



**Umesh P. Maskeri**  
**Practicing Company Secretary**

No 304, Geetanjali Heights, Plot No.77, Sector 27  
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706  
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**SECRETARIAL COMPLIANCE REPORT**  
**For the Financial Year ended March 31, 2021**

**Pursuant to Regulation 24 A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with ‘  
Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019  
Issued by the Securities and Exchange Board of India**

To  
The Board of Directors :  
Utique Enterprises Limited  
Registered Office  
8. Apeejay House, 130  
Mumbai Samachar Marg  
**Mumbai-400023**

I, Mr. Umesh P Maskeri, Practicing Company Secretary, have examined:

- a) All the documents and records made available to me and explanation provided by Centrum Capital Limited (“the listed entity”),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- 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 Financial Year 2020-21 (“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 there under; and
- b) the Securities Contract (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specified 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;



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- (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 Employees 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) Securities and Exchange Board of India (Merchant Bankers) Regulations, 2013
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/guidelines issued thereunder;

- (a) And based on the above information, I hereby report that, during the Review Period, the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

<b>Sr. No</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1	Company is required to publish advertisement in the newspapers in the language of the region where the registered office of the Company is situated, as per Reg 47(4) of SEBI LODR	Company has not published advertisements in the newspapers in the language of the region of Mumbai	Company has not complied with the provisions of Reg 47(4) of SEBI LODR
2	Company is required to submit various reports, information, documents and statements to BSE within the timelines specified in SEBI LODR for the quarter ended March 31, 2020 and for the Half Year ended September 30, 2020	There was delay in submission of reports to BSE for the quarter/Half year ended March 31, 2020 and September 30, 2020 respectively	BSE Limited has imposed a fine amounting to Rs 2,63,140 towards delay in submission of certain statements and information for the quarter/Half Year ended March 31, 2020 and subsequently upon representation by



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			the Company owing to the difficulties faced in the context of COVID 19 pandemic, waived the said fines, as per details furnished in this report.
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SI No	Regulation	Particulars of submission	Extended Due date	Date of submission
1	7(3) of SEBI LODR	Half yearly joint certificate form Company and RTA	31-05-2020	24-06-2020
2	13(3) of SEBI LODR	Statement of investor complaints	15-05-2020	23-06-2020
3	27(2) of SEBI LODR	Compliance report on Corporate Governance	15-05-2020	24-06-2020
4	31 of SEBI LODR	Share Holding Pattern	15-05-2020	26-06-2020
5	40 of SEBI LODR	Certificate of Transfer/Transmission of Securities	31-05-2020	24-06-2020
6	23(9) of SEBI LODR	Statement of Related Party Transactions for the Half Year ended March 31, 2020	28-08-2020	12-09-2020
7	23(9) of SEBI LODR	Statement of Related Party Transactions for the Half Year ended September 30, 2020	10-12-2020	19-12-2020
8	74(5) of SEBI D & P Regulations, 2018	Compliance certificate from RTA about dematerialisation	06-05-2020	24-06-2020
9	74(5) of SEBI D & P Regulations, 2018	Reconciliation of Share Capital Audit Report	21-05-2020	10-07-2020

- (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:



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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
BSE Limited has imposed fine towards delay in submission of certain statements and information for the quarter/Half Year ended March 31, 2020 and subsequently upon representation by the Company owing to the difficulties faced in the context of COVID 19 pandemic, waived the said fines, as per details furnished in the table below:				

Sl No	Date of BSE email for imposing fine	Fine amount Rs	Towards delay in submission of	Regulation	Date of BSE email for waiver of fine
1	04-09-2020	43,660	Statement of investor complaints	13(3)	17-09-2020
2	04-09-2020	89,680	Compliance Report on Corporate Governance	27(2)	23-12-2020
3	04-09-2020	94,400	Shareholding Pattern	31	23-12-2020
4	18-01-2021	35,400	Related Party Transactions	23(9)	25-06-2021
	Total	2,63,140			

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

Observations made in the secretarial compliance report for the year ended 2019-19 : NIL

Observations made in the secretarial compliance report for the year ended 2019-20			
Sl No	Observations of the Practising Company Secretary in the previous report for FY 2019-20	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	Regulation 9 of SEBI (LODR) Regulations, 2015 regarding the policy for preservation of documents. i) In the policy, documents are not categorised that which documents shall be preserved permanent in nature and which documents shall	Company has since modified the policy for preservation of documents suitably.	Since rectified and complied with



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	<p>be preserved for not less than 8 years;</p> <p>ii) Policy is not updated, the name of the Company is still shown as Apple Finance Limited.</p>		
2	<p>Schedule III- Part A Para A - 4(h) of SEBI (LODR) Regulations, 2015 regarding the Outcome of the Board Meeting : Outcome of the Board Meeting held on 30<sup>th</sup> May, 2019 and 13<sup>th</sup> February, 2020 not submitted within 30 Minutes</p>	<p>Company has taken precautions and has complied with the submission of outcome within the prescribed timelines during FY 2020-21</p>	<p>No such instance during FY 2020-21. Complied with</p>
3	<p>Schedule III- Part A Para A - 7 of SEBI (LODR) Regulations, 2015 regarding the disclosure in change in Directors, KMP, CEO, CFO, Company Secretary etc.: The following intimation are not submitted within twenty-four hours of occurrence of the event:</p> <p>1) Intimation of Appointment of Mr. Pradeep Hari Deval as CFO;</p> <p>2) Intimation of cessation of Ms. Jacqueline from the post of Independent Director.</p>	<p>Company has taken precautions and has complied with the submission of outcome within the prescribed timelines during FY 2020-21</p>	<p>No such instance during FY 2020-21. Complied with</p>
4	<p>Schedule 30(4) of SEBI (LODR) Regulations, 2015 regarding the policy for determination of materiality :</p>	<p>Policy has since been not updated..</p>	<p>Since rectified and complied with</p>
5	<p>30(8) of SEBI LODR Regulations, 2015 regarding the website disclosure of events or information under the regulation 30:</p> <p>Following are not disclosed on the website of the company:</p> <p>1) Intimation of appointment of Ms. Vidhi as Independent Director;</p> <p>2) Appointment of Mr. Pradeep as CFO;</p> <p>3) Cessation of Ms. Jacqueline from the post of Independent Director;</p> <p>4.) Proceedings of Annual General Meeting;</p> <p>5.) Outcome of the all Board Meeting</p>	<p>Material on the website has been updated</p>	<p>Since rectified and complied with</p>
6	<p>46(2) of SEBI LODR Regulations, 2015 regarding the website disclosure of the Company: All the policies of the</p>	<p>Policies have been updated.</p>	<p>Since rectified and complied with</p>



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	Company are not updated.		
7	3(4) of SEBI PIT, Regulations, 2015 regarding the execute agreements to contract confidentiality and nondisclosure obligations: The Company has not executed and such contract of confidentiality and non-disclosure obligations.	The Insiders of the Company have since signed Contract of Confidentiality and Non-Disclosure Obligation	Since rectified and complied with
8	6 of SEBI PIT, Regulations, 2015 regarding disclosures of Trading by Insiders: No such disclosures are made by any of the Insider/s or relatives of any insider and by any other person for whom such person takes trading decisions.	The insiders of the Company have made the necessary disclosures	Since rectified and complied with

**UMESH P MASKERI**  
**PRACTICING COMPANY SECRETARY**  
**COP No. 12704 FCS No 4831**  
**UDIN F004831C000533733**  
**This document has been digitally signed**



Place: Mumbai  
Date: June 29, 2021

Note:

This report is to be read with our letter of even date which is annexed as **ANNEXURE I** and forms an integral part of this report



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**Practicing Company Secretary**

## ANNEXURE I

To

The Board of Directors :  
Utique Enterprises Limited  
Registered Office, 8. Apeejay House, 130  
Mumbai Samachar Marg  
**Mumbai-400023**

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

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Compliance 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.

**UMESH P MASKERI**  
**PRACTICING COMPANY SECRETARY**  
**FCS No 4831 COP No. 12704**

Place: Mumbai

Date : June 29, 2021

