

June 1, 2021

Shalby/SE/2021-22/30

The Listing Department
National Stock Exchange of India Ltd
Mumbai 400 051.

Scrip Code : SHALBY

Through : <https://www.connect2nse.com/LISTING/>

Corporate Service Department
BSE Limited
Mumbai 400 001.

Scrip Code: 540797

Through : <http://listing.bseindia.com>

Sub: Annual Secretarial Compliance Report for financial year ended March 31, 2021

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 Shambhu J Bhikadia, Practicing Company Secretary for year ended March 31, 2021.

We request to take the same on your records.

Thanking you,

Yours sincerely,
For **Shalby Limited**



Tushar Shah
AVP & Company Secretary
Mem. No. FCS-7216



Encl.: as above

Shalby Limited

Regd. Off. : Opp. Karnavati Club, S G Road, Ahmedabad – 380015 (India)

Tel. No. : (079) 40203000 | Fax : (079) 40203109 | www.shalby.org | info@shalby.org

Regd. No. : 061000596 | CIN : L85110GJ2004PLC044667

Vapi - Indore - Jabalpur - Mohali - Naroda (Ahmedabad) Krishna Shalby (Ahmedabad) Surat - Jaipur **Upcoming Hospitals : Nashik - Mumbai**

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

SECRETARIAL COMPLIANCE REPORT of

Shalby Limited

For the year ended March 31, 2021

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

- all the documents and records made available to me and explanation provided by Shalby 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 certification,

For the year ended March 31, 2021 ("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 (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:-

- 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;
- 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 to the Company during the Review Period)**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**(Not Applicable to the Company during the Review Period)**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not Applicable to the Company during the Review Period)**
- 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)**
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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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
1	Pursuant to Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The listed entity shall file with the recognized stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.	Delay by 1 day for quarter ended June 30, 2020 Due Date : July 21, 2020 Date of Filing : July 22, 2020	There was delay of 1 day in filing the Statement of Investor Complaints.
2	Pursuant to regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Chapter II Regulation 31 of SEBI (Issue of Capital and Disclosure requirements) Regulation, 2018. The listed entity shall comply with the minimum public shareholding requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 in the manner as specified by the Board from time to time: Provided that provisions of this regulation shall not apply to entities listed on institutional trading platform without making a public issue.	The Company has not raised Minimum Public Shareholding to at least 25% of the paid-up capital for the quarter ended December,2020 (From 15 December, 2020 to 31 st December, 2020) and quarter ended March, 2021	The Company has not complied with the provisions of regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Chapter II Regulation 31 of SEBI (Issue of Capital and Disclosure requirements) Regulation, 2018 for the quarter ended December,2020 (From 15 December, 2020 to 31 st December, 2020) and quarter ended March, 2021

- 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

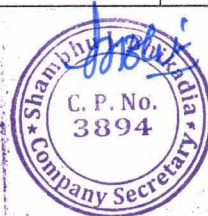


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Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	There was delay of 1 day in filling the Statement of Investor complaints for quarter ended 30th June, 2020 under Regulation 13(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs. 1000/- + GST Rs. 180 aggregating to Rs. 1180/- was Levied by both the Stock Exchanges.	Based on the information and documents received from the management: Delay was due to Covid-19 pandemic. The Company had made application for wavier of fine levied and the same had been waived-off by both the Stock Exchanges.
2	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Non-Compliance with Regulation 38 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 according to which the Company is required to comply with Minimum Public Shareholding as specified in Rule 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957 for quarter ended 31st December 2020 (from 15 th December, 2020	Fine of Rs. 85,000/- + GST Rs. 15,300/- aggregating to Rs. 1,00,300/- was Levied by Both the Stock Exchanges by notice dated 24th March 2021 for the period starting from 15th December 2020 till 31st December 2020 (17 days).	Based on the information and documents received from the management: 1. Fine levied by both the stock exchanges have been paid on 30 th March, 2021. 2. To comply with requirements of Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Shah Family Trust, one of the promoters of the Company has sold 58,10,000 equity shares of the Company constituting 5.38% of the paid up capital of the Company on April 26, 2021 and April 27, 2021 to the public in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by SEBI and raised the Public Shareholding at 25% in compliance with said regulation.



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		to 31 st December, 2020)and for Quarter ended on 31 st March, 2021		
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- (d) During the year under review, there were no events which require Compliance with the conditions as mentioned in Para 6(A) & 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated 18th October, 2019.
- (e) 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				

I have conducted online verification and examination of records, as facilitate by the company, due to Covid 19 situation for the purpose of issuing this Report.

Place: Ahmedabad
Date: 05/05/2021




Shambhu J Bhikadia
ACS No. 8024
CP No. 3894
UDIN: A008024C000245954