

**Secretarial Compliance Report of UMIYA TUBES LIMITED  
(CIN: L28112GJ2013PLC074916) for the year ended on 31<sup>st</sup> March, 2021**

We, MANOJ HURKAT & ASSOCIATES, Practicing Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by the officers and staff of UMIYA TUBES LIMITED (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31<sup>st</sup> March, 2021 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- 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:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, we 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:



Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) of the SEBI (LODR) Regulation, 2015	The Company was not having a Woman Director on the Board of Directors of the Company as required by Regulation 17 (1)(a) of the SEBI (LODR) Regulations, 2015 upon resignation of Mrs. Beena P. Vaghela as a Director of the Company w.e.f. from 9 <sup>th</sup> October, 2019. However, the Company has made appointment of Mrs. Shobhanaben Dave as Independent Woman Director w.e.f. 29 <sup>th</sup> June, 2020.	We were informed that the appointment of Mrs. Shobhanaben B. Dave as an Independent Woman Director w.e.f. 29 <sup>th</sup> June, 2020 was delayed due to COVID-19 situations and nationwide lockdown at that time.

- (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 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:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) 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 on 31 <sup>st</sup> March, 2020	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	The Company was not having a Woman Director on the Board of Directors of the Company as required by Regulation 17 (1)(a) of the SEBI (LODR) Regulations, 2015 upon resignation of Mrs. Beena P. Vaghela as a Director of the Company w.e.f. from 9 <sup>th</sup> October, 2019	We were informed that the appointment of Mrs. Shobhanaben B. Dave as an Independent Woman Director w.e.f. 29 <sup>th</sup> June, 2020 was delayed due to COVID-19 situations and nationwide lockdown at that time.	The Company has appointed Mrs. Shobhanaben B. Dave as an Independent Woman Director w.e.f. 29 <sup>th</sup> June, 2020	The Company is compliant of Regulation 17(1) of the SEBI (LODR) Regulations, 2015 w.e.f. 29 <sup>th</sup> June, 2020 with respect to having a Woman Director on the Board of Directors of the Company

- (e) In terms of SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019, the Company has suitably incorporated the terms of appointment of the Statutory Auditors as specified in Para 6(A) and Para 6 (B) of the said Circular.

For, MANOJ HURKAT & ASSOCIATES  
Practising Company Secretaries  
FRN: P2011GJ025800

Place: Ahmedabad  
Date: 28<sup>th</sup> June, 2021

  
MANOJ R HURKAT  
Partner  
FCS No.4287, C P No.: 2574  
UDIN: F004287C000498484

