AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

Date: 24th May, 2022

To,
The Listing Department

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block – G,
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip ID – AJRINFRA

To,
Listing Department **BSE Limited**Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code – 532959

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2022 as per Regulation 24A of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 24A of SEBI Listing Regulations read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Mr. Veeraraghavan. N, Practising Company Secretary, for the year ended 31st March, 2022.

Kindly take the same on record.

Thanking you,

For, AJR Infra And Tolling Limited (formerly Gammon Infrastructure Projects Limited)

W Kaushal Shah

Company Secretary & Compliance Officer

Encl: As above

Veeraraghavan .N

Practising Company Secretary

11- H – 304, Neelam Nagar, Phase-2 Mulund East, Mumbai – 400081 Mob: 9821528844

Email: nvr54@ymail.com

Secretarial Compliance Report of AJR Infra And Tolling Limited (formerly Gammon Infrastructure Projects Limited) (CIN: L45203MH2001PLC131728) for the year ended March 31, 2022

I, Veeraraghavan N. has examined:

- (a) all the documents and records made available to me and explanation provided by AJR Infra And Tolling Limited (formerly Gammon Infrastructure Projects 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, 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, to the extent it is applicable, have been examined, include:-

- a. SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations');
- b. SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018;
- c. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. SEBI (Buyback of Securities) Regulations, 2018;
- e. SEBI (Share Based Employee Benefits) Regulations, 2014;
- f. SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- g. SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013:
- h. SEBI (Prohibition of Insider Trading) Regulations, 2015;
- i. SEBI (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.	Compliance Requirement	Deviations	Observations / Remarks of	
No.	(Regulations / circulars /		the Practicing Company	
	guidelines including		Secretary	
	specific clause)			



1.	Regulation 33 of SEBI	The last date for submitting the	NSE and BSE had levied
	Listing Regulations - delay	financial results for the quarter	fines on the Company for
	in submission of the	and financial year ended	the said non-compliance.
	financial results for the	31/03/2021 was 30/06/2021.	_
	quarter and financial year	There was a delay in submitting	The Company had paid the
	ended 31/03/2021.	the same and was submitted on	fines to NSE and BSE on
İ		08/07/2021.	04/08/2021.
2.	Regulation 33 of SEBI	The last date for submitting the	NSE and BSE had levied
	Listing Regulations – delay	financial results for the quarter	fines on the Company for
	in submission of the	ended 31/12/2021 was	the said non-compliance.
	financial results for the	14/02/2022. There was a delay in	_
	quarter ended 31/12/2021.	submitting the same and was	The Company had paid the
		submitted on 28/02/2022.	fines to NSE and BSE on
			22/03/2022.

- (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 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	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
1	NSE	Regulation 33 of SEBI Listing Regulations – delay in submission of the financial results for the quarter and financial year ended 31/03/2021	NSE had levied fine of Rs.40,000/- (excluding taxes) vide its letter dated	waiver application and the decision of the NSE is still
2	BSE	Regulation 33 of SEBI Listing Regulations – delay in submission of the financial results for the quarter and financial year ended 31/03/2021	of Rs.40,000/- (excluding taxes) vide its email dated	waiver application and the
3	NSE	Regulation 33 of SEBI Listing Regulations – delay in submission of the financial results for the quarter ended 31st December, 2021	of Rs.70,000/- (excluding taxes)	The Company had paid the fine on 22/03/2022.
4	BSE		of Rs.70,000/-	The Company had paid the fine on 22/03/2022.



results for the quarter ended	vide its email dated	
31/12/2021	14/03/2022	

(d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Observations of the	Observations	Actions taken by the	Comments of
No.	•	made in the	listed entity, if any	the Practicing
110.	Secretary in the previous	Secretarial the	nstea chitty, it any	Company
	reports	Compliance		Secretary on
	reports	Report for the		the actions
		year ended 31-03-		taken by the
		2021		listed entity
1	The last date for submitting	NSE and BSE had	The Company had	No further action
*	the shareholding pattern for	levied fines on the	made an application for	required to be
	the quarter ended 31/03/2020	Company for the	waiver of fine,	taken by the
	was 15/05/2020. There was a	said delay.	requesting NSE and	Company.
	delay in submitting the same	said delay.	BSE to waive the fine.	Company.
	and was submitted on		The waiver applications	
	19/05/2020.		were approved by NSE	
	1970372020.		and BSE on 13/11/2020	
			and 35E on 13/11/2020 and 23/12/2020	
			respectively.	
2	The last date for submitting	NSE and BSE had	The Company had	No further action
~	the financial results for the	levied fines on the	made an application for	required to be
	quarter and financial year	Company for the	waiver of fine,	taken by the
	ended 31/03/2020 was	said delay.	requesting NSE and	Company.
	31/07/2020. There was a	said delay.	BSE to waive the fine.	Company.
	delay in submitting the same	,	The waiver application	
	and was submitted on		of the Company was	
	04/08/2020.		rejected by NSE on	
	0.170012020.		17/11/2020. The	
			Company had paid the	
		4.4	fine vide NEFT on	
			24/11/2020.	
			The decision of the	
			BSE is still awaited.	
3	The last date for submitting	NSE and BSE had	The Company had	No further action
	the financial results for the	levied fines on the	made an application for	required to be
	quarter ended 30/06/2020	Company for the	waiver of fine,	taken by the
	was 15/09/2020. There was a	said non-	requesting the NSE and	Company.
	delay in submitting the same	compliance.	BSE to waive the fine.	
	and was submitted on		The waiver applications	
	05/10/2020.		of the Company were	
			approved by NSE and	
	Manager Start		BSE on 13/04/2021 and	
			01/12/2021	
			respectively.	
4	W.e.f. 01/04/2020, the	Since the Company	The Company had	No further action
	Company was required to	was in the Top	made an application for	required to be



r	have minimum 6 directors on	2000 list of	waiver of fine,	taken by the
	l .		1	
	the Board of the Company.	companies listed	requesting NSE to waive the fine.	Company.
	NA. No. 1 Color and NA.	with the NSE, NSE	waive the line.	
	Mr. Vinod Sahai and Mr.	had levied fine on	777	
	Sunilbhai Chhabaria were	the Company for	The waiver application	
	appointed as additional	the said non-	of the Company was	
	directors in the category of	compliance vide	rejected by NSE on	
	Independent Directors at the	letter dated	17/11/2020. The	
	meeting of the Board of	20/08/2020.	Company had paid the	
	Directors of the Company		fine vide NEFT on	
	held on 31/07/2020.		24/11/2020.	
	Thereby, the Board was duly			
	reconstituted w.e.f.			
ŀ	31/07/2020 in compliance			
	Regulation 17(1) of SEBI			
	Listing Regulations.			
5	W.e.f. 01/04/2020, the	Since the Company	The Company had	No further action
	Company was required to	was in the Top	made an application for	required to be
İ	have minimum 6 directors on	2000 list of	waiver of fine,	taken by the
	the Board of the Company.	companies listed	requesting NSE to	Company.
1	Mr. Vinod Sahai and Mr.	with the NSE, NSE	waive the fine.	
	Sunilbhai Chhabaria were	had levied fine on		
	appointed as additional	the Company for	The decision of the	
	directors in the category of	the said non-	NSE is still awaited.	
	Independent Directors at the	compliance vide		
	meeting of the Board of	letter dated		
	Directors of the Company	17/11/2020. The	·	
	held on 31/07/2020.	Company has made		
	Thereby, the Board was duly	an application for	·	
	reconstituted w.e.f. 31 st July,	waiver of fine,		
	2020, in compliance	requesting NSE to		
	Regulation 17(1) of SEBI	waive the fine.	·	
	Listing Regulations.	marte die inie.		
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Signature:

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Veeraraghavan N. ACS No. 6911 C.P.No.4334 UDIN: A006911D000363531

Date: 23rd May, 2022

Place: Mumbai