Din: 00586770)

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CIN No. L70109MH2000PLC288648

Annual Secretarial Compliance Report of Sanmit Infra Limited for the year ended March 31st 2023 issued under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Ramesh Chandra Mishra and Associates, Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SANMIT INFRA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 601, Makhija Royale, 6th Floor, S.V. Road, Khar (W) Mumbai City Mh 400052 In, 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 our 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, we 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:

We 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, 2023 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. 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;

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

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,2021;

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

i. Other regulations as applicable and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. 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**	**Complied.**
2.	**Adoption and timely updation of the Policies:** 1. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 2. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	**Yes**	**Complied**
3.	**Maintenance and disclosures on Website:** 1. The Listed entity is maintaining a functional website 2. Timely dissemination of the documents/ information under a separate section on the website3. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	**Yes**	**Complied**
4.	**Disqualification of Director:** None of the Director of the Company are	**Yes**	**Complied**

	disqualified under Section 164 of Companies Act, 2013		
5.	**To examine details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	**Not Applicable**	**The Company Does not have any Subsidiary.**
6.	**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.	**Yes**	**Complied**
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	**Yes**	**Complied**
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	**Yes**	**Complied**
9.	**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 thereunder.	**Yes**	**Complied**
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	**Yes**	**Complied**
11.	**Actions taken by SEBI or Stock**	**No**	**The Company received**

	Exchange(s). if any: No Actions 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		**the mail dated 28th June, 2022 for payment of SOP Fine and the company paid the fine of Rs. 2,41,900/- on 14th July, 2022.**
12.	**Additional Non-compliances. if any:** No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	**NO**	**No additional non-compliance observed by SEBI.**

1. **Kamal Kanyalal Makhija has acquired 28640 shares which constitutes 0.02 % Capital of the Company of Rs 1/-, by way of Interse Transfer from his wife Rhea Kamal Makhija Under Regulation 10 of SEBI (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011.**

2. **Sushila Kanyalal Makhija Wife of Kanyalal Makhija has acquired 88,024 shares which constitutes 0.56 % Capital of the Company of Rs 10/-, By Probate after death of Kanyalal Makhija Under Regulation 10 of SEBI (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011.**

3. **There was Sub-division of Equity Shares having the face value of Rs. 10/- per share to Rs. 1/- per share. The Record date for the same was 31-10-2022 and the shareholders approval was received on 29-09-2022.**

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:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. 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 ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor	Not Applicable	Auditor has not resigned from the Company.

	before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. 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.		
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a) 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. b) 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	Not Applicable	Auditor has not resigned from the Company.

	provided by the management, as applicable. c) 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.		
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 18th October, 2019.	Not Applicable	Auditor has not resigned from the Company.

Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'
(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(Regulation /circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Actions Taken by	Type of Action	Details of Voilation	Fine Amount	Observations/Remarks of the PCS	Management response	Remarks
1	Regulation 17(1) of SEBI (Listing	Regulation 17(1)	Non-compliance with	BSE has imposed	Monetary penalty +	Non-compliance with	Rs. 24190 0/-	The Composition of Board		The company now

	Obligations and Disclosure Requirements) Regulations, 2015		the requirements pertaining to the composition of the Board including failure to appoint woman director	penalty	Suspension of demat account of Promoters	the requirements pertaining to the composition of the Board including failure to appoint woman director		Committee was not complied. However the composition of committee was not as per 17(1) of SEBI (LODR)Regulation ,2015.The company has composed a proper Board committee as per Regulation 17(1)of SEBI (LODR),2015		has complied with the requirement

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

Sr. no	Compliance Requirement(Regulation /circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Actions Taken by	Type of Action	Details of Voilation	Fine Amount	Observations/Remarks of the PCS	Management response	Remarks

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. 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 Ramesh Chandra Mishra & Associates.

Ramesh Chandra Mishra
Place: Mumbai

Date: 30/05/2023
C.P. No.: 3987
M. No.: 5477
Peer Review Certificate No:- 1133/2021

UDIN: F005477E000423136