



UNITED POLYFAB GUJARAT LIMITED

(Formerly known as United Polyfab (Unit-II) Pvt. Ltd.)

Survey No. 238/239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, AHMEDABAD-382405.
Phone : 91-079-25731155, 9925232824 Fax : +91-79-25731144 E-mail : unitedpolyfab@unitedpolyfab.com
info@unitedpolyfab.com • CIN No. : L18109GJ2010PLC062928

UNITEDPOLY/NSE/2022-23/05

Date: 30.05.2022

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex,
Bandra(E),
Mumbai - 400 051

Dear Sir/Madam,

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2022.

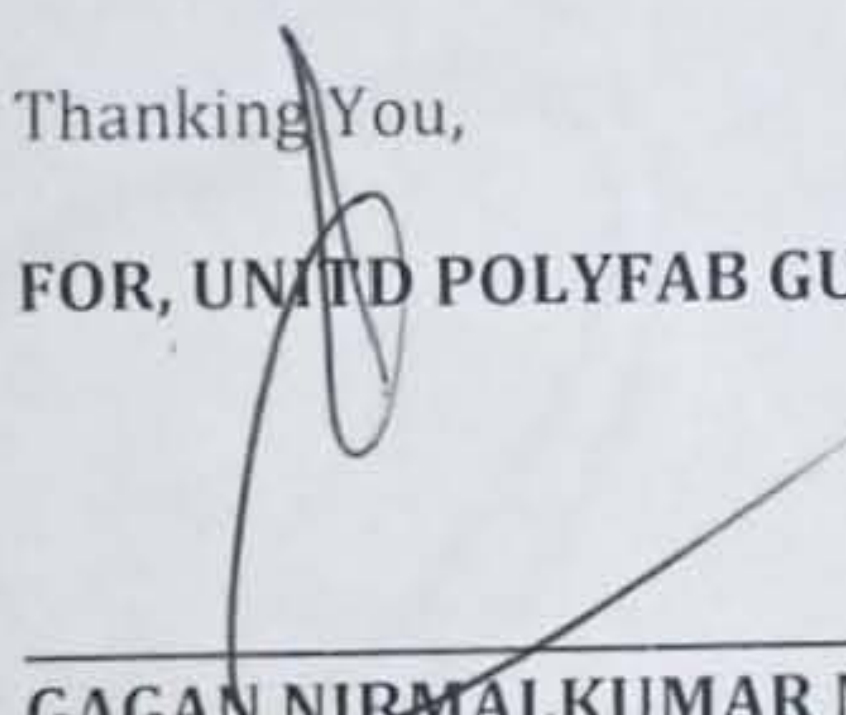
Ref: United Polyfab Gujarat Limited (NSE Symbol : UNITEDPOLY, ISIN:- INE368U01011)

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Annual Secretarial Compliance Report issued by M/s. SCS Co and LLP, Practicing Company Secretaries, Ahmedabad for the Financial Year ended on 31st March, 2022.

Kindly update the same on your records.

Thanking You,

FOR, UNITED POLYFAB GUJARAT LIMITED



GAGAN NIRMALKUMAR MITTAL
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00593377)



To,
The Board of Directors,
UNITED POLYFAB GUJARAT LIMITED
CIN: - L18109GJ2010PLC062928
Address: Survey No. 238, 239, Shahwadi,
Opp. New Aarvee Denim,
Narol- Surkhej Highway,
Ahmedabad – 382405

Sir/Madam,

SECRETARIAL COMPLIANCE REPORT

We have been engaged by **United Polyfab Gujarat Limited** (hereinafter referred to as 'the Company' bearing CIN:- **L18109GJ2010PLC062928** whose Equity Shares are Listed on National Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No CIR/CFD/CMD/1/27/2019 dated 8th February, 2019 and to issue the Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars/guidelines issued thereunder from time to time and issue a report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Secretarial Compliance Report is enclosed herewith.

For SCS and Co LLP
Company Secretaries
Firm Registration Number: - L2020GJ008700
Peer Review Number: - 1677/2022

Anjali Sanghani
Partner
M No. A41942, COP: - 23630
UDIN:- A041942D000419561
Date: - May 28, 2022
Place: -Ahmedabad



**SECRETARIAL COMPLIANCE REPORT OF
UNITED POLYFAB GUJARAT LIMITED****For the Financial Year ended on March 31, 2022****[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]****We, have examined:**

- all the documents and records made available to us and explanation provided by **UNITED POLYFAB GUJARAT LIMITED** ("the Company" or "the listed entity" or "UPGL"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity and
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on March 31, 2022 ("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;

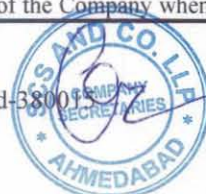
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
- and circulars/ guidelines/Amendments issued thereunder,

And based on the above examination and explanation/clarification given by the Company and its officers/KMP's,

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 to the extent applicable and in the manner prescribed, 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 6 (1) of SEBI LODR Regulations, 2015 – Appointment of qualified Company Secretary as Compliance Officer	Company had delayed by 53 days in Appointment of Company Secretary and Compliance Officer under Regulation 6 of SEBI LODR Regulations, 2015	Ms. Rashmi Lakhani resigned as Company Secretary and Compliance officer w.e.f. June 12, 2021 and Company has appointed Mr. Aziz Vanak as Company Secretary and Compliance Officer w.e.f. August 4, 2021 with a delay of 53 days.
2.	Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulation)- Closure of Trading Window	One of the Promoter Group Member traded in shares of Company during the closure of Trading Window for Insiders of Company.	Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and Company's Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities, Company's Trading Window for dealing in securities of the Company remained closed with effect from January 01, 2022 till 48 hours after the announcement of the financial results of the Company for the quarter ended December 31, 2021. Company Secretary uploaded Intimation of Trading Window Closure to Stock Exchange on December 31, 2021. One of the Promoter Group Member, Mr. Ronak Sushilkumar Kejriwal (PAN:-NSPK5936A) purchased 5000 shares on February 11, 2022 of the Company when



Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
			trading window as per PIT Regulation was closed for such designated persons.
3.	Regulation 33 of SEBI Listing Obligation and Disclosure Requirement Regulation, 2015	Full results filed beyond 24 hours from conclusion of Board meeting.	The full results pertaining to quarter & year ended March 31, 2021 was filed on June 29, 2021 at 19:49 hours i.e. one hour beyond 24 hours from conclusion of Board Meeting where such results were approved. There is delay of around 1 hour in filing XBRL with exchange.
4.	System Driven Disclosures (SDD) for Insider Trading (as per SEBI circular dated September 09, 2020).	There was delay in reporting of information of Designated Persons under System Driven Disclosures (SDD) for Insider Trading (as per SEBI circular dated September 09, 2020).	Change (Addition/Deletion) in Designated Persons was not updated on the same day as required under SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020

- b. The listed entity 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;
- c. No action has been 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;
- d. The listed entity has taken the following actions to comply with the observations made in previous reports*:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.*	Company had delayed in Appointment of Company Secretary and Compliance Officer under Regulation 6 of SEBI LODR Regulations, 2015	Company had delayed by 28 days in Appointment of Company Secretary and Compliance Officer under Regulation 6 of SEBI LODR Regulations, 2015.	The Company was in search of prospective Company Secretary and appointed Ms. Rashmi Lakhani as Company Secretary and Compliance Officer w.e.f. October 30, 2020.	Company has appointed Ms. Rashmi Lakhani as Company Secretary and Compliance Officer w.e.f. October 30, 2020 with a delay of 28 days.

* Company got migrated to Main Board of National Stock Exchange Limited w.e.f. December 31, 2021 and therefore Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not applicable for the FY 2020-21. However, the above note no. 1 observation is taken from MR-3 (Secretarial Audit Report) issued for the FY 2020-21 pursuant to section 204(1) of Companies Act, 2013.

We further report that, during the review period, following regulations issued by the Securities and Exchange Board of India were not applicable to the Company, since there were no such instances occurred during the review period that requires the compliance under the said regulations;

- a. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Upto August 12th 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from August 13, 2021) ;



SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091
Regd. Office:- 415, Pushpam Complex, Nr. Bank Of Baroda, Opp. Seema Hall, Satellite, Ahmedabad-380015
 T: 079-40051702, Email:-scsandcollp@gmail.com, website:scsandcollp.com

- c. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Upto June 09, 2021) and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ((with effect from June 10, 2021)
- d. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Upto August 08, 2021);
- e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Upto August 08, 2021);
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from August 09, 2021);
- g. The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries"
- h. circulars/ guidelines/Amendments issued thereunder.

For SCS and Co LLP

Company Secretaries

Firm Registration Number: - L2020GJ008700

Peer Review Number: - 1677/2022



Anjali Sangtani

Partner

M No. A41942, COP: - 23630

UDIN:- A041942D000419561

Date: - May 28, 2022

Place: -Ahmedabad

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