

May 29, 2019

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Manager,
Listing Department,
BSE Ltd.
P J Towers, Dalal Street,
Mumbai -400001, India

NSE Symbol: SKIL

BSE Security Code: 539861

Dear Sir/Ma'am,

Sub: Submission of Annual Secretarial Compliance Report for year ended 31st March, 2019 under Regulation 24A of SEBI (LODR) Regulations, 2015.

With reference to captioned subject and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed the Annual Secretarial Compliance Report for the Financial year ended March 31, 2019.

Kindly take the same in your record.

Thanking you,

For **SKIL Infrastructure Limited**



Nilesh Mehta
Company Secretary



Jaisal Mohatta & Associates

Company Secretaries

To,

Date: 23rd May 2019

The Board of Directors
SKIL Infrastructure Limited
SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400023.

Dear Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2018-19

We have been engaged by **SKIL Infrastructure Limited** (hereinafter referred to as 'the Company') bearing CIN: **L36911MH1983PLC178299** whose equity shares are listed on National Stock Exchange of India Limited (Symbol: **SKIL**) and BSE Limited (Security Code: **539861**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For **Jaisal Mohatta & Associates**
Company Secretaries


(Jaisal Mohatta)

Proprietor
ACS - 35017, COP - 16090





Jaisal Mohatta & Associates

Company Secretaries

Secretarial compliance report of SKIL Infrastructure Limited for the year ended March 31, 2019

I, **Jaisal Mohatta**, Proprietor of **Jaisal Mohatta & Associates** has examined:

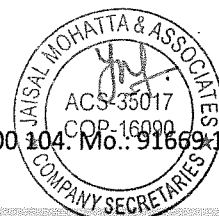
- all the documents and records made available to us and explanation provided by **SKIL Infrastructure Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable as there was reportable event during the period under review);**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable as there was reportable event during the period under review);**





Jaisal Mohatta & Associates

Company Secretaries

- 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; **(Not applicable as there was reportable event during the period under review);**
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable as there was reportable event during the period under review);**
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I 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 in so far 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





Jaisal Mohatta & Associates

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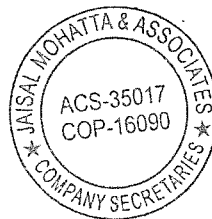
various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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.
	Nil			

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... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not applicable considering it is the first year of implementation of this report.			

For Jaisal Mohatta & Associates
Company Secretaries



Jaisal Mohatta
(Jaisal Mohatta)

Proprietor

ACS - 35017, COP - 16090

Place: Mumbai

Date: 23/05/2019

📍 MUMBAI OFFICE : 42, 1st Floor, Singh Ind. Estate No. 3, Ram Mandir Road, Goregaon (W), MUMBAI - 400 104. Mo.: 91669 10143

📍 SURAT OFFICE : 101-B, Zenon, Nr. Kiran Motors, Opp. Unique Hospital, Bamroli Road, Surat - 395 002.