



## ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial Compliance Report of **Univastu India Limited** for the financial year ended  
31<sup>st</sup> March, 2026.

We have examined:

- a) all the documents and records made available to us and explanation provided Univastu India Limited (hereinafter referred as "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<sup>st</sup> March, 2026 ("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 (hereinafter referred as "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 to the extent applicable;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable to the company during the Review Period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (not applicable to the company during the Review Period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the Review Period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (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 Participants) Regulations, 2018;

and circular/guidelines issued thereunder;

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

\_\_\_\_\_ B L A N K \_\_\_\_\_



- 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.	1.
Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	The statutory auditor of a listed entity shall undertake a limited review of the audit of all the entities / companies whose accounts are to be consolidated with the listed entity as per AS 21.
Regulation/ Circular No.	Regulation 33(8) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Deviations	An auditor other than the statutory auditor has undertaken a limited review of the audit of all the entities / companies whose accounts are to be consolidated with the listed entity as per AS 21 for the quarter ending December 2025
Action Taken by	Yet no action taken
Type of Action - Advisory / Clarification/ Fine/ Show Cause Notice/ Warning etc.	None
Details of Violation	As mentioned in "Deviations"
Fine Amount	None
Observations /Remarks of the Practicing Company Secretary (PCS)	The statutory auditors were awaiting their Peer Review Certificate from The Institute of Chartered Accountants of India at the time of undertaking the limited review. Hence, as per Regulation 33(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entity appointed a peer reviewed firm of auditors for undertaking the audit of all the entities / companies whose accounts are to be consolidated with the listed entity.
Management Response	Management notes the observation. The peer review of our statutory auditor firm was already underway; however, the administrative processing at The Institute of Chartered Accountants of India (ICAI) took longer than expected due to the constitution of the new managing committee and leadership elections at the Institute during mid-February 2026.



	As a proactive and alternative governance measure to ensure complete compliance with the SEBI Listing Regulations within the stipulated timelines, the Company appointed a joint auditor firm possessing a valid peer review certificate. This ensured that the financial results for the third quarter were reviewed and approved without any procedural delay.
Remarks	None

Sr. No.	2.
Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person
Regulation/ Circular No.	Regulation 17(1A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Deviations	The listed entity has continued the directorship of a non-executive director who has attained the age of seventy-five years without passing a special resolution
Action Taken by	National Stock Exchange
Type of Action - Advisory / Clarification/ Fine/ Show Cause Notice/ Warning etc.	Fine
Details of Violation	The listed entity has continued the directorship of a non-executive director who has attained the age of seventy-five years without passing a special resolution
Fine Amount	Amount of Rs 52,000/- (including GST @18%) Rs. 61360/-
Observations /Remarks of the Practicing Company Secretary (PCS)	To correct the non-compliance of the above-referred Regulation, the listed entity has through postal ballot passed a special resolution on 4 <sup>th</sup> April 2026 for continuing the directorship of a non-executive director who has attained the age of seventy-five years
Management Response	The Company took immediate corrective action upon becoming aware of the non-



	<p>compliance under Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>In this regard, the Board of Directors, at its meeting held on 4th March, 2026, approved the initiation of the postal ballot process for seeking shareholders' approval by way of a special resolution for continuation of the directorship of a Non-Executive Director who had attained the age of seventy-five years.</p> <p>Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, shareholders are required to be provided a period of 30 days from the date of dispatch of the postal ballot notice to cast their assent or dissent.</p> <p>Accordingly, the Company obtained shareholders' approval through a special resolution passed by postal ballot on 4th April, 2026. The time gap involved was purely on account of the procedural requirements prescribed under the applicable law.</p> <p>The Company remains committed to ensuring compliance with all applicable laws and regulatory requirements at all times.</p>
Remarks	None

\_\_\_\_\_ B L A N K \_\_\_\_\_



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

Sr. No.	
Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	
Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	
Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	
Remedial actions, if any, taken by the listed entity	
Comments of the PCS on the actions taken by the listed entity	

1. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	<p><b>Secretarial Standards:</b></p> <p>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	None
2	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> </ul>	Yes	None



	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	None
3	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>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.</li> </ul>	Yes	None
4	<p><b>Disqualification of Director(s):</b></p> <p>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	None
5	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>a) Identification of material subsidiary companies.</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	N.A.	<p>The company does not have any material subsidiary company.</p> <p>Hence, the clause is not applicable to the company.</p>



6	<p><b>Preservation of Documents:</b></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	None
7	<p><b>Performance Evaluation:</b></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	None
8	<p><b>Related Party Transactions:</b></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>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.</p>	Yes	None

————— B L A N K —————



9	<p><b>Disclosure of events or information:</b></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	<p>Under the Corporate Insolvency Resolution Process of M/s. Opal Luxury Time Products Ltd. (Opal), the Hon. National Company Law Tribunal (NCLT) has ordered the acceptance of the resolution plan submitted by Univastu India Limited vide its Order No. I.A. 1136 of 2022 in C.P. No. 1332 of 2020 dated July 20, 2023. The said event has been duly disclosed to The Securities Exchange Board of India (SEBI) on July 21, 2023. The technical, physical and legal handing over formalities of Opal are in process</p>
10	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock</p>	Yes	<p>The listed entity has continued the directorship of a non-executive director who has attained the age of</p>



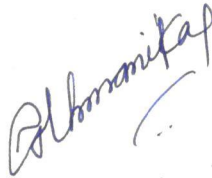
	Exchanges are specified in the last column.		<p>seventy-five years without passing special resolution.</p> <p>To correct the non-compliance of the above-referred Regulation, the listed entity has through postal ballot passed a special resolution on 4<sup>th</sup> April 2026 for continuing the directorship of a non-executive director who has attained the age of seventy-five years</p>
12	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>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.</p>	No	There is no resignation of statutory auditors from the listed entity or its material subsidiaries
13	<p><b>Additional Non-compliance, if any:</b></p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	No	



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 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 MSN Associates  
Company Secretaries



CS Nishad Umranikar  
Partner  
Membership No.: FCS 4910  
C.P. No.: 3070  
Peer Review Certificate No.: 6801/2025  
UDIN: F004910H000507247

Date: 27<sup>th</sup> May, 2026  
Place: Pune

