

# **A. K. Verma & Co.**

## **Company Secretaries**

### **ANNUAL SECRETARIAL COMPLIANCE REPORT OF** **ASHIANA HOUSING LIMITED** **FOR THE YEAR ENDING 31<sup>ST</sup> MARCH 2022**

[Pursuant to Regulation 24A of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018]

We have examined the applicable statutory provisions and adherence to good corporate practices by Ashiana Housing Limited (hereinafter called the "Company"), having its registered office at 5F, Everest, 46/C, Chowringhee Road, Kolkata, West Bengal -700071 as under:

- a) all the documents and records made available to us and explanation provided by Company;
- b) the filings/ submissions made by the Company to the Stock Exchanges;
- c) website of the Company;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March 2022 in respect of compliance with the provisions of:
  - i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued there under; and
  - ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder 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 as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

**13-B, IIND FLOOR, ABOVE, CENTRAL BANK OF INDIA, NETAJI SUBASH MARG,**  
**DARYAGANJ, NEW DELHI-110002**  
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**Website: csakverma.com**



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- (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 to the Company during the Review Period) ;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (h) The Depositories Act, 1996 and Bye laws framed there under to the extent of Regulations 74 and 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.

And based on the above examination, we hereby report that, during the Review Period:

- a. The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sl.No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific Clause	Deviations Observations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- b. The Company has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.

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c. The following are the details of actions taken against the Company/ 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 there under:

Sr. No	Action Taken By	Details of violation/delayed compliance/alleged non-compliance	Details of Action Taken e.g. fines, warning letter, debarment etc.	Observation, remarks of Practicing Company Secretary, if any,
1.	BSE	Delay of 2 days in submission of Annual Secretarial Compliance Report under Regulation 24 A of SEBI (LODR) for the year ended 31 <sup>st</sup> March 2021.	BSE vide it's mail dated 29 <sup>th</sup> July 2021 levied a fine of Rs. 4,720/- (Rs. 2,000 per day including taxes) for delay of 2 days in submission of Annual Secretarial Compliance Report under Regulation 24 A of SEBI (LODR) pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020 /12 dated 22 <sup>nd</sup> January 2020.	The company paid the fine of Rs. 4,720/- as levied by BSE and intimated the same to the Exchange in requisite manner vide it's mail dated 18 <sup>th</sup> August 2021.
2.	BSE	Non-submission of Certificate signed by the Debenture Trustee taking note of the contents prescribed under regulation 52(4) of SEBI (LODR) for the	BSE vide it's mail dated 02 <sup>nd</sup> August 2021 levied a fine of Rs. 28,320/- (Rs. 1,000 per day including taxes) for non-submission of Certificate signed by the Debenture Trustee taking note of the contents prescribed under regulation 52(4) of SEBI	The company, on receipt of such mail, completed the compliance and submitted the requisite Certificate from Debenture Trustee to BSE Ltd. on the same day i.e. 02 <sup>nd</sup> August 2021. However, for the payment of levied fine, the Company

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		half year ended 31 <sup>st</sup> March 2021.	(LODR) for the half year ended 31 <sup>st</sup> March 2021.  The said fine was levied by BSE for non-compliance with the provision of Regulation 54 (5) of SEBI (LODR) pursuant to SEBI circular no. SEBI/HO/DDHS/CIR/P/2020/231 dated 30 <sup>th</sup> November 2020.	requested BSE for Invoice of the said fine vide it's mail dated 23 <sup>rd</sup> August, 2021 and reminder mails dated 16 <sup>th</sup> September, 2021, 08 <sup>th</sup> November 2021 and 17 <sup>th</sup> November 2021 since Invoice was mandated by the Accounts Team for accounting purposes before disbursal of any fees/fine. However, no response for the same has been received from BSE Ltd. till date and the company has paid the requisite fine on 17 <sup>th</sup> May 2022.
3.	NSE	Delay of 2 days in submission of Annual Secretarial Compliance Report under Regulation 24 A of SEBI (LODR) for the year ended 31 <sup>st</sup> March 2021.	NSE issued notices to the company vide letters dated 29 <sup>th</sup> July 2021 and 16 <sup>th</sup> August 2021 levying fine of Rs.4,720/- (Rs. 2,000 per day including taxes) for delay of 2 days in submission of Annual Secretarial Compliance Report under Regulation 24 A of SEBI (LODR) pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020	The Company had duly processed the payment of levied fine on 17 <sup>th</sup> August, 2021 and intimated the same to NSE on the same day in this regard.

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			/12 dated 22 <sup>nd</sup> January 2020.	
4.	NSE	Discrepancy in the Financial Results submitted for the quarter and year ended 31 <sup>st</sup> March 2021 under Regulation 33 of SEBI (LODR).	<p>NSE vide it's mail dated 06<sup>th</sup> July 2021 sought clarification from the Company on the below mentioned points i.r.o. Financial Results submitted for the quarter and year ended 31<sup>st</sup> March 2021 submitted on 26<sup>th</sup> June 2021:</p> <ul style="list-style-type: none"> <li>➤ Segment Details not submitted.</li> <li>➤ Financial Results is not as per the SEBI prescribed format.</li> <li>➤ Machine Readable Form/Legible copy of Financial Results not submitted.</li> </ul>	<p>The Company vide it's letter dated 09<sup>th</sup> July 2021 submitted Legible Copy of the Financial Results for quarter and year ended 31<sup>st</sup> March 2021 again and clarified the Exchange that since company operates in single segment only i.e. "Development of Real Estate Property", therefore, the requirement of submitting segment details is not applicable on the company.</p> <p>The company further clarified that the Financial Results submitted were in the format as specified by SEBI. The Notes to Accounts submitted along with the results are common notes and applicable on both Standalone and Consolidated Results for the quarter and year ended 31<sup>st</sup> March 2021. No separate notes were created for</p>

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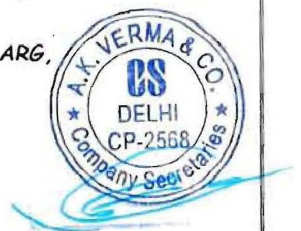
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				<p>this purpose and only the order of scanning such notes was inadvertently done after the Standalone Results. Accordingly, the company submitted the Financial Results in modified order for clarity of the Exchange.</p>
5.	NSE	<p>Non-compliance with the provisions pertaining to Audit Committee Meetings in the Corporate Governance Report submitted for the quarter ended 30<sup>th</sup> June 2021.</p>	<p>NSE vide it's mail dated 11<sup>th</sup> August 2021 demanded clarification from the Company on the Corporate Governance Report submitted to the Exchange for the quarter ended 30<sup>th</sup> June, 2021.</p> <p>The said clarification was demanded as the gap between two consecutive Audit Committee meetings being more than 120 days in the quarter ended 30<sup>th</sup> June 2021.</p>	<p>The company vide it's letter dated 18th August 2021 clarified the Exchange that the Financial Statements of the company were not finalized by 30th May 2021 owing to practical difficulties due to lockdown imposed, and major staff of the Company alongwith their family members infected with second wave of Covid-19. Owing to such circumstances, it was not possible for the Board of Directors to meet for approval of Annual Accounts by 30th May, 2021 and since all the members of the Audit</p>

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				<p>Committee are also on the Board of Directors of the Company, therefore the relaxation of holding the Board Meeting beyond stipulated period as granted by MCA Circular No. 08/2021 dated 03rd May 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated 29th April 2021 was also availed for Audit Committee Meeting. Accordingly, the Audit Committee Meeting and the Board Meeting of the Company for finalization and approval of Annual Accounts for the year ended 31st March 2021 exceeded the statutory timeline of 120 days, and were duly conducted on 25th June 2021 and 26th June 2021, respectively.</p>
6.	NSE	Non- submission of	BSE vide it's mail dated	The company vide it's letter

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		Initial Disclosure by Large Corporate for FY 2021-22 as per SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.	23 <sup>rd</sup> August 2021 alleged that the company had not submitted Initial Disclosure as required by Large Corporate for FY 2021-22 as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 and asked the Company to submit the same by 27 <sup>th</sup> August 2021.	dated 24 <sup>th</sup> August 2021 clarified the Exchanges that requisite disclosure pertaining to non-applicability of the SEBI circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26 <sup>th</sup> November 2018 on the company was already submitted with NSE and BSE on 28 <sup>th</sup> May 2021.  The company also attached in the aforesaid letter, the submissions made on the Exchange in this regard along with filing acknowledgement as evidence of compliance made.
7.	BSE and NSE	Clarification in terms of Regulation 30 of SEBI (LODR)	BSE vide it's mail dated 25 <sup>th</sup> April 2022 and NSE through Neaps Portal on 22 <sup>nd</sup> April 2022, sought clarification from the company in terms of Regulation 30 of SEBI (LODR) on the news announcement published by a media report stating that the company had signed a Memorandum of Understanding	The company, vide it's letter dated 30 <sup>th</sup> April, 2022 clarified the Exchange that the newspaper announcement was only the broad level estimated number based on the the developmental potential of projects already launched in Bhiwadi (Rajasthan). Accordingly, no new

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			(MOU) with Rajasthan Government to make investment in Bhiwadi.	<p>investment announcement was made by the Company in the Memorandum of Understanding executed with the Government of Rajasthan. It was only reiteration of whatever the company had disclosed in its Investors Presentation.</p> <p>The company further assured that they will intimate the Exchange whenever there is any new information or development of material nature.</p>
8.	NSE	Clarification sought i.r.o Corporate Governance Report submitted for the quarter ended 31 <sup>st</sup> March 2022.	<p>NSE, vide its mails dated 13<sup>th</sup> May 2022 and 18<sup>th</sup> May 2022 has sought clarifications from the Company on the below mentioned points i.r.o. Corporate Governance Report submitted for the quarter ended 31<sup>st</sup> March 2022:</p> <p>➤ Mentioning of correct designation of one of the members of Risk</p>	<p>The Company, vide its letters dated 13<sup>th</sup> May 2022 and 18<sup>th</sup> May 2022 clarified the exchange that one of the members of Risk Management Committee is the Chief Financial Officer (CFO) of the Company whose designation does not appear in the automated drop-down selection field in the XBRL Excel Utility. Accordingly, his designation</p>

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		<p>Management Committee.</p> <p>➤ Non- disclosures made for meetings of the following committees held during the FY 2021-22:</p> <p>a) Risk Management Committee</p> <p>b) Nomination and Remuneration Committee</p> <p>c) Stakeholders' Relationship Committee</p>	<p>was manually entered in the Excel Utility which got converted to something else while generation of XML file.</p> <p>The Company further clarified the exchange that giving details of meetings of Risk Management, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was only optional and not mandatory as mentioned in the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31<sup>st</sup> May 2021. Therefore, the details of such Committee Meetings was not entered in the Corporate Governance Report submitted for the quarter ended 31<sup>st</sup> March 2022 and the Company submitted the details of such meeting along with it's clarification on such observation of NSE.</p>
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d. The Company has taken the following actions to comply with the observations made in previous reports:  
N.A. for the period under review.

However, in respect of fine levied in the FY 2018-2019, the following corrective action has been taken by the Company:

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31-03-2021	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
1.	<p>The Company had paid the fines levied by NSE and BSE for not complying with the provisions of Regulation 17(1) of the SEBI (LODR), 2015 for the Quarter ended 31.12.2018 and 31.03.2019, respectively.</p> <p>However, such penalty has been paid under protest by the Company as the Company is of the view that it was not provided reasonable opportunity of making personal presentation before the Committees of the two Exchanges to present their case which in their view is against the principles of Natural Justice.</p>	nil	<p>The Company had contested the same with NSE and BSE respectively, and accordingly NSE and granted an opportunity for personal presentation to the Company in the said matter on 14th June, 2019 in Mumbai vide letter dated 07<sup>th</sup> June 2019 and BSE also provided the opportunity for representation in July 2019.</p>	<p>The Company had taken proper action by representing their case by personal hearing at NSE and BSE on the appointed dated. On the basis of discussions held in the personal meeting and detailed representations made by the Company, NSE had waived off fine of Rs. 4,60,000/- out of Rs. 6,65,000/- during the FY 2019-20 vide waiver letter dated 23<sup>rd</sup> October, 2019 and the waiver amount of Rs. 4,60,000/- had been refunded to the company on 29<sup>th</sup> January 2020.</p> <p>Further, BSE had also approved the waiver of fine vide their mail dated 03<sup>rd</sup></p>

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<p>The Board Meetings of the Company, since 26th May 2015 have been chaired by the Non- Executive Director of the Company. Further, the composition of the Board of Directors of the Company has been modified by appointing two more Independent Directors on the Board, thereby, making 5 Independent Directors on the Board of the Company out of the total of 8 Directors which is as per the provisions of Regulation 17(1) of the SEBI (LODR), 2015.</p>			<p>August 2021 asking the company to adjust the paid fine towards ALF (Annual Listing Fees) / other pending charges / fees payable to the Exchange.</p>
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Place: New Delhi

Date: 27-05-2022

For A.K.VERMA & Co.

(COMPANY SECRETARIES)



Ashok Kumar Verma  
(Partner)

FCS No: 3945, C. P. No: 2568

UDIN NO F003945D000435301

PEER REVIEW CERT No 2099/2022

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