



PANKAJ NIGAM & ASSOCIATES

(Company Secretaries)

F-54, Arora Shoppers Park, Opp. Swarn Jayanti Park,
Shakti Khand-II, Indirapuram, Ghaziabad

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Secretarial compliance report of
UGRO capital Limited
for the year ended 31st March, 2021

I have examined:

- (a) all the documents and records made available to us and explanation provided by UGRO Capital Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the BSE Limited, where the Company is listed,
- (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, 2021 ("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 (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
(h) SEBI Framework for listing of Commercial Paper

And Circulars and guidelines issued thereunder;
and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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,
(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 my/our examination of those records
(c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by BSE Limited (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.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) There were no observations in the report issued for financial year 2020-21, therefore nothing is to be reported under this clause.

Date: 17/05/2021
Place: Ghaziabad

UDIN: F007343C000335651



**For PANKAJ NIGAM & ASSOCIATES
Company Secretaries**

(Pankaj Kumar Nigam)
Membership No. FCS-7343
Certificate of Practice No. 7979