



May 30, 2019

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|---|---|
| To, The General Manager Listing Compliances BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Scrip Code: 533644 | To The General Manager Listing Compliances National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai-400051 Symbol: UJAAS |
|---|---|

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

Ref: Scrip ID-UJAAS/ Scrip Code-533644

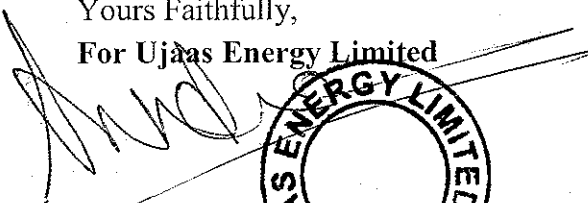
Dear Sir/Ma'am,

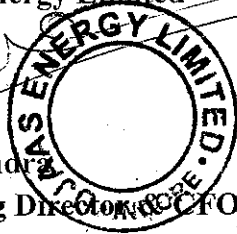
In reference to the above cited subject & pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019. Please find enclosed the Secretarial Compliance Report issued by Ashish Karodia & Co., Practising Company Secretary, for the financial year ended March 31, 2019.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For Ujaas Energy Limited


Anurag Mundra
Jt. Managing Director & CFO
Din:00113172



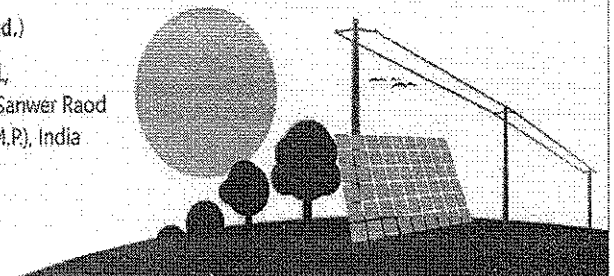
Encl:- a/a

UJAAS ENERGY LIMITED (Formerly known as M AND B Switchgears Ltd.)

Corporate Office: 701,
NRK Business Park, Vijay Nagar Square,
Indore - 452010 (M.P), India

Registered Office: Survey No.211/1,
Opposite Sector - C & Metalman, Sanwer Raod
Industrial Area, Indore - 452015 (M.P), India

Ph: +91-731-4715330, 4715300, Fax: +91-731-4715344
Website: www.ujaas.com | Email: info@ujaas.com
CIN No.: L31200MP1999PLC013571



Ashish Karodia

M.Com., LL.B, F.C.S.

Company Secretary

208, Trade House,
14/3, South Tukoganj,
Indore (M.P.)
Cell: +91 98261 – 14533
E-mail: ashishkarodia@gmail.com

To,
The Board of Directors,
Ujaas Energy Limited
CIN- L31200MP1999PLC013571
Survey No. 211/1, Opp. Sector - C,
& Metalman, Sanwer Road Industrial Area
Indore, Madhya Pradesh

Subject: Annual Secretarial Compliance Report of **Ujaas Energy Limited** for the Financial Year Ended 31.03.2019

Dear Sir,

We have been engaged by **Ujaas Energy Limited** (hereinafter referred to as the 'Company') bearing CIN: L31200MP1999PLC013571 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Place: Indore

Date: 30.05.2019



ASHISH KARODIA
Practicing Company Secretary

Ashish Karodia

M.Com., LL.B, F.C.S.

Company Secretary

208, Trade House,
14/3, South Tukoganj,
Indore (M.P.)
Cell: +91 98261 - 14533
E-mail: ashishkarodia@gmail.com

Secretarial Compliance Report of UJAAS ENERGY LIMITED for the year ended 31st March, 2019

I, CS Ashish Karodia, Practicing Company Secretary, Indore have examined:

- all the documents and records made available to us and explanation provided by **Ujaas Energy Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity**,
- any other document/ filing, as may be relevant, which has been relied upon to make this clarification,

for the year ended **31st March, 2019** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulations) 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **The Company have not issued any fresh equity shares other than the conversion of options granted under Ujaas ESOS 2015.**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as the Company has not bought back any of its securities during the year under review**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **The Company has not granted any fresh options under Ujaas ESOS 2015 during the year under review.**



- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable as the Company has not issued any debt securities during the year under review**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not Applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the year under review**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

And circulars/ guidelines issued thereunder;

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 |
|---------|---|------------|---|
| NIL | | | |

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder is so far 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 |
|---------|-----------------|----------------------|---|---|
| NIL | | | | |



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 |
|--|--|---|--|--|
| This being the first report, hence the Clause is not applicable. | | | | |

Place: Indore
Date: 30.05.2019

For Ashish Karodia & Co.
Company Secretaries



CS Ashish Karodia
FCS No.: 6549
C.P. No.: 6375