

**Ref No: PSPPROJECT/SE/11/19-20**

**May 28, 2019**

Corporate Relations Department  
BSE Limited  
Floor 25, P.J. Towers,  
Dalal Street, Mumbai- 400 001  
Scrip code: 540544

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
Scrip Symbol: PSPPROJECT

Dear Sir/Madam,

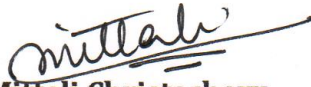
**Subject: Annual Secretarial Compliance Report for the year ended March 31, 2019**

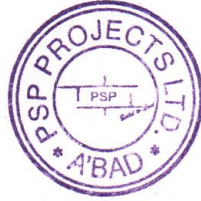
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2019.

Kindly take the same on your record.

Thanking You,

For **PSP Projects Limited**

  
**Mittali Christachary**  
Company Secretary



**Encl.: As mentioned above.**

# **Rohit S Dudhela**

## **Practising Company Secretaries**

3, Kanan Flats, Opp. Memnagar Fire Station, Navrangpura, Ahmedabad 380 009  
Tel : 079 26461022 M 98250 40795 Email ID : rs2003dudhela@yahoo.com

---

### **SECRETARIAL COMPLIANCE REPORT OF PSP PROJECTSLIMITED (CIN No. : L45201GJ2008PLC054868) FOR THE YEAR ENDED MARCH 31, 2019**

I, **Rohit S Dudhela, Practising Company Secretary**, have examined:

- (a) all the documents and records made available to us and explanation provided by **PSP PROJECTSLIMITED** ["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, 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, 2009 (till November 9, 2018)
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the listed entity during the review period**
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable to the listed entity during the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the listed entity during the review period**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Rules, 2013; **Not Applicable to the listed entity during the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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
1.	Restriction on Contra trade within six months of the prior transaction as per SEBI (Prohibition of Insider Trading) Regulations, 2015 & Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders*	Mr. Prahaladbhai Patel, Promoter, Managing Director and CEO of the company inadvertently through his broker entered into a contra trade by sale of 500 shares of the listed entity within six months of the prior transaction.	As per the examination of records and submissions made, the contra trade was inadvertently done by the broker without the <b>knowledge/instruction</b> of Mr. Patel and without an intent to violate the Company's Code of Conduct or SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, the Audit Committee was reported on this matter and the amount of profit was transferred to 'Investor Education and protection fund'.

\* Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons w.e.f April 1, 2019

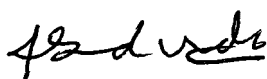
(b) The listed entity has maintained proper records under the provisions of the above Regulations and **circulars/guidelines** issued thereunder insofar as it appears from examination of those records.

(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.
None				

(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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Since, this being the first financial year of applicability of this report, reporting on actions taken by listed entity with the observations made in previous reports do not arise.				



**Rohit S Dudhela**  
Practising Company Secretary  
Membership No. : FCS9808  
COP : 7396

 **Rohit S Dudhela**  
practising Company  
Secretaries  
FCS9808 COP7396

Date: **May 25, 2019**  
Place: **Ahmedabad**