

!! श्री वीतरागाय नमः !!

TEL. : (0294) 2489074
CELL : 094149 26849**B. L. Harawat & Associates**

FORM NO. MR-3

B. L. HARAWAT**SECRETARIAL AUDIT REPORT**

Company Secretary

(For The Financial Year Ended 31st March 2023)

102, SECTOR-11,
HIRAN MAGRI
UDAIPUR (RAJ.)
PIN 313 002

Ref.

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

VEER GLOBAL INFRACONSTRUCTION LIMITED

A-01 Shalibhadra Classic, 100 feet Link Road, Near Union Bank

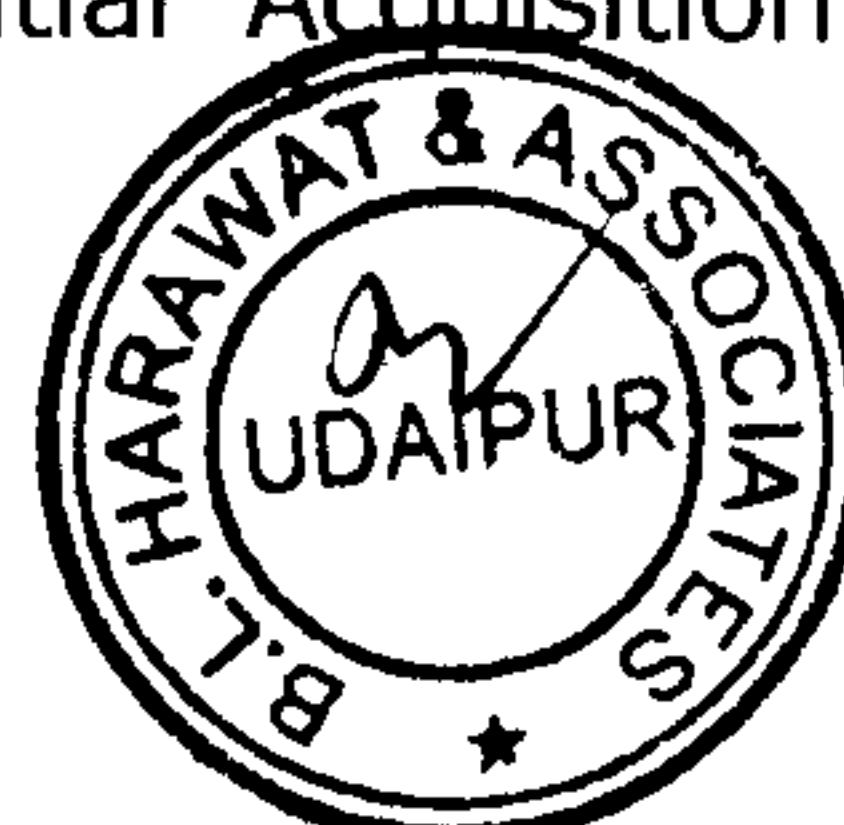
Of India, Nalasopara, East-401209 Maharashtra Thane MH 401209 IN

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **VEER GLOBAL INFRACONSTRUCTION LIMITED** (CIN:L45309MH2012PLC225939- herein after called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board Processes and Compliance Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:-

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015; *and*
- (j) The Company has complied with the requirements under the Equity Listing agreements entered into BSE Ltd. And National stock Exchange of India Limited.

We have also examined compliance with applicable clauses of the following: -

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

2. We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made there under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Associations of the Company, with regard to :

- a) Maintenance of various statutory register and documents and making necessary entries thereon;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Register of Companies and the Central Government;
- d) Service of documents by the company on its Members, Auditors and the Registrar of Companies;
- e) Notice of board meetings and Committee meetings of Directors;
- f) The meetings of Directors and committees and circulation of minutes;
- g) The 11th Annual General Meeting held on 29th September 2022;



- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, whenever required;
- j) Constitution of the board of Directors/Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Directors, whole-time Directors Independent Directors and Women Directors;
- k) Payment of remuneration of Directors including the Managing Director, Whole-time Directors and Chief Financial Officer,
- l) Appointment and remuneration of Auditors;
- m) Transfer and transmissions of Company's shares;
- n) There has been no declaration of dividends during the year;
- o) Transfer of certain amounts as required under the act to the Investors Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the company and the Ministry of Corporate Affairs;
- p) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- q) Investment of the Company funds including investment and loans to others;
- r) Form the balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- s) Directors Report;
- t) Contracts, common seal, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notices were sent to all directors to schedule the Board Meetings along-with the agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decisions were carried through while the dissenting members' views, if any, were captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various, if any, are captured and recorded as part of minutes.



- There were no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against/on the Company, its Directors and Officers.
 - The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management personnel;
4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
5. **We further report that** the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization/re-materialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
6. The Company has complied with the provisions of the FEMA1999 and the Rules and Regulations made under the Act to the extent applicable.
7. **We Further report** that the Company has complied with the provisions of the following laws to the extent applicable to the Company:-
- (i) Labour Codes viz ; Code on waes,2019, industrial Relations Code,2020,Social Security Code, and occupational safety, Health and Working Conditions Code,2020,Recently introduced by the Govt. of India and Rules framed there under.
 - (ii) Other Laws Viz; Income Tax Act, Goods and Services Act, 2017 to the extent applicable to the Company.
 - (iii) OC, CC as applicable to the company has been obtained.
- 8. We further report that:**
- a The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchanges of India except dematerializations of small part of its shares;
 - b. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011 including the provisions with regard to disclosure and maintenance of records required under the said regulations except dematerializations of small part of its shares;.
 - c. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992 including the provisions with regard to disclosures and maintenance of records required under the said regulations except dematerializations of small part of its shares; .
9. **We further report that** according to the information given and examination of the records made available during the audit period-



- i) The Company has issued 812000 Right Equity shares during the year. Further the Company has not come out with any public issue of equity shares on public/Right/Preferential basis. The Company has not issued any debentures and or sweat equity during the year.
 - ii) There has been no Redemption of debenture or buy back of securities in the company.
 - iii) There has been no proposal under consideration for merger/amalgamation/reconstruction, etc.
 - iv) The Company has not entered into any foreign technical collaboration.
 - v) The Company does not have any pending litigations in the courts of law
 - vi) During the Course of our examination and according to the information given to us, no material fraud on or by the company has been noticed or reported.
10. **We further report that** the company belongs to affordable housing and Construction sector and according to the information given to us there are provisions of RERA Act applicable to that sector of industry viz; construction. At the time of the reporting the company had zero complaints registered against it under the provisions of RERA Act.
11. **We further report that** based on the information received and records maintained there are adequate system and process in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For B.L. Harawat and Associates

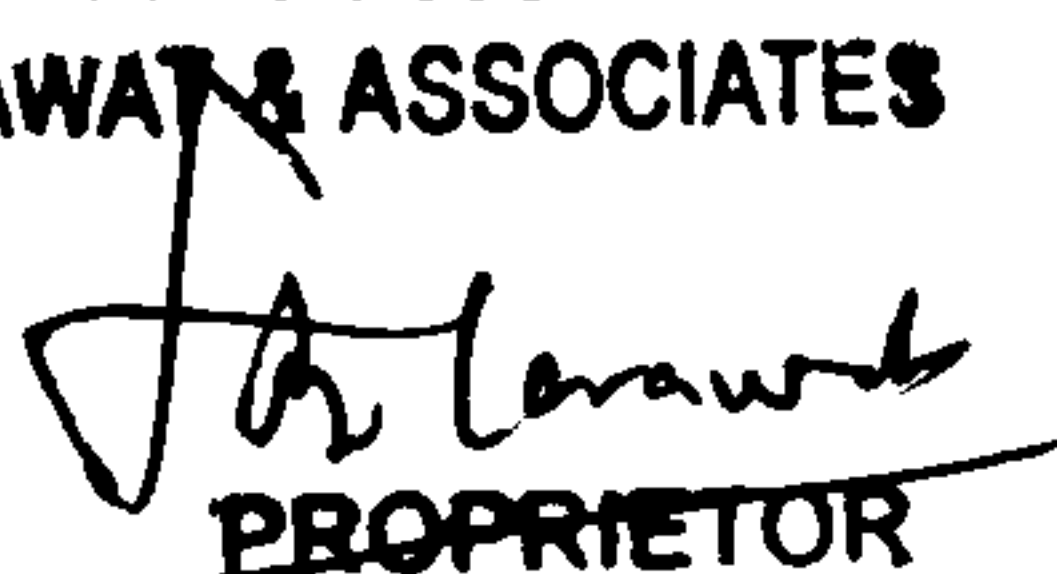
For B.L. HARAWAT & ASSOCIATES

(B.L. Harawat)

Proprietor

ACS No.: 6098 C.P. no. 3326

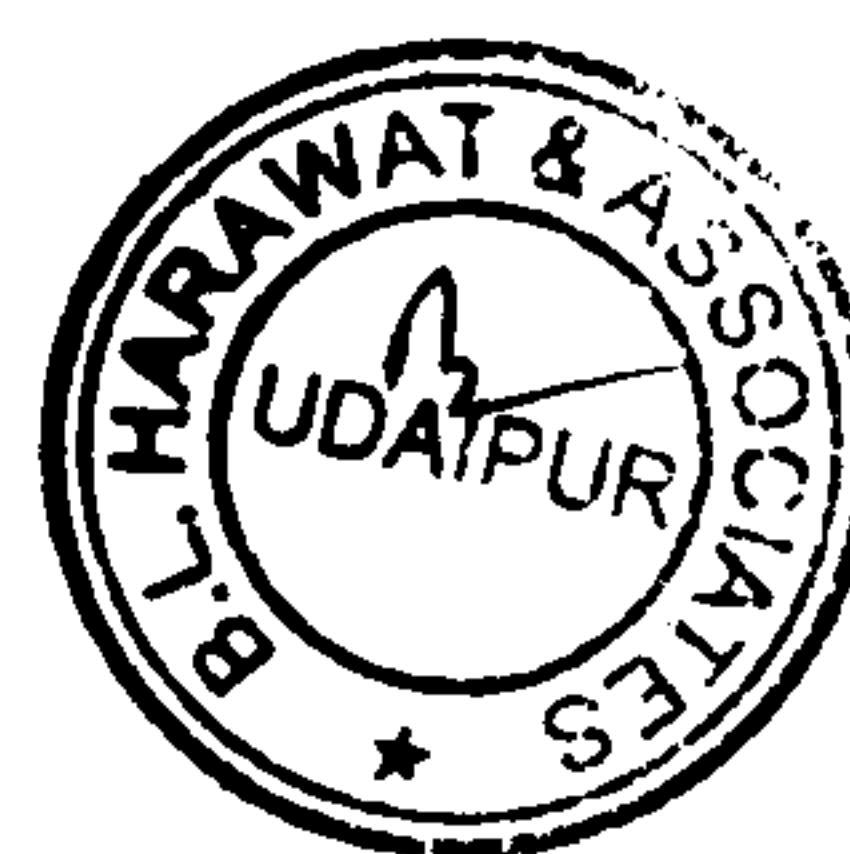
Peer Review Certificate No. 2297/2022


PROPRIETOR

Place: Udaipur

Date: 26/06/2023

UDIN: **A006098E000506565**



This report is to be read with our letter of even date which is annexed as "Annexure-A" and forms an integral part of this report.

B. L. Harawat & Associates

TEL. : (0294) 2489074
CELL : 094149 26849

B. L. HARAWAT
B.A., LL.B., A.C.S.
Company Secretary

-6-

102, SECTOR-11,
HIRAN MAGRI
UDAIPUR (RAJ.)
PIN 313 002

Ref.

Annexure-A

To,
The Members,
VEER GLOBAL INFRACONSTRUCTION LIMITED
A-01 Shalibhadra Classic, 100 feet Link Road, Near Union Bank
Of India, Nalasopara, East-401209 Maharashtra Thane MH 401209 IN

Our report is to be read along with the noting as mentioned here-in-under:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, we believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the Compliances of the laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards, is the responsibility of the Management; Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For B.L. Harawat and Associates

For B.L. HARAWAT & ASSOCIATES

(Signature)
(B.L. Harawat)
Proprietor

ACS No.: 6098 C.P. no. 3326

Peer Review Certificate No. 2297/2022

Date: 26/06/2023

Place: Udaipur

UDIN: A006098E000506565

