



**UNI WORTH
LIMITED**

29th May, 2023

**The Secretary
BSE Limited
Floor 25, P J Towers
Dalal Street
Mumbai – 400 001**

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended on 31st March, 2023 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref : Scrip Code: 514144

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we enclose herewith copy of Annual Secretarial Compliance Report dated 27th May, 2022 of Uniworth Limited for the Financial Year 31st March, 2023, issued by Mr. Kamal Kumar Sanganeria of M/s. K. K. Sanganeria & Associates, Company Secretaries.

Kindly, take the same on the record.

Thanking you,

Yours faithfully,
For **Uniworth Limited**

Padhamanabhan Vasavan
Director
DIN : 08396593

Encl : As above

Secretarial Compliance Report of Uniworth Limited for the financial year ended 31.03.2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Uniworth Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit-4B, Kolkata – 700017. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

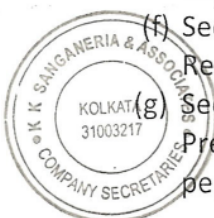
Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Kamal Kumar Sanganeria, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Uniworth 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 report, for the financial year ended 31.03.2023 ("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 (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the review period);



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/guidelines issued there under to the extent applicable to the Company and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:
1. (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:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Compliance of Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 14	Non-compliance of Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to Non-payment of Annual Listing Fees for the	BSE	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Non-compliance of Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to Non-	NIL	As reported, the Company is into acute financial crisis and in view of the same in spite of their best efforts, they are currently not in a position	The Company has already requested to BSE Limited vide their emails/ letters dated 9th June, 2022, 7th July, 2022, 3rd October	NIL





			Financial year 2022-23.			payment of Annual Listing Fees for the Financial year 2022-23.		to pay Annual Listing Fees for the Financial year 2022-23. However, the Company has already requested to BSE Limited vide their emails/letters dated 9th June, 2022, 7th July, 2022, 3rd October, 2022, 3rd March, 2023 to allow us some more time to enable us to make payment of Annual Listing Fees.	r, 2022, 3rd March, 2023 to allow us some more time to enable us to make payment of Annual Listing Fees.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Compliance of Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 14	Non-compliance of Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to Non-payment of Annual Listing Fees for the Financial year 2022-23.	BSE	Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc.	The Company has requested to BSE Limited vide their emails/ letters dated 14th April, 2021, 4th June, 2021, 24th August, 2021, 15th November, 2021, 13th	NIL	As reported, the Company is into acute financial crisis and in view of the same in spite of their best efforts, they are currently not in a position to pay Annual Listing Fees for the Financial year 2022-23. However,	The Company has requested to BSE Limited vide their emails/ letters dated 14th April, 2021, 4th June, 2021, 24th August, 2021, 15th November, 2021, 13th	NIL





						December, 2021, 28th January, 2022 to allow us some more time to enable us to make payment of Annual Listing Fees.		the kamalsanganeria1@gmail.com has already requested to BSE Limited to provide their emails/letters dated 14th April, 2021, 4th June, 2021, 24th August, 2021, 15th November, 2021, 13th December, 2021, 28th January, 2022 to allow us some more time to enable us to make payment of Annual Listing Fees.		
2.	Compliance of Regulation 17 of SEBI (Listing Obligations and Disclosures)	Regulation 17	Whole-time Director was not appointed by the Board within prescribed	BSE	Advisory/Clarification /Fine/Show Cause Notice/ Warning, etc.	As reported by the Company, due to continuous worldwide	NIL	Whole-time Director was not appointed by the Board within prescribed	As reported Mr. Vasava Padmanabhan was appointed as Whole-time	NIL



CS Kamal K Sanganeria



KK Sanganeria & Associates

Company Secretaries

Trimurti Apartment, Ground Floor

'97, Park Street, Kolkata-700 016

Mobile : 9051051000

kamalsanganeria1@gmail.com

										Director by the Board with effect from 30.05.2022 and also appointed as Chief Financial Officer (CFO) with effect from 30.05.2022
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<p>Requirements) Regulations, 2015</p>	<p>Time limit since the Resignation of Mr. Rajappen Ramesh Kumar, Whole-time Director with effect from 05.07.2021. As reported by the Company, the Company could not appoint any Whole-time Director. However, Company is still looking to refill the vacancy the Whole-time Director since then.</p>		<p>Due to Covid-19 pandemic, the Company could not appoint any Whole-time Director. However, Company is still looking to refill the vacancy the Whole-time Director since then.</p>	<p>Time limit since the Resignation of Mr. Rajappen Ramesh Kumar, Whole-time Director with effect from 05.07.2021. As reported by the Company, the Company could not appoint any Whole-time Director. However, Company is still looking to refill the vacancy the Whole-time Director since then.</p>		
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N. A.	No such case was reported during the financial year under report.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	N. A.	No such case was reported during the financial year under report.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N. A.	No such case was reported during the financial year under report.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	N. A.	No such case was reported during the financial year under report.

	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>N. A.</p>	<p>No such case was reported during the financial year under report.</p>
<p>3.</p>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>N. A.</p>	<p>No such case was reported during the financial year under report.</p>



III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p>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).</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	
3.	<p>Maintenance and disclosures on Website:</p> <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 re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	
4.	<p>Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	



5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	N.A.	The Company had no subsidiary during the financial year under report.
6.	<p>Preservation of Documents:</p> <p>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.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>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.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
		N.A.	No such case was reported during the financial year under report.





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 except as provided under separate paragraph herein.	Yes	
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

Assumptions & Limitation of scope and Review:

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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

Place: Kolkata

Date: 29.05.2023

Signature:



Kamal Kumar Sanganeria

Practicing Company Secretary

FCS- 2643 CP- 3880

UDIN – F002643E000405738