



*Gopesh Sahu*

Practicing Company Secretary  
M. Com, L.L.B., F.C.S.

Ref. ....

Dated.....

## SECRETARIAL COMPLIANCE REPORT

(Pursuant to the SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8<sup>th</sup> February, 2019)

OF

**SULABH ENGINEERS AND SERVICES LIMITED**

**For the year ended 31.03.2019**

I, **CS Gopesh Sahu**, Proprietor of M/s Gopesh Sahu, Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by **SULABH ENGINEERS AND SERVICES LIMITED**, (CIN L28920MH1983PLC029879) (“the Listed Entity”)

(b) the filings/ submissions made by the listed entity to the BSE Ltd.,

(c) website of the Sulabh Engineers And Services Limited,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) SEBI (Buyback of Securities) Regulations, 2018



- (e) SEBI (Share Based Employee Benefits) Regulations, 2014;
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) SEBI (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (i) 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 as applicable to it. However, the regulations mentioned above under (b) and (d) to (g) are not applicable to the Company during the review period, 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.	NIL	NIL	NIL

The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- (b) 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.
01.	BSE Ltd.	Regulation 18(1) of SEBI (LODR) Regulation, 2015	Notice dated 31.01.2019 imposing penalty of Rs. 112000.00 (exclusive of GST) for non compliance of Regulation 18(1).	Company's reply dated 01.02.2019 seeking waiver from imposition of penalty stating reason that there were no such non compliance of Regulation 18(1) since the Audit Committee is duly constituted as per provision , it was merely feeding mistake while filing XBRL Utility with BSE. Penalty was withdrawn by the BSE considering the request.
02.	SEBI, Enforcement Directorate	Section 11(4) and 11 (B) of SEBI Act, 1992	Letter Dated 20.11.2018 & 08.01.2019 for personal hearing on the matter.	The proceedings are in process hence, no comments could be made.





(c) 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
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The Secretarial Compliance Report was introduced by the SEBI vide Circular No.CIR/CFDICMD/11/27/2019 dated 08<sup>th</sup> February, 2019 from the financial year 2018-19. Accordingly, this being the first financial year of applicability of this Report, the previous year's comparative information is not available. Hence, this information is not provided.

**Place: Kanpur**  
**Date: 27<sup>th</sup> May, 2019**



**CS Gopesh Sahu**  
**FCS No.:7100**  
**CP No.: 7800**