

Date : 29.05.2019

The General Manager-Department of
Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code - 531640

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2019

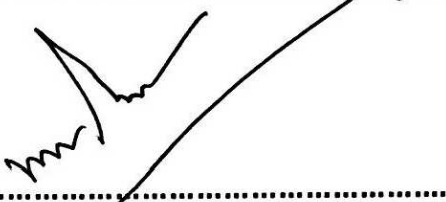
Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

In terms of Clause 3 (b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by M/s. Anish Gupta & Associates Company Secretaries.

Kindly take the same on record.

Thanking you,
Yours Faithfully,

For Suvidha Infraestate Corporation Limited


.....
Kishore Goswami
Managing Director



Encl: Attached



Anish Gupta & Associates

COMPANY SECRETARIES & INSOVENCY PROFESSIONAL

Anish Gupta
FCS, IP, LL.B, B.com

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Secretarial Compliance Report of M/s. SUVIDHA INFRAESTATE CORPORATION LIMITED for the Year Ended March 31, 2019

I Anish Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **SUVIDHA INFRAESTATE CORPORATION 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 March 31, 2019 ("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, including:-

- (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; - Not Applicable to the Company during the period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not Applicable to the Company during the period under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable to the Company 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 to the Company during the period under review.
- (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(Registrars to an Issue and Share Transfer Agents)Regulations, 1993;

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
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015			
1	Regulation 31 (2) - Holding of specified securities and shareholding pattern in dematerialized form	It has been observed that 100% promoter and promoter group shares are not in demat form	It has been observed that 100% promoter and promoter group shares are not in demat form
2	SEBI Circular no. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018, Circular No. IMD/FPIC/CIR/P/2018/74 dated April 27, 2018 & SEBI/HO/IMD/FPIC/CIR/P/2018/81 dated May 17, 2018 - monitoring of foreign investment limits in listed companies by depositories	The company has not appointed depositories for monitoring foreign investment.	The company has not appointed depositories for monitoring foreign investment.

- (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 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
Not Applicable				

(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
Being the first financial year for the reporting, thus the same is not applicable for the current financial year under review.				

Place : Mumbai
Date : 29.05.2019



**For Anish Gupta & Associates
Company Secretaries**

**Anish Gupta
Proprietor**

FCS No. 5733, CP No. 4092