

Dated: May 18, 2024

To,
The Secretary
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Mumbai – 400051.

Ref.: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2024.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 (updated as on June 30, 2023), please find enclosed Annual Secretarial Compliance Report for the financial year ended March 31, 2024, issued by M/s C Gaur & Associates, Company Secretaries.

We request you to take the same on records.

Thanking you,
Yours faithfully,

For Oriental Nagpur Betul Highway Limited

AMIT
KUMAR

Digitally signed
by AMIT KUMAR
Date: 2024.05.18
15:15:53 +05'30'

Amit Kumar
Company Secretary and Compliance Officer

Encl: as above



C GAUR & ASSOCIATES

COMPANY SECRETARIES

LS-4, YC Co-working House, Plot No 94, Dwarka Sector 13, Opp Radisson Blu
Hotel, New Delhi 110078 Mobile:+919953701510|Email:cschetangaur@gmail.com

SECRETARIAL COMPLIANCE REPORT OF ORIENTAL NAGPUR BETUL HIGHWAY LIMITED FOR THE YEAR ENDED MARCH 31, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Oriental Nagpur Betul Highway Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Unit No 307A, 3rd floor, Worldmark 2 Asset Area No 8, Hospitality Dist., Delhi Aerocity, New Delhi – 110037. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by Oriental Nagpur Betul Highway 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 financial year ended March 31, 2024 ("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 to the listed entity during the Review Period)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not applicable to the listed entity during the Review Period)*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the listed entity during the Review Period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable to the listed entity 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;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, we 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.
- (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 our examination of those records.
- (c) 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: **NA**
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports;

S r. N o	Compliance Requirement (Regulations/ circulars/guid elines including specific clause)	Regulat ion/ Circular No.	Deviatio ns	Actio n Take n by	Typ e of Acti on	Details of violation	Fine Amo unt	Observati ons/ remarks of the Practicing Company Secretary, if any.	Manage ment Response	Rem arks
1	The listed entity shall give prior intimation to the stock exchange of at least two working days in advance, excluding the date of the intimation and the date of the meeting of the board of directors, about the Board meeting in which any of the following proposals is to be considered: financial results viz. quarterly or annual, as the case may be.	Reg. 50(1) of SEBI LODR.	Shorter Notice was given for Board Meeting held on May 24, 2022 in which proposal for approval of financial results was considere d.	Natio nal Stock Excha nge of India Limite d (NSE)	Fine	For the meeting scheduled on May 24, 2022, shorter notice/intim ation was given to Stock Exchange on May 23, 2022.	Rs. 5,000 /	Notice for non-complianc e was received by the Company on June 29, 2022. The Company then filed waiver application for the same, basis the meeting being only a reschedule d one of the original meeting. However the request was rejected by the	Initially the BM was s scheduled on May 14, 2022, for which sufficient notice was given to the STX. However the meeting was reschedule d to be held on May 24, 2022, due to non-availability of necessary documents /request of director and the announce ment of the said postpone	

S r. N o	Compliance Requirement (Regulations/ circulars/guid elines including specific clause)	Regulat ion/ Circular No.	Deviatio ns	Actio n Take n by	Typ e of Acti on	Details of violation	Fine Amo unt	Observati ons/ remarks of the Practicing Company Secretary, if any.	Manage ment Response	Rem arks
								relevant authority. The Company has thus made the requisite payment of fine to the Stock exchange.	ment was given immediately on May 23, 2022.	
2	The listed entity shall give prior intimation to the stock exchange(s) at least eleven working days before the date on and from which the interest on debentures and bonds, and redemption amount of redeemable shares or of debentures and bonds shall be payable.	Reg. 50(1) of SEBI LODR (Before substitution on 07.09.2021)	The mandatory time gap of eleven working days was not obliged. For the payment to be made on due date i.e. March 30, 2021, the intimation was given on March 16, 2021, which is less than 11 working days.	Natio nal Stock Excha nge of India Limite d (NSE)	Fine	Delay in furnishing prior intimation with respect to date of payment of interest - for March 2021.	Rs. 55,000	Notice for non-compliance was received by the Company on September 27, 2022. The Company has then filed waiver application dated Sep 29, 2022, on the basis of ill health of the then Company Secretary (he and his family was suffering from COVID) and the alleged matter is due to be considered by the relevant authority.	With reference to the said non-compliance, please take note that the then Company Secretary Sh. Rakesh Gusain and his family were suffering from COVID-19, and thus could not submit the disclosure under required regulation within time.	
3	The listed entity shall give notice in	Reg. 60(2) of	The 7 working days' time	Natio nal Stock	Fine	Delay in submission of the	Rs. 1,00,000	The Company has filed	With reference to the said	

S r. N o	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary, if any.	Management Response	Remarks
	advance of at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date	SEBI LODR	gap been inadvertently interpreted by the Company as 7 days.	Exchange of India Limited (NSE)		notice of record date - for March 2021, Sep 2021 and March 22	(Mar 21) + 60,000 (Sep 21) + 30,000 (Mar 22)	intimation pursuant to Regulation 60(2) for March 2022 on the respective due date. For the quarter ended September 2021, a clarification dated September 8, 2021, explaining the delay was provided by the Company to the Stock exchange. However, for the period ending March 2021, the Company has filed waiver application on the grounds of ill health of the then Company Secretary, and the alleged matter is due to be considered .	non-compliance, pls take note that the then Company Secretary Sh. Rakesh Gusain and his family were suffering from COVID-19, and thus could not submit the disclosure under required regulation within time.	

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year</p>	NA	There has been no resignation of statutory auditors in the FY 2023-24.
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	NA	There has been no resignation of statutory auditors in the FY 2023-24.

	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There has been no resignation of statutory auditors in the FY 2023-24.

III. . We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> •All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	<p>Yes, the Company is maintaining a functional website and timely dissemination of information/documents are done on the website.</p> <p>However, please take note that being a High Value Debt Listed entity</p>	

		our Annual Corporate Governance Report consists details only as per Operational Circular issued by circular dated June 30, 2023.	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The company has no subsidiary.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	Yes However, no new Related party transactions has been entered into by the Company during the FY under review.	
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Regulation 30 is not applicable to the Company. However, the Company has disclosed all the Price Sensitive Information as per Regulation 51 of SEBI (LODR) Regulations, 2015.	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Yes	

	No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi

Date: May 17, 2024

**For C Gaur & Associates
Company Secretaries**



Chetan Gaur
Practicing Company Secretary
ACS No.: 37455
CP No.: 19223
UDIN: 037455F000390137
PR No. 3160/2023