

May 28, 2019

Shalby/SE/2019-20/20

To	
The Listing Department National Stock Exchange of India Ltd Mumbai 400 051.	Corporate Service Department <b>BSE Limited</b> Mumbai 400 001.
Scrip Code : SHALBY	Scrip Code: 540797

**Sub: Annual Secretarial Compliance Report**

Dear Sir / Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; we are submitting herewith the Annual Secretarial Compliance Report issued by Practicing Company Secretary for the year ended March 31, 2019.

We request to take the same on your records and disseminate the same to the members.

Thanking you,

Yours sincerely,

For Shalby Limited



Jayesh Patel

Company Secretary & Compliance Officer

Encl: As above.



**SHAMBHU J. BHIKADIA**  
B.Com. LLB, ACS  
Company Secretary

Flat No. E/202, Vraj Vihar-4,  
Nr. Chandan Party Plot,  
Satellite,  
Ahmedabad-380 015  
(M) 09898222972  
email:keyur.bhikadia@gmail.com

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**SECRETARIAL COMPLIANCE REPORT of**

**Shalby Limited**

**For the year ended March 31, 2019**

I, Shambhu J Bhikadia, Practicing Company Secretary, have examined:

- a) all the documents and records made available to me and explanation provided by Shalby Limited ("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, 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) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

and circulars/ guidelines issued thereunder;

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



**SHAMBHU J. BHIKADIA**  
B.Com. LLB, ACS  
Company Secretary

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- 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 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
Not Applicable				

Place: Ahmedabad  
Date: 28/05/2019



  
Shambhu J Bhikadia  
ACS No. 8024  
CP No. 3894