



PBA INFRASTRUCTURE LTD.

ISO 9001:2000
ISO 14001:2004
ISO 18001:2007

PBA: SE 2020

Date : 30.05.2020

To,

Bombay Stock Exchange Limited 25 th Floor, P. J. Tower, Dalal Street, Mumbai – 400001	National Stock Exchange of India Limited Exchange Plaza, BKC , Bandra (East) Mumbai – 400051
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Sub : SEBI Circular No. CIR/CFD/CMD/27/2019 Dated February, 08, 2019 -Annual Secretarial Compliance Report for the year ended 31st March, 2020.

Ref: BSE Security Code – 532676 / NSE ISIN - INE160H01019

Dear Sir/ Madam,

With reference to above subject, Please find attached herewith Annual Secretarial Compliance Report from J.C. & Associates , Practicing Company Secretary and Secretarial Auditor of the Company for the year ended 31st March,2020.

We request you to take the above in your records.

Thanking You,
Yours Faithfully,

For PBA Infrastructure Limited

Sd/-

Narain P Belani
Managing Director
DIN: 02395693

Encl: A/A

Secretarial Compliance Report of M/s PBA Infrastructure Limited For the year ended 31st March, 2020.

I, Mrs. Jacintha Castelino, Practicing Company Secretary, (FCS No.9798, CP No. 12162) have examined:

- (a) all the documents and records made available to us and explanation provided by M/s **PBA Infrastructure Ltd** (“the listedentity”),
- (b) the filings/ submissions made by the listed entity to the stockexchanges,
- (c) website of the listedentity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make thiscertification,

for the year ended 31st March, 2020 (“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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;
- (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;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

(i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

(j) Securities and Exchange Board of India (Registrar to an issue and Shares Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;

(k).....Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009; and circulars/ guidelines issued thereunder;

and based on the above examination, I/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, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(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 my/our examination of those records.

(c) The following are the 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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Bombay Stock Exchange Limited (BSE)	-	1.Suspended trading in Securities with effect from April, 9,2019 (Failed to pay fine levied of Rs.16,53,180/- for two quarters, September,30, 2018 and December,31, 2018) 2. Show cause notice for Delisting of Share	1.The Company has made several representation by Communicating letters informing the exchange about the financial and legal constraints faced by the Company. The Management has taken up this matter with exchange for waiver of

				<p>fine amount which has not be considered by the Exchange</p> <p>2. Company has made the on Account Fine payment of Rs.75,0000/- less TDS Applicable.</p> <p>3. Show cause Notice for delisting of Shares, however company has made reply through letters however the exchange is yet to respond on the same</p>
2	National Stock Exchanges limited(NSE)		<p>1.Suspended trading in Securities with effect from April, 9,2019</p> <p>(Failed to pay fine levied of Rs.16,53,180/- for two quarters, September,30, 2018 and December,31, 2018)</p> <p>2. Show cause notice for Delisting of Share</p>	<p>1.The Company has made several representation by Communicating through letters informing the exchange about the financial and legal constraints faced by the Company. The Management has taken up this matter with exchange for waiver of fine amount which has not be considered by the Exchange</p> <p>2.Company has made the on Account Fine payment of Rs.75,0000/- less TDS Applicable.</p> <p>3. Show cause Notice for delisting of Shares, however company has made reply through letters however the exchange is yet to respond on the same</p>

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Note: The prevailing circumstances in the country on account of lockdown and COVID-19 Pandemic, has impacted, to some extent, verification of documents and records of the Company.

**For JC & Associates
Company Secretaries**

**JACINTHA
CASTELINO**

Digitally signed by JACINTHA CASTELINO
DN: c=IN, o=Personal,
postalCode=400055, st=Maharashtra,
2.5.4.20=918411e046b1ef0424165294150
5fbc3e249a04148a6126ad7a4dd584eb50
e42, cn=JACINTHA CASTELINO
Date: 2020.05.28 21:33:48 +05'30'

Jacinta Castelino

Proprietor

CP No : 12162 FCS : 9798

Place : Mumbai

Date : 28-05-2020

UDIN: F009798B000295556