


UR Sugar
Industries Limited
(Formerly known as HKG Limited)
CIN No.: L15100KA2010PLC180141

Date: 28.05.2024

To,
The Listing Compliance
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001

BSE Scrip Code: 539097

Subject: Annual Secretarial Compliance Report for the year ended 31st March 2024

Dear Sir /Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report for the year ended 31st March 2024, issued by M/s. G D S & Associates, Company Secretaries, dated 15thMay 2024.

Kindly take the above in your records.

Thanking you,

Yours faithfully

UR SUGAR INDUSTRIES LIMITED
(Formerly Known as HKG LIMITED)


Lava Ramesh Katti
(Managing Director)



G D S & Associates

Company Secretaries

GDS

Bangalore Office: First Floor, A/4, 32nd Cross, 3rd Main Road, Jayanagar, 7th Block, Bangalore-70
Belgaum Office: 10676, 2nd Floor, Anjaneya Building, Nehru Nagar 2nd Cross, Belgaum-10
Phone: +91 9591 311 883 / 9880 843 949
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SECRETARIAL COMPLIANCE REPORT OF UR SUGAR INDUSTRIES LIMITED (FORMERLY KNOWN AS HKG LIMITED) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

We, G D S & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **UR Sugar Industries Limited (Formerly Known as HKG 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 ended 31st March, 2024** (“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 thereunder; 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 and Sweat Equity) Regulations, 2021;(**Not Applicable during the review period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;(**Not Applicable during the review period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And Circulars/ Guidelines issued thereunder;

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

(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:

Sl. No.	Compliance Requirement	Regulation/ Circular No.	Deviation	Action Taken By	Type of Action	Details of Violation	Fine Amt.	Observations/ remarks	Mgt Response	Remarks
1	Submission of Proceedings of General Meeting Not Later than Twelve Hours from the conclusion of the Meeting	30(6) read with Schedule III of SEBI (LODR) Regulations, 2015	Delayed Submission	BSE	Clarification	Submitted Proceedings of AGM within 48 hours instead of 12 Hours	NIL	Company has submitted revised proceedings along with explanation for Delay	NA	NA

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

Sl. No.	Observation/remarks of PCS in previous report	Observations made in the Secretarial Compliance Report for the Year ended	Compliance Requirement	Details of Violation	Remedial Actions, if Any taken	Comments of PCS on the actions taken
1	Non-Compliance with regards to Composition of the Board	2022-23	Board Composition as per reg. 17(1) of SEBI (LODR) Regulations, 2015	Failure to fulfil Board Composition	Non-Compliance was made good and the levied fine was paid by the Company to BSE during the previous year.	Nothing further to comment

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I. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI.	Yes	None
3	Maintenance and disclosures on Website: 1.The listed entity is maintaining a functional website. 2.Timely dissemination of the documents/information under a separate section on the website. 3.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.	Yes	None
4	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	None
5	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	Company does not have subsidiary
6	Preservation of Documents: 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

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7	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI-Regulations.	Yes	None
8	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes NA	None No such cases during the review period
9	Disclosure of events or information: 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.	Yes	There was one Instance of Delayed Submission. Details of which are already provided elsewhere in the report
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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	Yes	None
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	None
13	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

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- 1.Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2.Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3.We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
- 4.This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed-Entity.

For GDS & Associates

Company Secretaries

GAURAV
DEVDA
SHENOY

Digitally signed by GAURAV DEVDAS SHENOY
DN: cn=GAURAV DEVDAS SHENOY, postalCode=591106,
st=Karnataka,
serialNumber=B98D807E839A41319178B1842
C1BF04E97D187D332F79C8AEF6A5A88AE07B
cN=GAURAV DEVDAS SHENOY
Date: 2024.05.15 13:22:53 +05'30'

CS Gaurav Shenoy
M. No. 11355, CP. No 10623
Peer Review Certificate No:2373/2022
UDIN: F011355F000371462

Date: 15.05.2024
Place: Belgaum, Karnataka