

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, FCS

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
Telefax : +91 80 41231106
e-mail : parameshwar@vjkt.in
parameshwar.g.bhat@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF
SUPRAJIT ENGINEERING LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

I, Parameshwar G Bhat, Practising Company Secretary, have examined all the documents and records made available to us and explanation provided by SUPRAJIT ENGINEERING LIMITED (CIN: L29199KA1985PLC006934) ("the Listed Entity"), having its Registered Office at # 100, Bommasandra Industrial Area, Anekal Taluk, Bangalore – 560099, the filings/submissions made by the listed entity to the stock exchanges, website of the listed entity and other document/filing and as may be relevant, which has been relied upon to make this certification for the financial year ended 31st March, 2019 ("1st April, 2018 to 31st March, 2019") 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 there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/guidelines issued there under, 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) Circulars/Guidelines issued there under;

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 except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 39 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Based on the directions of the Listed Entity, the Registrar and Transfer Agent of the Listed Entity has notified the Stock Exchanges of the Loss/Issue of duplicate Share Certificates	The Listed Entity also may notify such events

- (b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.



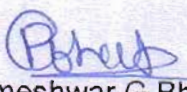
- (c) As per the documents provided before me, there were no actions taken against the listed entity/ its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued there under:

During the year, Mr. Suresh Shetty, Independent Director of the Company, Mrs. Reetha Shetty, his Spouse and entities in which they are interested, have voluntarily obtained settlement order from SEBI, for delayed compliance of Regulation 13 (4A) of SEBI (PIT) Regulation 1992 and Regulation 7 (2)(a) of SEBI (PIT) Regulation, 2015, vide SEBI Settlement order dated February 08, 2019 and paid Settlement Charges.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports –NA

Place: Bengaluru
Date: 30.05.2019




Parameshwar G Bhat
Company Secretary
FCS:8860
CP: 11004