AJAY SUMAN SHRIVASTAVA
M.Com L.LB, FCS
Practicing Company Secretary

Flat No. 402, APARNA AURA, Sy No.. 75/A & 76, Behind H.P Petrol Pump, Film Nagar Ext Jubilee Hills, Hyderabad- 500096
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SECRETARIAL COMPLIANCE REPORT OF UDAY JEWELLERY INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2025

[Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.]

To,
The Members
UDAY JEWELLERY INDUSTRIES LIMITED
2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad- 500 004.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **UDAY JEWELLERY INDUSTRIES LIMITED** ("the listed entity/ UJIL"), (having BSE Scrip Code –539518 and CIN: L74900TG1999PLC080813), having registered office at 2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1, Hyderguda Main Road, Simple Natural Systems, Basheer Bagh, Hyderabad- 500 004- Telangana. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of UJIL's books, papers, minutes books, forms and returns filed and other records maintained by UJIL and also the information provided by UJIL, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, UJIL has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that UJIL has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Ajay Suman Shrivastava, have examined:

a) all the documents and records made available to us and explanations provided by Uday Jewellery Industries Limited **("UJIL / the listed entity")**
b) the filings/ submissions made by the UJIL to the stock exchanges,
c) website of UJIL,
d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2025 ("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 as amended;
b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended to the extent applicable during the period under review ***wrt the Preferential issue of Warrants as per In- Principle approval of BSE Ltd dated 18.10.2024***;
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable;
d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not applicable to the Company during the period under review);**
e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the period under review);**
f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the period under review);**
g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable during the year under review;
h) other regulations and circulars/ guidelines issued thereunder; (as applicable)

and based on the above examination, I hereby report that, during the Review Period the compliance status of UJIL is appended as below:

I. (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- (Name of Regulator)	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL during the Review Period										

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

Sr. no.	Observations / Remarks Of the Practicing Company Secretary in the previous reports)	Observations made in the secretarial compliance report for the year ended 31.03.24	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		Remarks
NIL during the review period.								

II. 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.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	**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).	Yes	NIL
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. • 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	NIL NIL
3.	**Maintenance and disclosures on Website:** • The listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website	Yes Yes	NIL A minor delay during the period of change of Compliance Officer.

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	• 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	NIL
4.	**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.	Yes	NIL
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	No such subsidiary exists during the Review period.
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	NIL
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/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	Yes NA	NIL No RPT were rejected at any time since all have Shareholders approval.
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	NIL
10.	**Prohibition of Insider Trading:**		

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	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
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 (**) or The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchange are specified in the last column	NIL NIL	No such instances of non-compliance or delay resulting in penalty have been observed for compliances during the year.
12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** 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.	NIL	No such instances of any resignation has occurred during the review period.
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc except as reported above.	NIL	No such instances of non-compliance or delay resulting in penalty have been observed for compliances during the year.

NOTE:

1. *The Company has maintained the Structural Digital Database (SDD) in accordance with the SEBI- PIT Regulations, 2015 as amended.*

2. *We further report that the Company has complied with the requirements of Regulation 37 of SEBI- LODR, 2015 as amended with respect to the Scheme of Amalgamation of Narbada Gems & Jewellery Limited with the Company and the BSE No Objection dated 20th March was received. The Company has filed the First Motion application before the Hon'ble National Company Law Tribunal, Hyderabad Bench and has been heard on 8th May, 2025.*

We further, report that the listed entity is in compliance/ ~~not in compliance~~ with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: NA

AJAY SUMAN SHRIVASTAVA * COMPANY SECRETARY * PCS 3479

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 certify 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: Hyderabad
Date: 27.05.2025



AJAY SUMAN SHRIVASTAVA
FCS No.: 3489
C.P. No.: 3479
Peer Review Cert No: 2029/2022
UDIN: F003489G000441542