

22.05.2023

To,
The General Manager
Listing Compliances
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai—400001
Scrip Code:533644

To,
The General Manager
Listing Compliances
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai-400001
Symbol: UJAAS

Sub: Submission of Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2023

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2023 issued by Ashish Karodia & Co., Company Secretaries, the Secretarial Auditors of the Company.

The above information will also be made available on the website of the Company at <https://www.ujaas.com/>

We request you to kindly take the above information on record.

**Thanking you,
For Ujaas Energy Limited
(Company under CIRP)**



Sarvesh Diwan
Company Secretary
and Compliance Officer

Encl: as above

UJAAS ENERGY LIMITED

Office: Survey No. 211/1, Opposite Sector-C and Metalman, Sanwer Road Industrial Area, Indore 452015 (MP)
CIN: L31200MP1999PLC013571 | Phone: +91-731-4715300 | Fax: +91-731-4715344
Email: info@ujaas.com | Website: www.ujaas.com



**Secretarial Compliance Report of UJAAS ENERGY LIMITED for the year
ended 31st March, 2023**

I. CS Ashish Karodia, Practicing Company Secretary, Indore have examined:

- a) all the documents and records made available to us and explanation provided by **Ujaas Energy Limited** ("the listed entity") having CIN **L31200MP1999PLC013571**,
- 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 clarification,

for the year ended **March 31,2023** ("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 (Regulations) 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 – **Not applicable as the Company has not issued any kind of securities during the period under scrutiny.**
- 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 as the Company has not bought back any of its securities during the year under review**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not applicable as the Company has not issued any kind of securities during the period under scrutiny..**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable as the Company has not issued any debt securities during the year under review.**



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not Applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the year under review**
- 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) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time. **Not Applicable as the Company has not bought back any of its securities during the year under review**
- k) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments and External Commercial Borrowings and circulars/ guidelines issued thereunder; **NA**

And based on the above examination, I hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks
1	Secretarial Standard The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	YES	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> 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 has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	YES	
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website 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	
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	



5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	
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	
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 as prescribed in SEBI Regulations	NO*	*Since the tenure of Mr. Piyush Kumar Sinha, Ms. Yamini Karmarkar and Mr. Prakash Dandekar expired in the FY 2021-22 and has not yet been re-appointed by the Company, it has resulted in non-compliance regarding composition of Board and committees. Accordingly Performance Evaluation in accordance to the provisions was not possible.
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	
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	
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	
11	Actions taken by SEBI or Stock Exchange(s), if any: 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	YES	



12	With reference to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015 which required SDD to be maintained by the company, in this regard, companies are required to submit a quarterly compliance certificate certified either by the compliance officer or a Practicing Company Secretary (PCS), as a Standard Operating Process under SEBI (PIT) Regulations.	YES	
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Further following are the Additional columns have been inserted in the format of ASCR which is provided below:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: –

S N O	Compliance Requirement (Regulations /circulars/ guidelines Including specific clause)	Regulation/ Circular No.	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management-Response	Remark
NOT APPLICABLE									

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

S N O	Compliance Requirement (Regulations /circulars/ guidelines Including specific clause)	Regulation/ Circular No.	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management-Response	Remark
1	Non-submission of the financial results within the period prescribed under this regulation (For the quarter/year ended March 2021) Late submission Impact of Audit Qualification late Submitted	Regulation 33	Bombay Stock Exchange	Fine of Rs. 47200	Non compliance of Regulation 33	Rs. 47200	Company has applied for the waiver of penalty imposed by BSE and since it has not received any reply, the Company has not paid the same till the date of signing previous report	Company was waiting for the response of waiver application	Company was waiting for the response of waiver application
2	Non-submission of the financial results within the period prescribed under this regulation (For the quarter/year ended March 2021) Late submission Impact of Audit	Regulation 33	National Stock Exchange	Fine of Rs. 47200	Non compliance of Regulation 33	Rs. 47200	Company has applied for the waiver of penalty imposed by BSE and since it has not received any reply, the Company has not paid the same till the date of signing previous report	Company was waiting for the response of waiver application	Company has paid the penalty



Qualification late Submitted									
NOT APPLICABLE									

Note: -

1. NCLT Bench, Ahemdabad has initiated the CIRP process under IBC Code 2016 against the Company and appointed Mr. Navin Khandelwal as an Interim Resolution Professional (IRP). Further, by NCLT vide order dated 28th January 2021 appointed Mr. Navin Kumar Sood as the Resolution Professional (RP) of the Company. Further all the required details and intimations have been updated to stock exchanges and on website of the Company from time to time.

2. The Hon'ble NCLT rejected the submitted resolution plan vide order dated 06.01.2023, and the appeal filed by successful resolution applicant challenging the order of Hon'ble NCLT dated 06.01.2023



CS Ashish Karodia
FCS No.:6549
C.P. No.:6375
Peer Review: 01214/2021

Place: Indore
Date: 22.05.2023
UDIN: F006549E000350013