

एआई एसेट्स होल्डिंग लिमिटेड
(पूर्व में एयर इंडिया एसेट्स होल्डिंग लिमिटेड)
AI ASSETS HOLDING LIMITED
(Formerly AIR INDIA ASSETS HOLDING LIMITED)

To
The Manager,
Corporate Relationship,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001.

May 30, 2023

Sub: Secretarial Compliance Report for the year ended March 31, 2023.

Dear Sir,

Pursuant to SEBI Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023.

Kindly take the same in your records.

Thanking you,
Yours faithfully,

For AI Assets Holding Limited
(formerly Air India Assets Holding Limited)

KAVITA

Digitally signed
by KAVITA
Date: 2023.05.30
17:07:40 +05'30'

Kavita Tanwar
Company Secretary
ACS29486

Secretarial Compliance report of AI Assets Holding Limited (Formerly known as Air India Assets Holding Limited) for the year ended on 31st March, 2023

To,
AI Assets Holding Limited
(Formerly known as Air India Assets Holding Limited)
Indian Airlines Bldg., 113,
Gurudwara Rakabganj Road,
New Delhi- 110001
CIN: U74999DL2018GOI328865

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by AI Assets Limited (hereinafter referred as the "listed entity"), having its Registered Office at Indian Airlines Bldg., 113, Gurudwara Rakabganj Road, New Delhi- 110001, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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 in our opinion, the listed entity has, during the review period covering the financial year ended on **31st March, 2023**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

- (a) all the documents and records made available to me, and explanation provided by AI Assets Holding 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 year ended 31st March, 2023 ("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 there under 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 there under, 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.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.2018 [Not applicable to the company during the Review Period].
- (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 Debt Securities) Regulations, 2008**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 [Not applicable to the company during the Review Period];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued there under

and based on the above examination, I hereby report that, during the Review Period:

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sl. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	No	<i>The Company has not complied the provision of section 96 of the Companies Act, 2013 regarding calling of Annual General Meeting for the financial year ended 31st March, 2022 to till date.</i> <i>However it is submitted that the Company has</i>



			<i>obtained extension of 3 months for holding AGM from Registrar of Companies. Therefore, AGM was held on 30.12.2022 but not concluded yet due to delay in finalization of Consolidated Accounts.)</i>
2.	Adoption and timely updation of the Policies: 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	No No	It is submitted that the company is in process for adoption and timely updation of policies. It is submitted that the company is in process for adoption and timely updation of policies.
3.	Maintenance and disclosures on Website: 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 re-directs to the relevant document(s)/ section of the website	Yes No Yes	<i>It is submitted that the Company is in process in updation of website, under the various heading like policies, Compliance report, Annual report etc.</i>
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
	To examine details related to Subsidiaries of	Yes	

5.	listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	Preservation of Documents: 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.	Performance Evaluation: 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	No	<i>Composition of the Board of Directors of the Company was not having such number of Independent Directors as required under Regulation 17 of SEBI (LODR) Regulations from 1st April, 2022 to 31st March, 2023.</i>
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	
	(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.	N.A.	<i>No such related party transaction exists</i>
9.	Disclosure of events or information: 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.	No	<i>Company has disclosed information under regulation 51 of SEBI LODR Regulations 2015. However the</i>



			<p><i>Company is failed to complied the provision of following Regulations for the quarter ended 31st March, 2022, 30th June, 2022, 30th September, 2022, and 31st December, 2022:</i></p> <p>a. Regulation 52(1) <i>Non-submission of the financial results within the period prescribed under this regulation.</i></p> <p>b. Regulation 52(4) <i>Non-disclosure of line items prescribed under Regulation 52(4) along with the half yearly/ annual financial results</i></p> <p>c. Regulation 54 (2) <i>Non-disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements.</i></p>
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	No	<p><i>It is submitted that the company is in process of maintain software for structured digital database.</i></p>



11.	Actions taken by SEBI or Stock Exchange(s), if any: 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.	Yes	<i>The Bombay Stock Exchange had issued notices for non-compliance or non-submission of documents / information under Regulation 50, 52, 54 and other applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</i>
12.	Additional Non-Compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	<i>It may be noted that the Stock Exchange has imposed a fine of Rs. 9,82,000/- excluding GST consequent to non-compliance of regulation 17, 50, 52, 53 and 54.</i> <i>Further the Company did not have proper composition of the Independent Directors on Board as required under Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i>

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not Applicable**



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>		
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</p>		



	<p>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> <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:</p> <p>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.	<p>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.</p>		

Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –



Sl. no.	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	Management Response	Remarks
1	In pursuance of SEBI (LODR), Regulation, 2015 listed entity shall prepare and submit unaudited or audited quarterly and year to date standalone financial results on a quarterly basis in the format as specified by the Board within forty-five days from the end of the quarter, and 60 days from the end of year to the recognized	Regulation 52(1)	Delayed in submission of unaudited / audited financial statement	Company had filed a waiver application against the notices with a fine of Rs 7,55,000/ received from Stock exchange for delayed compliances. Ministry of Civil Aviation also wrote to BSE for	Company had made the request for waiver of fine	Delayed in submission of unaudited / audited financial statement in pursuance	Rs. 1,50,000/- March, 2022, Rs.2,2,50,00/- June Quarter, Rs. 2,30,000/- for September, 2022 and Rs. 1,50,000/- for December, 2022 excluding GST	The Company had delay in submission unaudited / audited financial statement under reg		

	stock exchange			waiver of penalties levied on the Compan y.		an ce of reg ula tio n 52(1) for the qu art er en de d fro m Ma rch , 20 22 to De ce mb er, 20 22.		ulat ion 52(1) to the sto ck exc han ge		
2.	In pursuance of SEBI (LODR), Regulation, 2015 listed entity shall disclosure of line items prescribed under Regulati on 52(4) along with the half yearly / annual financial results to the recognized stock exchange	Regulat ion 52(4)	Non-disclo sure of line items prescr ibed under Regul ati on 52(4) along with the half yearly / annua	Compan y had filed a waiver applicati on against the notices with a fine of Rs 7,55,000/ received from Stock exchang e for	Comp any had made the reque st for waive r of fine	No n-dis clo sur e of line ite ms pre scri be d un der Re gul	Rs. 30,000/- March, 2022, Rs.45,00 0/- June Quarter, Rs. 46,000/- for Septemb er, 2022 and Rs. 30,000/- for Decemb er, 2022 excludin	Non - disc losu re of line item s pre scri bed und er Reg ulati on 52(

			financial results	delayed compliances. Ministry of Civil Aviation also wrote to BSE for waiver of penalties levied on the Company.		ati on 52(4) along with the half yearly / annual financial results for the quarter ended from March, 2022 to December, 2022.	g GST	4) along with the half yearly / annual financial results		
3.	In pursuance of SEBI (LODR), Regulation, 2015 listed	Regulation 54(2)	Disclosure of extent and	Company had filed a waiver applicati	Company had made the	No n-disclosure	Rs. 30,000/- for the half year ended	disclosure of exte		

entity shall disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements as per Regulation 54(2) to the recognized stock exchange		nature of security created and maintained with respect to secured listed NCDs in the financial statements	on against the notices with a fine of Rs 1,51,000/ received from Stock exchange for delayed compliances. Ministry of Civil Aviation also wrote to BSE for waiver of penalties levied on the Company	request for waiver of fine	of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements as per Regulation	31.03.2022 and Rs. 46,000/- for the half year ended 30.09.2022 excluding GST	nt and nature of security created and maintained with respect to secured listed NCDs in the financial statements as per Regulation 54(2) to the recognized stock exchange		
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						54(2) to the recognized stock exchange for the half year ended March, and September, 2022		ge		

The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sl no.	Compliance Requirement (Regulations/circulars)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secret	Management Response	Remarks



/guidelines including specific clause)								ary		

Date: 30.05.2023
Place: New Delhi

For Amit Agrawal & Associates
(Company Secretaries)



(Signature)

CS Amit Agrawal
Proprietor
C.P. No. 3647, M.No.5311
UDIN: F005311E00042176
Peer Review No: 858/2020

Note: As per the guidelines issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Secretarial Compliance Report in term of Regulation 24A of SEBI (LODR) Regulation, 2015 was conducted by using appropriate Information Technology tools by virtual data sharing by way of the Company's management e-mail id to access and examine relevant documents for completion of the audit.