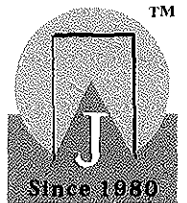


J. Kumar Infraprojects Ltd.

We dream ... So we achieve...

Regd. Off.: 16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai - 400053. INDIA
Ph.: +91-22-6774 3555. Fax+91-22-2673 0814. E-mail : info@jkumar.com Website : www.jkumar.com
CIN No. : L74210MH1999PLC122886



J. Kumar

ISO 9001:2015
ISO 14001:2015
OHSAS 18001:2007

23rd May, 2019

The General Manager
Department of Corporate Services
Bombay Stock Exchange Ltd
Mumbai Samachar Marg
Mumbai - 400 001
Fax: 2272 2037 / 39 /41/61

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Plot No.C/1, G- Block
Bandra- Kurla Complex, Bandra East
Mumbai-400 051
Fax No.26598237/8238

Sub: Annual Secretarial Compliance Report Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018.

Ref: Scrip Code: JKIL/532940

Annual Secretarial Compliance Report Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, please find enclosed Secretarial Compliance Report for the year ended March 31, 2019.

You are requested to kindly take a note of the above.

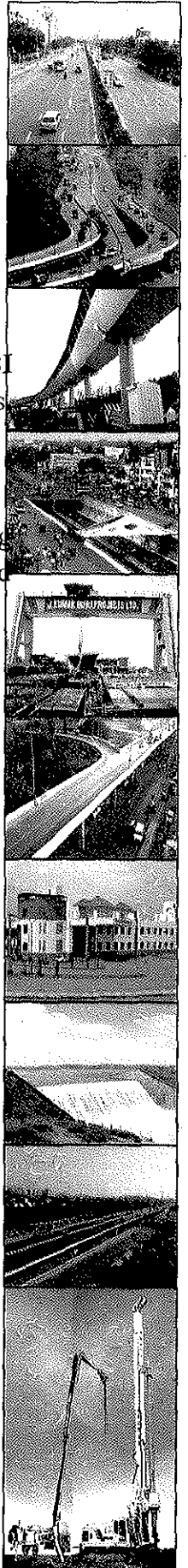
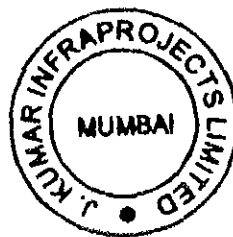
Thanking you,

Yours faithfully.

For J. Kumar Infraprojects Ltd

Poornima

Poornima Reddy
Company Secretary



Virendra Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

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E-mail : bhattvirendra1945@yahoo.co.in

SECRETARIAL COMPLIANCE REPORT OF J. KUMAR INFRAPROJECTS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

1. I, Virendra G. Bhatt, have examined:

- (a) all the documents and records made available to me and explanation provided by **J. Kumar Infraprojects Limited** ("the listed entity") arising from the compliances of specific Regulations listed under Clause 2 of this report.
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges in connection with the above,
- (c) website of the listed entity,
- (d) All other documents, fillings or submission on the basis of which this certification is given

for the year ended 31st March, 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");

2. 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) All other regulation and circulars / guidelines issued and as applicable to the Company from time to time

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

- (a) The Listed Entity has prima facie complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, in the absence of any transaction relating to buyback of securities, issue of Non-Convertible and Redeemable Preference Shares, issue of debt securities and new scheme of Employee Stock Option Plan during the review period, the compliance of the relevant regulations mentioned above does not arise.
- (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) During the audit period there were no significant and material orders passed by regulators or courts or tribunals during the financial year 31st March, 2019 other than the issuance of the Interim Order dated 28th September, 2018, wherein pending investigation, SEBI has on the basis of prima facie observations made there in directed the Company to file its reply/observations within 30 days of receipt of order failing which the directions given in the interim order shall be confirmed against the Company. As per information provided, the Company has filed reply within the prescribed time. The matter is still pending before the Hon'ble Whole Time Member for their final decisions. In the interim the Hon'ble Whole Time Member has continued that directions contained in SEBI's letter dated 10th August, 2017 in para 1(c) and 1 (d). Vide this Interim Order, the Hon'ble Whole Time Member has also directed the Exchange shall appoint an independent forensic auditor to further verify the observations made in the Interim Order.

It is further submitted that the said proceedings were initiated in pursuance to the notice of BSE Limited and National Stock Exchange Limited that directions issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI" of



“Regulators”) dated 10th August, 2017 vide which it had directed the Exchange to impose certain restrictions on the trading of the Company for suspecting it to be a shell Company by placing the Company in Grade VI of the Graded Surveillance Measures. The Company had preferred an appeal against these orders of the Exchange before the Hon’ble Securities Appellate Tribunal wherein the directions in the order dated 10th August, 2017 were stayed.

- (d) During the period under review, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of window.
- (e) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Place: Mumbai

Date: 20th May, 2019



Virendra G. Bhatt

ACS No.: 1157

C P No.: 124