



PBA INFRASTRUCTURE LTD.

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

PBA: SE: 2019

Date: 21st May, 2019

To, Bombay Stock Exchange Limited, 25 th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001.	To, National Stock Exchange of India LTD., Exchange Plaza, Plot No. C/1 G-Block , Bandra Kurla Complex Bandra – East, Mumbai- 400051
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Sub: SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 08, 2019- Annual Secretarial Compliance Report for year ended 31' March, 2019.

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

Dear Sir/Madam,

With reference to the above subject, Please find attached herewith Annual Secretarial Compliance Report from JC & Associates, Practicing Company Secretary and Secretarial Auditor of the Company for the year ended 31st March, 2019.

We request you to kindly take note of the same and oblige.

Thanking you,

Certified True copy
For PBA Infrastructure Limited

S. D. Athavale

Sujata D Athavale
Director
DIN: 07601500



**Secretarial Compliance Report of M/s PBA Infrastructure Limited
for the year ended 31st March, 2019.**

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 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, 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, 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)	Two or More consecutive defaults in Compliance of Reg 17 (1), 18 (1), 27 (2), 31, 33, 34 of SEBI (LODR) Regulation, 2015 and Reconciliation of Share Capital Audit Report (Reg 76) SEBI (Depositories and Participants) Regulations, 2018.	Suspended trading in Securities with effect from April, 9, 2019.	The Company has made several representations by communicating through letters informing the Exchange about the financial and legal constraints faced by the Company. The Company also requested the Exchange for granting opportunity for personal hearing before the Committee. However the Exchange is yet to respond on the same.
2	National Stock Exchange of India Limited (NSE)	Two or More consecutive defaults in Compliance of Reg 17(1), 18(1), 27 (2), 31, 33, 34 of SEBI (LODR) Regulation, 2015 and Reconciliation of Share Capital Audit Report (Reg 76) SEBI (Depositories and Participants) Regulations 2018.	Suspended trading in Securities with effect from April, 9, 2019.	The Company has made several representations by communicating through letters informing the Exchange about the financial and legal constraints faced by the Company. The Company also made personal representation before the Committee. The outcome of which is awaited by the Company.



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				



For JC & Associates
For JC & Associates Company Secretaries
Company Secretaries

Jacinta
Jacinta Castelfino
Proprietor

Jacinta Castelfino **FCS 9798 / COP 12162**
Proprietor
CP No : 12162 FCS : 9798

Place : Mumbai
Date : 21/05/2019