JC & Associates
COMPANY SECRETARIES

39 - Upper Basement, Dheeraj Heritage, S. V. Road,
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Secretarial Compliance Report of M/s PBA Infrastructure Limited for the year ended 31st March, 2024

I, Ms. 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 Limited (CIN: L45200MH1974PLC017653)** ("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, 2024** ("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; **(Not Applicable to the Company during the review period)**

(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 review period)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the review period)**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the review period)**

(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 review period)**

(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;

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(k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021;

(l) Other regulations as applicable to the Company and circulars/ guidelines issued thereunder;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as Below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	N.A.
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	N.A.
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	N.A.



4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	N.A.
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A.	There is no Subsidiary or Associate Company
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A.
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	N.A.
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	N.A. No such cases during the review period
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits	Yes	N.A.



	prescribed thereunder.		
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	N.A.
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No It is observed from the Corporate Governance Report filed for the quarter ended Dec 31, 2023, that as per Regulation 18(1)(a) of SEBI LODR Regulations, 2015,PBA Infrastructure Ltd did not have 3 members in the Audit Committee for the whole quarter. Hence BSE imposed fine of Rs.1,01,480/-under Regulation 18(1) Non-compliance with the constitution of audit committee	Company had complied Regulation 18(1) of SEBI of SEBI (LODR), Regulations, 2015, Company have 3 members in the whole quarter, This is to further inform you that Mrs. Shallu R. Khanna is Member of Audit Committee since her appointment 14/11/2018 and company had re-appointment her for 5 years with effect from 13-11-2023. In Corporate Governance Report we have inadvertently put re-appointment date that is 13-11-2023, however as per Exchange remarks company had filed Revised Corporate Governance Report on 23/02/2024 by putting the initial date of appointment of Mr. Shallu R. Khanna that is 14/11/2018. Company has filed Fine Waiver Application with BSE which is pending till date
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	N.A.

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as perSEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N.A.	
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	N.A.	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the lastquarter of such financial year as well as the auditreport for such financial year.	N.A.	
	iv.		
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee:	N.A.	N.A.
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		

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	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	N.A.	N.A.
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	N.A.	N.A.
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	N.A.	N.A.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	N.A.	There is no subsidiary or Associate Company

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, <u>except</u> in respect of matters specified below: -

Sr. no	Compliance Requirement (Regulations /circulars/g guidelines Including specific clause	Regulation / Circular No.	Deviations	Action Taken By	Type of Action	Detail of Violation	Fine Amount	Observation ns/Remarks of the Practicing Company Secretary	Management Response	Remarks

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					Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.					
1	Audit Committee Members	Regulation 18(1) SEBI(LODR) Regulation, 2015	Company not have 3 members in the Audit Committee for Quarter Ended 31/12/2023	BSE	Imposition of Penalty	Company not have 3 members in the Audit Committee for Quarter Ended 31/12/2023	Rs. 1,01,480 /- including GST	Company had complied Regulation 18(1) of SEBI of SEBI (LODR), Regulations, 2015, Company have 3 members in the whole quarter	Company had complied Regulation 18(1) of SEBI of SEBI (LODR), Regulations, 2015, Company have 3 members in the whole quarter,	Company had complied Regulation 18(1) of SEBI of SEBI (LODR), Regulations, 2015, Company have 3 members in the whole quarter, This is to further inform you that Mrs. Shallu R. Khanna is Member of Audit Committee since her appointment 14/11/2018 and company had re-appointment her for 5 years with effect from 13-11-2023. In Corporate Governance Report we have inadvertently put re-appointment date that is 13-11-2023, however as per Exchange remarks company had filed Revised Corporate Governance Report on 23/02/2024 by putting the initial date of appointment of Mr. Shallu R. Khanna that is 14/11/2018. Company has filed Fine Waiver Application with BSE which is pending till date

(b)The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

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Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines Including specific clause	Regulation / Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory /Clarification/Fine/Show Cause Notice/ Warning, etc.					

For JC & Associates
Company Secretaries

Jacintha Castelino
Proprietor
CP No: 12162
FCS: 9798
PR: 1511/2021

UDIN: F009798F000403334

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Place: Mumbai
Date: 20/05/2024