

May 30, 2023

BSE Limited  
Listing Compliance  
P. J. Towers  
Dalal Street  
Mumbai 400 001

Dear Sirs,

*Scrip Code: 500014*

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report dated May 30, 2023 issued by M/s. Pramod S. Shah & Associates, Practicing Company Secretaries for the financial year ended March 31, 2023.

Please take this on your record and oblige.

Thanking you.

Yours truly,  
For Utique Enterprises Limited



Company Secretary

Encl.: a/a

# Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.  
Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

## ANNUAL SECRETARIAL COMPLIANCE REPORT OF UTIQUE ENTERPRISES LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

*[Pursuant to Regulation 24A of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015]*

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **UTIQUE ENTERPRISES LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at Mumbai, Maharashtra 400021. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter

We, Pramod S. Shah & Associates, firm of Practising Company Secretaries have examined: -

- (a) all the documents and records made available to us and explanation provided by Utique Enterprises Limited ("the listed entity");
- (b) the filings/submissions made by the listed entity to the stock exchanges;
- (c) the website of the listed entity;
- (d) any other documents/filings, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities & 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 & 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: **Not applicable to the listed entity during the Review Period;**
- (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: **Not applicable to the listed entity during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **Not applicable to the listed entity during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not applicable to the listed entity during the Review Period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: **Not applicable to the listed entity during the Review Period;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Any other regulations and circulars/ guidelines issued thereunder; as maybe applicable to the listed entity.

and based on the above examination, we hereby report that, during the Review Period



1. (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)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations Remarks of the Practising Company Secretary	Management Response	Remarks
1.	The Listed Entity shall publish the information in Newspaper simultaneously with the submission of the same to the stock exchange.  Provided that financial results at clause (b) of sub-regulation (1) shall be published within 48 hours of conclusion of the meeting of Board of Directors at which financial results were approved.	Regulation 47	Financial Results publish in newspaper within 48 hours but there is delay in intimation of the same to the Stock Exchange i.e for more than 48 hours for all Quarte		Advisory	-	-	Financial Results published in newspaper within 48 hours but there is delay in intimation of the same to the Stock Exchange i.e for more than 48 hours for all Quarters financial results.	The management has noted the observation and will take care of that henceforth.	*It is advisable for the listed Entity to simultaneously intimate to the stock exchange within 48 hours of the publication of financial results in newspaper.



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(c) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks

1.	Pursuant to Regulation 47(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 read with Schedule III Part A Para A clause 12, company is required to publish the information specified in sub-regulation (1) of Regulation 47 in the newspaper simultaneously to the stock exchange	Regulation 47	The Company has notified to the stock exchange, the publication made in the newspaper with respect to the Notice of the 36 <sup>th</sup> Annual General Meeting (AGM) held in the F.Y. 2021-2022.	The listed entity has taken precaution and compliance and furnished to BSE Limited on September 6, 2022 and September 19, 2022, the newspaper publications of the Notice of the 36 <sup>th</sup> Annual General Meeting that was held on September 28, 2022	Advisory	-	-	Company has not submitted to the stock exchange the newspaper publication of Notice of AGM held in F.Y. 2021-2022.	The listed entity has taken precaution and compliance and furnished to BSE Limited on September 6, 2022 and September 19, 2022, the newspaper publications of the Notice of the 36 <sup>th</sup> Annual General Meeting that was held on September 28, 2022	Since rectified and complied
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: NA



III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	None
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li><li>• Timely dissemination of the documents/ information under a separate section on the website</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li></ul>	Yes	None

4.	<b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<b>Details related to Subsidiaries of listed entities:</b>  (a) Identification of material subsidiary companies (b) Disclosure requirements of material as well as other subsidiaries	NA	None
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or  The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None



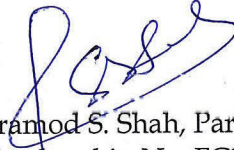
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	Intimation to Stock Exchange for Outcome of Board Meeting not given as per Regulation 30 of SEBI (LODR) Regulations, 2015. However, the financial results were duly uploaded under the head financials.  However, it is advisable to comply with the same for FY 2023-24.  In case of financial results, the outcome of the Board Meeting to be upload within 30 minutes of the conclusion of the Board Meeting.
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	None
12.	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	None



# Pramod S. Shah & Associates

Practising Company Secretaries

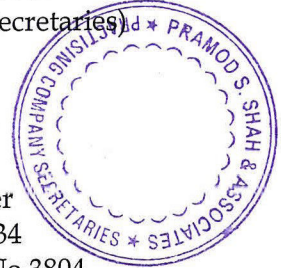
Pramod S. Shah & Associates  
(Practising Company Secretaries)



Pramod S. Shah, Partner  
Membership No. FCS 334

Certificate of Practice No.3804

UDIN: F000334E000422690



Date: 30/05/2023  
Place: Mumbai