



bakeri
since 1959

Environment™
is our Attitude

bakeri urban development pvt. ltd.
'sanskrut', near old high court,
off ashram rd., ahmedabad - 380 009, india.
tel. : 91-79-40001300 • fax : 91-79-40001399
e-mail : info@bakeri.com
web : www.bakeri.com
CIN No. : U70100GJ1996PTC030783

September 30, 2019

To,
Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Rotuda Building, Dalal Street, Fort,
Mumbai-400 001

Ref : BSE Code- 953518

Sub : Annual Secretarial compliance under Regulation 24(A)

Dear sir,

Pursuant to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith audited Annual Secretarial compliance certificate for the year ending 31st March, 2019.

We request you to take the same in your records.

Thanking you,
Yours faithfully,

For, Bakeri Urban Development Pvt. Ltd.

Authorized Signatory
Compliance Officer



P PARIKH & ASSOCIATES

Company Secretaries

9, Vinanti Apartments, Panchvati 2nd Lane, Ambawadi, Opp. Ahmedabad Central Mall,
Ahmedabad – 380006

Phone: 079 40300848 Mob: 9909960163

Email: parthiv.parikh25@gmail.com, pparikhcs@gmail.com

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2019

[Pursuant to Section 204 (1) of the Companies Act, 2013, and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bakeri Urban Development Pvt Limited
Sanskrut, 1st Floor, Nr. Old High Court Road,
Ashram Road, Ahmedabad - 380 009

CIN : U70100GJ1996PTC030783

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Bakeri Urban Development Pvt Limited** (herein after referred to as "**the Company**") for the financial year ended on 31st March, 2019 (the "Audit Period"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board - processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made here in after:

We have examined the books, papers, minutes books, forms and returns filed and other records, maintained by the Company for the financial year ended on 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder ;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')



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- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the company during Audit period);
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the company during Audit period);
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the company during Audit period) and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the company during Audit period).
- (vi) All other laws applicable to the Company as per the representations made by the Company. The examination and reporting on these laws and rules are limited to whether there are adequate systems and process in place to monitor and ensure compliance with those laws.

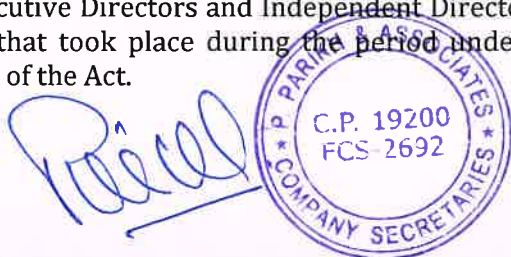
We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and made mandatory.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. The Changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



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Adequate notice was given to all Directors to Schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the Management, were taken unanimously/ requisite majority.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, as explained and represented by the Management, there were no specific events / actions in pursuance of above referred laws, rules, regulations, guidelines, standards etc having a major bearing on the Company's affairs.

For, P Parikh & Associates
Practising Company Secretary

CS Parthiv Parikh
(Proprietor)
FCS:2692
CP No:19200



Place : Ahmedabad
Date : 04.09.2019

P PARIKH & ASSOCIATES

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'Annexure A'

To,
The Members,
Bakeri Urban Development Pvt Limited
Sanskrut, 1st Floor, Nr. Old High Court Road,
Ashram Road, Ahmedabad – 380 009

CIN : U70100GJ1996PTC030783

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, P Parikh & Associates
Practising Company Secretary



CS Parthiv Parikh
(Proprietor)
FCS: 2692
CP No: 19200



Place : Ahmedabad
Date : 04.09.2019

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CERTIFICATE FROM A PRACTISING COMPANY SECRETARY

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Bakeri Urban Development Pvt Limited
Sanskrut, 1st Floor, Nr. Old High Court Road,
Ashram Road, Ahmedabad – 380 009

CIN : U70100GJ1996PTC030783

We have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of Bakeri Urban Development Pvt Ltd (CIN- U70100GJ1996PTC030783) and having Registered Office at "Sanskrut" 1st Floor, Near Old High Court Road, Ashram Road, Ahmedabad – 380009 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal – www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below, for the financial year ending on 31st March, 2019, have been debarred or disqualified from being appointed or continuing as Directors of the Companies by Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such Statutory Authorities.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1	Pavan Anil Bakeri	00640308	03/05/2008
2	Anil Ratilal Bakeri	00784445	03/05/2008
3	Asit Natvarlal Somani	00159761	01/05/2013
4	Nikhil Jagdishchandra Shah	06580243	04/10/2014
5	Shumona Anurag Agarwal	07948590	27/09/2017



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Ensuring the eligibility of appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, P Parikh & Associates
Practising Company Secretary**

**Place : Ahmedabad
Date : 04.09.2019**



A handwritten signature in blue ink, appearing to read "Parikh".

**CS Parthiv Parikh
(Proprietor)
FCS: 2692
CP No: 19200**