

P. D. PANDYA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

201, Galaxy Arcade CO-OP HSG. SOC., 57, M G Road, Vile Parle (East), Mumbai - 400 057
Tel.: 26100693

Annual Secretarial Compliance Report for the year ended 31st March 2020

To,
SHALIBHADRA FINANCE LIMITED,
3, KAMAT IND. ESTATE, OPP.SIDHI VINAYAK TEMPLE
VEER SAVARKAR MARG, PRABHADEVI,
MUMBAI-400025.

We have examined:

- (a) all the documents and records made available to us and explanation provided by Shalibhadra Finance Limited("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stockexchanges,
- (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 2020 ("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; and circulars/ guidelines issued there under;

and based on the above examination, We 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 |
|--------|---|---|---|
| 1 | As per section 108 of Companies Act, 2013, every Listed company needs to give electronic voting facility for its Annual General Meeting | Company has not conducted e-voting in its 28 th Annual General Meeting | Company has not conducted e-voting in its current year Annual General Meeting |

(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/our 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. |
|---------|-----------------|----------------------|---|--|
| | | N.A. | | |



(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 st March 2019 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|---|--|
| 1 | Whole Time Company Secretary not appointed | 2018-19 | Company appointed company Secretary in F.Y. 2019-20 | Company appointed company Secretary in F.Y. 2019-20 |

For Paresh D Pandya & Associates
Practicing Company Secretary



(Paresh Pandya)

Proprietor

ACS No. 12123

C P No.: 4869

UDIN Number A012123B000533655

Place: Mumbai

Date: 30/07/2020