

May 30, 2022

To,

The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, BandraKurla Complex,
Bandra (East), Mumbai-400051

NSE Symbol: SKIL

To,

The Manager,
Listing Department,
BSE Ltd.
P J Towers, Dalal Street,
Mumbai -400001, India

BSE Security Code: 539861

Dear Sir/Ma'am,

Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2022 under Regulation 24A of SEBI (LODR) Regulations, 2015.

With reference to captioned subject and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2022.

Kindly take the same in your record.

Thanking you,

For SKIL Infrastructure Limited



Nileshe Mehta
Company Secretary



Secretarial compliance report of SKIL Infrastructure Limited for the year ended March 31, 2022

I, **Dhaval P. Master**, Proprietor of **D P Master & Associates** has examined:

- a) all the documents and records made available to us and explanation provided by **SKIL Infrastructure 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 2022 ("**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 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; (**Not applicable as there was no reportable event during the period under review**);
- 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; (**Not applicable as there was no reportable event during the period under review**);





- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable as there was no reportable event during the period under review);**
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable as there was no reportable event during the period under review);**
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable as there was no reportable event during the period under review);**
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I 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: -

Sr.No	Compliance (Regulations/ circulars / guidelines including specific clause)	Requirement	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 14 of SEBI (Listing Obligations & Disclosure Requirements), 2015 - The listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s).		Company is yet to pay listing fees FY 2021-2022.	Listing fees is still payable for FY 2021-2022.
2.	Regulation 13(3) of SEBI (Listing Obligations & Disclosure Requirements), 2015 - A listed entity is required to submit with a recognized stock exchange(s), a statement giving the numbers of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter		There was delay in filing of said Disclosure for the Quarter ended on March 2022. The same disclosure was filed Company on 28 th April 2022.	Due to delay in Data received from RTA, said disclosure was filed to Stock Exchange with delay of 7 days.



	and those remaining unresolved at the end of the quarter.		
3.	Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements), 2015 - Equity listed committee shall submit on quarterly basis a corporate governance report with the stock exchange.	The Company is yet to filed Corporate Governance report for Quarter ended on March 2022.	Said Disclosure is yet to be filed to Stock Exchange. As women Director is not present in Board, it is displaying technical error while filing. Without women Director it is not allowing to file the said report.
4.	Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements), 2015 - Equity listed companies are required to furnish with stock exchange on quarterly basis a statement showing holding of securities and shareholding pattern separately for each class of securities.	There was delay in filing of said Disclosure for the Quarter ended on March 2022. The same disclosure was filed Company on 10 th May 2022.	Due to delay in Data received form RTA, said disclosure was filed to Stock Exchange with delay of 7 days.
5.	Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements), 2015 and - Intimation about demise of Mr. Alexander John Joseph Non-Executive Independent Director of the Company.	There was delay of 6 days for submission of Intimation.	Said Disclosure was filed with Stock Exchange with delay of 6 days.
6.	Pursuant to the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019 - Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities.	There was delay in filing of Quarterly Disclosure as per C2 of SEBI Circular SEBI/HO/CFD/CMD1/ CIR/P/2019/140 for all the Quarters of FY 2021-2022	Said Disclosures were delayed filed with Stock Exchange.
7.	Pursuant to the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019 - Disclosures by listed entities of defaults on payment of interest/ repayment of	There was delay in filing of Monthly Disclosure as per C1(a) of SEBI Circular SEBI/HO/CFD/CMD1/	Said Disclosures were delayed filed with Stock Exchange.



	principal amount on loans from banks / financial institutions and unlisted debt securities.		CIR/P/2019/140 for the majority of the months.	
8.	Pursuant to SEBI/HO/DDHS/CIR/P/2018/144A listed entity, identified as a Large Corporate ("LC") under the instant framework, shall make the disclosures to the stock exchanges, where its security (ies) are listed		The Company is yet to make Initial Disclosure of LC to Stock Exchanges.	Company has made Annual Disclosure of LC to Stock Exchanges but Initial Disclosure is yet to be filed.
9.	Regulation 31 - Submission of Disclosure in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011		There was delay in filing said disclosure for invocation of shares of Promoter Sudipan Bhaduri, Jay Mehta, Ketan Shah, Trustees of FDLL Trust. Shares were invoked on 07/04/2021.	Said disclosure was filed to Stock Exchange with delay of 3 Months.
10.	Regulation 17 - Composition of Board of Directors		Company is yet to appoint Independent Women Director after resignation of previous Director.	Appointment of Independent Women Director is yet to be done.

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

Sr.No	Action taken by	Details of violation	of	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary





1	BSE Limited	Regulation 34 of LODR - Non-submission of the Annual Report within the period prescribed under this regulation.	Fine of Rs. 4000/- was levied by BSE.	There was delay of 2 days in Submission of Annual Report to BSE of FY 2020-2021.
---	-------------	---	---------------------------------------	--

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

Sr.No	Observations of the Company Secretary in the previous reports	Practicing	Observations made in the secretarial compliance report for the year ended on 31 st March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Pursuant to SEBI/HO/DDHS/CIR/P/2018/144A listed entity, identified as a LC under the instant framework, shall make the disclosures to the stock exchanges, where its security(ies) are listed	to	There was delay in filing of said Disclosure for the FY ended on March 2021. The same disclosure was filed Company on 03 rd May 2021.	It was filed after due date.	Said observation was duly Compiled and found ok.
2.	Pursuant to the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019 and in compliance with the Listing Regulations - Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions.		There was delay in filing of said Disclosure for the Quarter ended on March 2021. The same disclosure was filed Company on 16 th April 2021.	It was filed after due date.	Said observation was duly Compiled and found ok.
3.	As per Regulation 14 of SEBI (Listing Obligations & Disclosure Requirements), 2015 - The listed entity	SEBI (Listing	Company has not paid listing	Listing fees is still payable	Said observation was partially Compiled



D P Master & Associates
Company Secretaries
Dhaval P Master

	shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s).	fees FY 2020-2021.		Company has paid Annual Listing Fees for FY 2020-2021 to BSE on 21/03/2022 and for NSE it is yet to be paid.
--	---	--------------------	--	--

For D P Master & Associates
Company Secretaries




(Dhaval Master)
Proprietor

ACS - 34204, COP - 13653
P/R Number - 1845/2022

Surat, 30th May, 2022
UDIN - A034204D000435308