

May 29, 2024

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051

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

Ref: Summit Digital Infrastructure Limited (formerly known as Summit Digital Infrastructure Private Limited) ("Company") [ISIN: INE507T07062, INE507T07070, INE507T07088, INE507T07096, INE507T07104, INE507T07112, INE507T07120 and INE507T07138]

Dear Sir / Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circulars issued by SEBI/Stock Exchange from time to time, enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024, issued by M/s. B.N.P. & Associates, Company Secretaries, dated May 14, 2024.

The above information is also available on the website of the Company i.e. www.summitdigital.com.

You are requested to kindly take the same on record.

Thanking you,

For **Summit Digital Infrastructure Limited**



Shumaila Sernobat
Company Secretary and Compliance Officer
ACS 28552

Encl: A/a

CC:

Axis Trustee Services Limited The Ruby, 2 nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028	IDBI Trusteeship Services Limited Universal Insurance Building, Ground Floor, Sir Phirozshah Mehta Road, Fort, Mumbai, Maharashtra - 400001
---	---

Summit Digital Infrastructure Limited

(Erstwhile Summit Digital Infrastructure Private Limited)

Registered and Corporate Office: Unit-2, 9th Floor, Tower 4, Equinox Business Park, L.B.S. Marg, Kurla (W),
Mumbai-400 070, Maharashtra.

Tel No.: 022 69075252 | Email: info@summitdigital.com

Website : www.summitdigital.com | CIN: U64200MH2013PLC375466

**Secretarial Compliance Report of Summit Digital Infrastructure Limited
For The Financial Year Ended 31st March, 2024**

**To,
The Board of Directors
Summit Digital Infrastructure Limited
(Formerly known as Summit Digital Infrastructure Private Limited)**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Summit Digital Infrastructure Limited (Formerly known as Summit Digital Infrastructure Private Limited)**, (hereinafter referred as 'the debt listed entity/Listed entity'), having its Registered Office at Unit-2, 9th Floor, Tower 4 Equinox Business Park, L.B.S Marg, Kurla (W), Mumbai -400070 Maharashtra, 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 it 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 period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, have examined:

- (a) all the documents and records made available to us and explanations provided by 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 documents/ filings, as may be relevant, which have been relied upon to make this report,

for the financial year ended 31st March, 2024 ("Review Period") in respect of the 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 (Prohibition of Insider Trading) Regulations, 2015*;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable to the company during the Audit period.**
- (g) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable to the company during the Audit period.**
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the company during the Audit period.**
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the company during the Audit period.**

and the circulars/ guidelines issued thereunder;

Note * The Company has also maintained a Structured Digital Database ("SDD") pursuant to the requirements of regulation 3 (5) and 3 (6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.



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

I.

- (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. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Manageme nt response (j)	Remarks (k)
None				

- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS) (b)	Observations made in the secretarial compliance report for the year ended 31 st March 2023 (c)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) (d)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (e)	Remedial actions, if any, taken by the listed entity (f)	Comments of the PCS on the actions taken by the listed entity (g)
None						



II. 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.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Listed entity has complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees and General meetings of Members as notified by the Central Govt under Section 118 (10) of the Companies Act, 2013.
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entityAll the policies are in conformity with SEBI Regulations and has been reviewed and updated timely as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">The Listed Entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes Yes NA	None None The listed entity, being a "high-value debt listed entity", is not required to provide disclosure



			on website in terms of SEBI LODR Regulations, 2015 in the annual corporate governance report.
4.	<u>Disqualification of Directors:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	Yes	The Listed Entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirements of material as well as other subsidiaries	Yes	The listed entity does not have any material 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	None
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 LODR Regulations, 2015	Yes	None
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 NA	None None



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.	NA	The Listed entity, being a "high-value debt listed entity", provisions of Regulation 30 are not applicable. However, the company has complied with Regulation 51 of SEBI(LODR) 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	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	NA	No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There is no such case for Resignation of statutory auditors from the listed entity, the Company does not have any material subsidiaries.
13.	<u>Additional non-compliances, if any:</u> Whether any additional non-compliance observed for any SEBI regulations/circulars/guidance notes etc.	NA	No non-compliance has been observed during the Review Period.



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 certify 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.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019**

**Date: 14th May, 2024
Place: Mumbai**



**Kalidas Ramaswami
Partner
FCS: F2440 / COP: 22856
UDIN: F002440F000363075**