

Date: 30-05-2024

To:
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2024 issued by Surya Prakash Perumalla (FCS No: 9072), Practising Company Secretary.

We request you to kindly take the same on your records.

Thanking You,

Yours sincerely,
For **Manjeera Constructions Ltd**

Narsimha A. Mettu
Company Secretary & Compliance officer





SPP & Associates

Company Secretaries

Peer Reviewed Firm

2-20-8/G/23, First Floor,

Sri Giri Colony, Adarsh Nagar,

Uppal, Medchal - Malkajgiri,

Hyderabad-500 039, Telangana, India.

Email ID: sppcshyd@gmail.com

Mobile: +91 9246 552422

**SECRETARIAL COMPLIANCE REPORT OF MANJEERA CONSTRUCTIONS LTD
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024
CIN: L45200TG1987PLC007228**

I Surya Prakash Perumalla, Practicing Company Secretary, representing SPP & Associates, Company Secretaries, Hyderabad have examined:

all the documents and records made available to us and the explanation provided by **MANJEERA CONSTRUCTIONS LTD** (hereafter referred as "the listed entity"), having its registered office at #711, Manjeera Trinity Corporate, Beside Manjeera Mall, JNTU-Hitech City Road, Kukatpally, Hyderabad, Telangana, India - 500072

- (a) the filings/ submissions made by the listed entity to the stock exchange,
- (b) website of the listed entity,
- (c) any other document/ filing, as may be relevant, which has been relied upon to make this Certification.

for the year ended 31st March, 2024 in respect of Compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the 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 there under, 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;- *Not applicable during the reporting period;*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

SURYA PRAKASH
PERUMALLA

Digitally signed by SURYA
PRAKASH PERUMALLA
Date: 2024.05.30 18:04:18
+05'30'

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable during the reporting period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *Not applicable during the reporting period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- *Not applicable during the reporting period;*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and Circulars/ guidelines issued thereunder, to the extent applicable and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- (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)	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	Intimation of appointment of Statutory Auditor	Regulation 30	Delay in intimation of appointment of	BSE Limited	Penalty Levied on the Co	Delay in intimation of appointment of Statut	-	As Company was under CIRP process, it was unable	Clarification was given by the Company to BSE with regard to	-

			Statutory Audit or dated 4 th November 2023		Company	Statutory Audit or dated 4 th November 2023		to comply with this compliance.	the delay on 29 th March 2024 .The Company was taken over by the CIRP officials and the affairs are being taken over by Resolution Professionals, guided by Committee of Creditors. Statutory Auditors of the Company were appointed by Committee of Creditors and at that time Interim Resolution Professional was
--	--	--	--	--	---------	--	--	---------------------------------	--

									replaced by Resolution Professional. Due to this transition period, there was a delay in intimation of appointment of Statutory Auditors within 24 Hrs. of appointment.
2.	Submission of the Annual Report within the prescribed time under the regulation for year ended March 2023	Regulation 34	Non-Submission of the Annual Report within the prescribed time under the regulation	BSE Limited	Penalty Levied on the Company	Submission of the Annual Report within the prescribed time under the regulation	73,000 + 13,140 (GST)	As Company was under CIRP process, it was unable to comply with this compliance.	Clarification was given by the Company to BSE that since the Company was under CIRP, it has applied for extension of AGM and

									applied for waiver of the penalty	
3.	Disclosure of Dividend Distribution Policy in the Annual Report and on website of the Company	Regulation 43 A	Non-Disclosure of Dividend Distribution Policy in the Annual Report and on website of the Company	BSE Limited	Penalty Levied on the Company	Non-Disclosure of Dividend Distribution Policy in the Annual Report and on website of the Company	25,000 +4,500 (GST)	As Company was under CIRP process, it was unable to comply with this compliance.		
4.	Disclosure of related party transactions on consolidated basis	Regulation 23(9) for quarter ended September 2023	Delay in disclosure of related party transactions on consolidated	BSE Limited	Penalty Levied on the Company	Non-compliance with disclosure of related party transactions on consol	-	As Company was under CIRP process, it was unable to comply with this compliance.	The Company was has given a clarification that the Company was taken over by CIRP officials and it took time	

			d basis			idated basis			for the Resolutio n Professio nals to understa nd the Company and prepare the Financials and the Company had also applied for extension of the AGM of the Company under the Compani es Act, 2013 and applied for the waiver of the same
5.	Intimati on about the meeting of the Board of Director s for the	Regul ation 29(2)/ 29(3)	Delay in furnis hing prior intim ation about the meeti	BSE Li mit ed	Pen alty Lev ied on the Co mp any	Delay in furnis hing prior intima tion about the meeti	17,500 + 3,150 (GST)	As Compan y was under CIRP process, it was unable to comply	The Company has given a clarificati on for the same and has explained that the

	month of February 2024		ng of the Board of Directors for the month of February 2024			ng of the Board of Directors for the month of February 2024		with this compliance.	delay was due to the Company being in CIRP process	
6.	Submission of voting results within the period provided under this regulation for the quarter ended December 2023	Regulation 44(3)	Non-submission of the voting results within the period provided under this regulation for the quarter ended December	BSE Limited	Penalty Levied on the Company	Late Submission of the financial results within the period prescribed under this regulation for the quarter ended December 2023	17,500 + 3,150 (GST)	As Company was under CIRP process, it was unable to comply with this compliance.	The Company has given a clarification for the same and a pre-intimation for anticipant delay in submission of Financial Results for the quarter and Nine months ended 31 st December 2023 and applied for the	-

			mber 2023						waiver of the same	
7.	Intimati on about the meeting of the Board of Director s for the month of Novem ber 2023 , Februar y 2024	Regul ation 29(2)/ 29(3)	Delay in furnis hing prior intim ation about the meeti ng of the Board of Direct ors for the mont h of Febru ary 2024	BSE Li mit ed	Pen alty Lev ied on the Co mp any	Delay in furnis hing prior intima tion about the meeti ng of the Board of Direct ors for the month of Febru ary 2024	17,500 + 3,150 (GST)	As Compan y was under CIRP process, it was unable to comply with this compli ance.	The Company has given a clarificati on for the same and has explained that the delay was due to the Company being in CIRP process and applied for the waiver of the same	
8.	Submis sion of the Financi al Results within the period prescri bed for the quarter	Regul ation 33	Non- submi ssion of the financ ial result withi n the perio d prescr ibed	BSE Li mit ed	Pen alty Lev ied on the Co mp any	Non- Submi ssion of the Finan cial Result s within the period prescr ibed		As Compan y was under CIRP process, it was unable to comply with this	The Company has given a clarificati on for the same and has explained that the delay was due to the Company	

	ended December 2023		under Regulation 33 for the quarter ended December 2023			for the quarter ended December 2023		compliance.	being in CIRP process and due to some unexpected reasons there was a delay in the preparation and finalization of the Standalone and Consolidated Financial Results for the quarter and nine months ended on 31 st December 2023	
9.	Delay in submission of Reclassification application to Stock Exchange for	Regulation 31 A (3)(a) for the month of November 2023	No Deviations	BSE Limited	Penalty Levied on the Company	Delay in submission of Reclassification application to		There was no such transaction during the review period.	The Company has given a clarification that there was no submission required	

	month of November 2024					Stock Exchange for month of November 2024			in this regard as there is no such reclassification
--	------------------------	--	--	--	--	---	--	--	---

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

Sl. No.	Observations of the Practising 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 Practising Company Secretary on the action taken by the listed entity
1	Regulation 46 of SEBI (LODR) Regulation, 2015 was not complied with the Company and hence notice was issued dated 9th February 2023 as the Company had not provided the URLs of the required information as per Regulation 46 in the BSE Listing Centre	Year 21-22	The Company has not complied with the same till date as it is under CIRP process.	This matter is still pending as the Company is not compliant with the same.

(i) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

SURYA PRAKASH PERUMALLA
 Digitally signed by SURYA PRAKASH PERUMALLA
 Date: 2024.05.30 18:09:30 +05'30'

SN	Particulars	Compliance Status (Yes/No)	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)	Yes	-
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	-
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	-
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	No Director is disqualified, but the powers of the Board are suspended as the Company is

			under CIRP process
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	-
6.	<p>Preservation of Documents:</p> <p>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	-
7.	<p>Performance Evaluation:</p> <p>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>	Not Complied	The Company could not comply with the regulation 25(3) of SEBI LODR 2015 as the Company is in CIRP.
8.	<p>Related Party Transactions:</p> <p>(a) In case no prior approval obtained, the listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes	-
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	-

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	-
11.	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 at point no.(h)[b].	No	-
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	M/s M Bhaskar Rao & Co., Chartered Accountants tendered their resignation on 14 th August, 2023 and subsequently M/s SDV & Associates, Chartered Accountants were appointed by Resolution Professional for Financial Year 2023-24 on 30 th October, 2023. The said appointment were placed

			before Members for their approval in AGM held on 30 th December, 2023. Members not approved the resolution for Auditor appointment. Resolution Professional appointed M/s SDV & Associates, Chartered Accountants as statutory auditor for FY 2023-24.
13.	Additional non-compliances, if any:	-	

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 report 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 account of the listed entity.

SURYA PRAKASH
PERUMALLA

Digitally signed by SURYA
PRAKASH PERUMALLA
Date: 2024.05.30 18:11:13
+05'30'

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

Date: 30th May, 2024

Place: Hyderabad

**For SPP & Associates
Company Secretaries**

SURYA PRAKASH PERUMALLA  Digitally signed by SURYA PRAKASH PERUMALLA
Date: 2024.05.30 18:11:36 +05'30'

**Surya Prakash Perumalla
Company Secretary in Practice
FCS No. 9072; CP No.11142
FRN: S2023TS899200
UDIN: F009072F000503357
PR No.2622/2022**