

Pramod S. Shah & Associates

Practising Company Secretaries

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Annual Secretarial Compliance Report of Utique Enterprises Limited (formerly known as Apple Finance Limited) for the financial year ended 31st March, 2020

We Pramod S. Shah & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Utique Enterprises Limited ("the Company");
- (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 ended 31st March, 2020 ("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 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) 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; Not applicable during the Review Period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable during the Review Period;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable 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 during the Review Period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulations and circulars/ guidelines issued thereunder; as may be applicable to the Company.

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

- (a) The Company 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 9 of SEBI (LODR) Regulations, 2015 regarding the policy for preservation of documents.	i.) In the policy, documents are not categorized that which documents shall be preserved permanent in nature	Company shall very soon undertake this exercise and update the same at the earliest.

		<p>and which documents shall be preserved for not less than 8 year;</p> <p>ii.) Policy is not updated, the name of the Company is still shown as Apple Finance Limited.</p>	
2.	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 th May, 2019 and 13 th February, 2020 not submitted within 30 Minutes.	There was a delay in uploading of financial results on the Listing Centre of BSE Limited.
3.	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.	<p>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 Patel from the post of Independent Director.</p>	There was a delay in informing BSE Limited on appointment of Mr. P. H. Deval as the CFO and retirement of Mrs. J. K. Patel as Director was inadvertent. In future, the Company shall ensure that such matters are forthwith informed to BSE Limited in compliance with the SEBI LODR Regulations.
4.	Schedule 30(4) of SEBI (LODR) Regulations, 2015 regarding the policy for determination of materiality.	Policy is not updated; the name of the Company is still shown as Apple Finance Limited.	Company will update the same at the earliest.
5.	30(8) of SEBI LODR Regulations, 2015 regarding the website disclosure of events or information under the	<p>Following are not disclosed on the website of the company:</p> <p>1) Intimation of</p>	Company will update the website at the earliest.

	regulation 30.	<p>appointment of Ms. Vidhi Mandaliya as Independent Director;</p> <p>2) Appointment of Mr. Pradeep Hari Deval as CFO;</p> <p>3) Cessation of Ms. Jacqueline Patel from the post of Independent Director;</p> <p>4.) Proceedings of Annual General Meeting;</p> <p>5.) Outcome of the all Board Meeting.</p>	
6.	46(2) of SEBI LODR Regulations, 2015 regarding the website disclosure of the Company.	All the policies of the Company are not updated.	Company will update all the policies at the earliest.
7.	3(4) of SEBI PIT, Regulations, 2015 regarding the execution of agreements to contract, confidentiality and nondisclosure obligations.	The Company has not executed and such contract of confidentiality and non-disclosure obligations.	
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.	

(a) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our 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 Practising Company Secretary, if any.
Not Applicable				

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
Not Applicable				

We would Like to state that due to nationwide Lockdown imposed by the Government of India in view of COVID-19 global pandemic, we have not been able to physically verify the records of the Company for the purpose of our current audit and have placed our reliance solely on the contents of Electronically signed/scanned copies of the records, documents, papers, information, explanation provided us by the Company and its Officers and agents in electronic form.

**For Pramod S. Shah & Associates
(Practising Company Secretaries)**

Place: Mumbai
Date: 31st July, 2020

Pramod S. Shah
Managing Partner
Membership No.: FCS 334
C.P.No: 3804
UDIN: F000334B000537013