



June 27, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code- 541019

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051
Scrip Code- HGINFRA

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report dated June 23, 2020 issued by M/s. ATCS & ASSOCIATES, Company Secretaries in Practice, for the Financial Year 2019-20.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For H.G. Infra Engineering Limited


Ankita Mehra
Company Secretary & Compliance Officer
M.No-A33288



Encl: As above

H. G. INFRA ENGINEERING LTD.



Secretarial compliance report of **H.G. INFRA ENGINEERING LIMITED**
For the year ended **31ST MARCH, 2020**

[Pursuant to Regulation 24A of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
H.G. INFRA ENGINEERING LIMITED (PART IX)
14, PANCHWATI COLONY, RATANADA,
JODHPUR - 342001 (RAJASTHAN)

Dear Sir/Madam,

We, **ATCS & Associates**, Company Secretaries in Practice have examined:

- all the documents and records made available to us and explanation provided by H.G. INFRA ENGINEERING LIMITED,
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2020** in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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; (Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year under review.)
- 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; (Not applicable to the Company during the Audit Period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the Audit Period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India due to the spread of the COVID-19 pandemic, 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:-

S.No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 16(4) Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009.	The Company has submitted the Monitoring Agency Report to stock exchanges on which its equity shares are listed beyond 45 days from the end of March, 2019 quarter.	The Company has submitted the Monitoring Agency Report dated 24.05.2019 to stock exchange(s) on which its equity shares are listed on 24 th Day of May, 2019 (beyond 45 days from the end of March, 2019 quarter).

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar 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

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through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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.
NA				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company has submitted the Monitoring Agency Report to stock exchange(s) on which its equity shares are listed after the expiry of 45 days from the end of March, 2018 quarter (i.e., 23rd Day of May, 2018).	31 st March, 2019	The Company had taken necessary steps to ensure timely compliance of monitoring agency report in future and submission to the stock exchanges within time.	The Company has submitted the Monitoring Agency Report dated 24.05.2019 to stock exchanges on 24.05.2019 (beyond 45 days from the end of March, 2019 quarter).

Place: Jaipur

Date: 23rd Day of June, 2020

for **ATCS & ASSOCIATES**
Company Secretaries
ICSI Unique Code P2017RJ063900



CS Deepak Arora
Partner

FCS 5104 | C P No.: 3641
UDIN NO. F005104B000370238