

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
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Email: nvr54@gmail.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:

- 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'),
- 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, 2022 ('Review Period') 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, 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:-

- SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations');
- SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018;
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buyback of Securities) Regulations, 2018;
- SEBI (Share Based Employee Benefits) Regulations, 2014;
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013;
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- 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:

- 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 (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
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c=IN

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

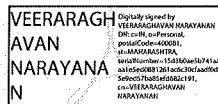
Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
1	NSE	Regulation 33 of SEBI Listing Regulations – delay in submission of the financial results for the quarter and financial year ended 31/03/2021	NSE had levied fine of Rs.40,000/- (excluding taxes) vide its letter dated 29/07/2021	The Company had filed a waiver application and the decision of the NSE is still awaited. The Company had paid the fine on 04/08/2021.
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	BSE had levied fine of Rs.40,000/- (excluding taxes) vide its email dated 29/07/2021	The Company had filed a waiver application and the decision of the BSE is still awaited. The Company had paid the fine on 04/08/2021.
3	NSE	Regulation 33 of SEBI Listing Regulations – delay in submission of the financial results for the quarter ended 31 st December, 2021	NSE had levied fine of Rs.70,000/- (excluding taxes) vide its letter dated 14/03/2022	The Company had paid the fine on 22/03/2022.
4	BSE	Regulation 33 of SEBI Listing Regulations – delay in submission of the financial	BSE had levied fine of Rs.70,000/- (excluding taxes)	The Company had paid the fine on 22/03/2022.

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email=veer@bseindia.com, o=VEERARAGH
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	<p>have minimum 6 directors on the Board of the Company.</p> <p>Mr. Vinod Sahai and Mr. Sunilbhai Chhabaria were appointed as additional directors in the category of Independent Directors at the meeting of the Board of Directors of the Company held on 31/07/2020. Thereby, the Board was duly reconstituted w.e.f. 31/07/2020 in compliance Regulation 17(1) of SEBI Listing Regulations.</p>	<p>2000 list of companies listed with the NSE, NSE had levied fine on the Company for the said non-compliance vide letter dated 20/08/2020.</p>	<p>waiver of fine, requesting NSE to waive the fine.</p> <p>The waiver application of the Company was rejected by NSE on 17/11/2020. The Company had paid the fine vide NEFT on 24/11/2020.</p>	<p>taken by the Company.</p>
5	<p>W.e.f. 01/04/2020, the Company was required to have minimum 6 directors on the Board of the Company. Mr. Vinod Sahai and Mr. Sunilbhai Chhabaria were appointed as additional directors in the category of Independent Directors at the meeting of the Board of Directors of the Company held on 31/07/2020. Thereby, the Board was duly reconstituted w.e.f. 31st July, 2020, in compliance Regulation 17(1) of SEBI Listing Regulations.</p>	<p>Since the Company was in the Top 2000 list of companies listed with the NSE, NSE had levied fine on the Company for the said non-compliance vide letter dated 17/11/2020. The Company has made an application for waiver of fine, requesting NSE to waive the fine.</p>	<p>The Company had made an application for waiver of fine, requesting NSE to waive the fine.</p> <p>The decision of the NSE is still awaited.</p>	<p>No further action required to be taken by the Company.</p>

Signature:



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

Date: 23rd May, 2022

Place: Mumbai