

**UMIYA TUBES LIMITED**  
**(CIN: L28112GJ2013PLC074916)**

Registered Office: 208, 2nd Floor, Suman Tower, Sector No. - 11, Gandhinagar -382011 (Gujarat)  
E-mail Id: [info@umiyatubes.in](mailto:info@umiyatubes.in) Contact No: 9033090051, 9727715568 Website: [www.umiyatubes.in](http://www.umiyatubes.in)

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To,  
The General Manager  
BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai -400 001

July 2, 2025

**BSE Scrip: 539798**

**Sub: Submission of Secretarial Compliance Report:**

**Ref: Regulation 24A of the Securities and Exchange Board of India (LODR) Regulations, 2015 ("SEBI Listing Regulations").**

Dear Sir,

We herewith submit Secretarial Compliance Report for the financial year 2024 25 pursuant to the requirement of Regulation 24A of SEBI (LODR) Regulations 2015, as amended from time to time.

Kindly take the same on record.

Thanking you,

**For Umiya Tubes Limited**

Viral Deepakbhai Ranpura  
Digitally signed by Viral Deepakbhai Ranpura  
Date: 2025.07.02  
17:23:47 +05'30'

**Viral Ranpura**

**Whole Time Director**

**DIN: 07177208**



A Peer Reviewed Firm

**DIPIKA SONI & ASSOCIATES**

*B.Com., Company Secretaries*

F-101, Aaryan Emerald,  
Nr. Aakruti Elegance,  
Godrej Garden City Road, Tragad  
Ahmedabad, Gujarat – 382470

(M) +91-90164-28484 / +91-99981-93986

Email : [csdipikasoni@gmail.com](mailto:csdipikasoni@gmail.com)

**SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED**

**31<sup>ST</sup> MARCH, 2025**

**OF**

**“UMIYA TUBES LIMITED”**

**(CIN: L35105GJ2013PLC074916)**

**Regi. Off: 208,2<sup>nd</sup> Floor, Suman Tower, Sector no. 11,  
Gandhinagar, Gujarat, India - 382011**

I **Dipika Pradeep Soni**, proprietor of **Dipika Soni & Associates** Practicing Company Secretary, Peer Reviewed Firm, have examined:

- (a) all the documents and records made available to me and explanation provided by **Umiya Tubes Limited** (“the listed entity”) during the conduct of audit of the company.
- (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 certification, for the year ended 31<sup>st</sup> 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 from time to time;
- (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, as amended from time to time;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;  
**(not attracted during the period under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not attracted during the period under review)**

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(not attracted during the period under review)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- (h) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993
- (i) SEBI (Depositories and Participant) Regulations, 2018, as amended from time to time; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Period under review:

- 1 (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines 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
<b>As per Annexure – I to this report</b>										

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

Sr. no	Observations / Remarks of Practicing Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Details of violations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the Listed entity	Comments of PCS on the actions taken by the listed entity.
<b>As per Annexure - II to this report</b>						

2. We 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.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	

2.	<p><b><u>Adoption and timely updation of the Policies:</u></b> 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 &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	
3.	<p><b><u>Maintenance and disclosures on Website:</u></b> 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</p>	YES  YES  YES	
4.	<p><b><u>Disqualification of Director:</u></b> 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><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></b> a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries</p>	N. A.  N. A.	
6.	<p><b><u>Preservation of Documents:</u></b> 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><b><u>Performance Evaluation:</u></b> 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><b><u>Related Party Transactions:</u></b> (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</p>	YES  YES	

	by the Audit Committee, in case no prior approval has been obtained.		
9.	<b><u>Disclosure of events or information:</u></b> 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	
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> 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.	No	Details of action taken by BSE Limited against the Company is provided in a separate Annexure I to this report.
12.	<b><u>Resignation of Statutory Auditor from the listed entity or its material subsidiaries:</u></b> In case of resignation of the Statutory Auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity or any of its material subsidiaries has / have complied with the 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 the Listed entity.	N. A.	
13.	<b><u>Additional non-compliances, if any:</u></b> No additional non-compliance observed for any SEBI regulation/circular/guidance note, except as reported above.	No	
14	Additional Information, if any:	NA	

**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: Ahmedabad**  
**Date: 02.07.2025**



**For, Dipika Soni & Associates**  
**Practicing Company Secretaries**

*D.P. Soni*

**Dipika soni**  
**Proprietor**  
**Membership No: 11734**  
**COP: 25331**  
**Peer Review: 5934/2024**  
**UDIN: UDIN F011734G000697133**

**Annexure I**

**to Secretarial Compliance Report of M/s Umiya Tubes Limited (CIN: L35105GJ2013PLC074916) for the financial year 2024-25**

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	The listed entity shall appoint a qualified Company Secretary as "Company Secretary and compliance officer of the Company as per the requirement of Regulation 6(1) SEBI (LODR) Regulations, 2015, as amended from time to time.	Regulation 6(1) of SEBI (LODR) Regulations 2015	The Company did not appoint Company Secretary and Compliance officer	BSE Ltd	BSE Limited imposed a fine amount of Rs. 49560/- for non-appointment of qualified Company Secretary as "Company Secretary and Compliance officer" of the Company.	Violation of Regulation 6(1) of SEBI (LODR) Regulations 2015	49560/-	The Company has not appointed qualified company Secretary as "Company Secretary and Compliance officer" of the Company	The Company has paid the fine levied by BSE Limited. The Company has also appointed qualified Company Secretary as "Company Secretary and Compliance officer" of the Company. The Company has paid the fine levied by BSE Limited.	-

2	The listed entity shall submit a Shareholding pattern within 30 days from the end of every quarter as per the requirement of Regulation 31 of SEBI (LODR) Regulations, 2015, as amended from time to time.	Regulation 31 of SEBI (LODR) Regulations 2015	Delay in submission of Shareholding pattern for the September 2024 quarter.	BSE Ltd.	BSE Limited imposed a fine amount of Rs. 2360/- for delay in submission of shareholding pattern for the September 2024 quarter.	Violation of Regulation 31 of SEBI (LODR) Regulations 2015	2360/-	There was a delay of 2 days in submission of Shareholding Pattern for the September 2024 quarter	Due to delayed receipt of BENPOS from the Depository, the Company submitted shareholding pattern with delay of 2 days for the period September 2024 quarter. The Company also paid the fine levied by BSE Limited.	-
3	The Board of Directors of the Listed entity to which the Corporate Governance is applicable, has to ensure that the Board Composition is as per the requirement of Regulation 17 of the SEBI (LODR) Regulations, 2015, as amended from time to time.	Regulation 17(1) of SEBI (LODR) Regulations 2015	The Company did not appoint Woman Director till the end of the December 2024 quarter.	BSE Ltd.	BSE Limited imposed a fine amount of Rs. 11800/- for non-appointment of Woman Director on the Board of the Company till the end of the December 2024 quarter.	Violation of Regulation 17(1) of SEBI (LODR) Regulations 2015	11800/-	The Company did not appoint Woman Director as per the requirement of Regulation 17(1) of SEBI (LODR) Regulations 2015	The Company has now appointed the Woman Director and has now complied with the requirement of Regulation 17(1) of SEBI (LODR) Regulations 2015. The Company has paid the fine levied by BSE Limited.	-



4	The Listed entity to which the Corporate Governance is applicable has to form the Audit Committee as per Regulation 18(1) of the SEBI (LODR) Regulations, 2015, as amended from time to time.	Regulation 18(1) of SEBI (LODR) Regulations 2015	The Audit Committee Composition does not match with the requirement of Regulation 18(1) of SEBI (LODR) Regulations 2015 for the December 2024 quarter.	BSE Ltd	BSE Limited imposed a fine amount of Rs. 217120/- for violation of Regulation 18(1) of SEBI (LODR) Regulations 2015 till the end of the December 2024.	Violation of Regulation 18(1) of SEBI (LODR) Regulations 2015	217,120/-	The Audit Committee of the Board was not constituted as per the requirement of Regulation 18(1) of SEBI (LODR) Regulations 2015 for the December 2024 quarter.	The Company has filed Corporate Governance Report for the December 2024 quarter, with wrong Audit Committee Composition. The Company has paid the fine. However, the Company has submitted revised Corporate Governance Report with correct Audit Committee Composition for the December 2024 quarter.	-
5	The listed entity shall submit a Shareholding pattern within 30 days from the end of every quarter as per the requirement of Regulation 31 of SEBI (LODR) Regulations, 2015, as amended from time to time.	Regulation 31 of SEBI (LODR) Regulations 2015	Delay in submission of Shareholding pattern for the March 2025 quarter.	BSE Ltd.	BSE Limited imposed a fine amount of Rs. 51920/- for delay in submission of shareholding pattern for the March 2025 quarter.	Violation of Regulation 31 of SEBI (LODR) Regulations 2015	51,920/-	There was a delay of 22 days in submission of Shareholding Pattern for the March 2025 quarter.	Due to delayed receipt of BENPOS from the Depository, the Company submitted shareholding pattern with delay of 22 days for the period March 2025 quarter. The delay was caused due to non payment of Annual Custody Fees of CDSL. The Company paid CDSL Annual Custody Fees and has also paid the fine levied by BSE Limited.	-

6	The Listed entity to which the Corporate Governance is applicable has to form the Audit Committee as per Regulation 18(1) of the SEBI (LODR) Regulations, 2015, as amended from time to time.	Regulation 18(1) of SEBI (LODR) Regulations 2015	The Audit Committee Composition does not match with the requirement of Regulation 18(1) of SEBI (LODR) Regulations 2015 for the March 2025 quarter.	BSE Ltd	BSE Limited imposed a fine amount of Rs. 106,200/- for violation of Regulation 18(1) of SEBI (LODR) Regulations 2015 till the end of the March 2025.	Violation of Regulation 18(1) of SEBI (LODR) Regulations 2015	106,200/-	The Audit Committee of the Board was not constituted as per the requirement of Regulation 18(1) of SEBI (LODR) Regulations 2015 for the March 2025 quarter.	The Company has filed Corporate Governance Report for the March 2025 quarter, with wrong Audit Committee Composition. The Company has paid the fine. However, the Company has submitted revised Corporate Governance Report with correct Audit Committee Composition for the March 2025 quarter.	-
7	The Listed entity shall submit details of Related Party Transactions at the end of every half year in the Integrated Filing within fifteen days from the date of publication of standalone financial results w. e. f. 01.04.2023	Regulation 23(9) of SEBI (LODR) Regulations 2015.	The Company did not file the Related Party Transaction details through integrated filing as per requirement of Regulation 23(9) of SEBI (LODR) Regulations 2015 for the March 2025 quarter.	BSE Ltd	BSE Limited imposed a fine amount of Rs. 153,400/- for violation of Regulation 23(9) of SEBI (LODR) Regulations 2015 till the end of the March 2025.	Violation of Regulation 23(9) of SEBI (LODR) Regulations 2015	153,400/-	The Company has filed the details of Related Party Transactions through Integrated filing for the March 2025 quarter. However, while filing the same, the Company selected wrong tab about the Related Party Transactions for the quarter and year ended on 31 <sup>st</sup> March 2025. The Company did not have any Related Party Transactions.	The Company has filed the details of Related Party Transactions through Integrated filing for the March 2025 quarter. However, while filing the same, the Company selected wrong tab about the Related Party Transactions for the quarter and year ended on 31 <sup>st</sup> March 2025. The Company has filed revised Integrated Filing for the March 2025 quarter along with NIL Related Party Transactions.	-

**DIPIKA SONI & ASSOCIATES**  
**Company Secretaries**

8	Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity	Regulation 24A of SEBI (LODR) Regulations 2015.	The Company did not file the Secretarial Compliance Report for the financial year 2024 25 with the stipulated time period of sixty days from the end of the financial year as per requirement of Regulation 24A of SEBI (LODR) Regulations 2015.	BSE Ltd	BSE Limited imposed a fine amount of Rs. 59000/- for violation of Regulation 24A of SEBI (LODR) Regulations 2015 as on 01.07.2025.	Violation of Regulation 24A of SEBI (LODR) Regulations 2015	59,000/-	The Company has not submitted Secretarial Compliance Report for the financial year 2024 25 as per the requirement of Regulation 24A of SEBI (LODR) Regulations 2015	The Company has appointed Secretarial Auditor for the financial year 2024 25. The Secretarial Auditor has concluded the Secretarial Audit and has also issued the Secretarial Compliance Report for the financial year 2024 25. The Company will submit the report to the exchange as soon as possible. The Company has made the payment for fine in advance to BSE Limited	-
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Note: Due to delayed payment / Nonpayment of SOP Fines as mentioned aforesaid, the shareholding of the promoters has been frozen by the Depositories as per the directions of BSE Limited.



**Annexure II**

**to Secretarial Compliance Report of M/s Umiya Tubes Limited (CIN: L35105GJ2013PLC074916) for the financial year 2024-25**

Sr. no	Observations / Remarks of Practicing Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations / Circulars / guidelines including specific clause	Details of violations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the Listed entity	Comments of PCS on the actions taken by the listed entity.
1	The Company has not made the payment of annual listing fees for the FY 2023-24 to BSE Limited.	31.03.2024	The Listed entity has to make the payment of advance listed fees on or before 30 <sup>th</sup> April every year	Violation of Regulation 14 of SEBI (LODR) Regulations 2015 for delay in payment of advance listing fees for the FY 2023 24	The Company has paid the Annual Listing Fees for the FY 2023 24. However, the interest amount on late payment of Annual Listing fees is still outstanding.	NIL
2	The Company has belatedly submitted quarterly financial results under Regulation 33 due to inadvertence for which the Company has to pay penalty Rs. 300001- plus GST as levied by the BSE Limited.	31.03.2024	The Listed entity has to submit quarter financial results within 60 days from the end of the quarter and financial year ended on 31.03.2024.	Violation of Regulation 33 of SEBI (LODR) Regulations 2015 for delay in submission of quarterly financial results for the quarter and year ended on 31 <sup>st</sup> March 2024.	The Company has submitted the quarterly financial results for the quarter and year ended on 31 <sup>st</sup> March 2024. The Company has also paid the fine imposed by BSE Limited.	NIL
3	The Company submitted the Shareholding pattern for the quarter ended on 31 <sup>st</sup> March	31.03.2024	The Listed entity has to submit shareholding pattern within 30 days from the end of Every quarter as	Violation of Regulation 31 of SEBI (LODR) Regulations 2015 for delay in submission of shareholding pattern for the quarter ended on 31 <sup>st</sup> March 2024.	The Company had submitted the Shareholding pattern with delay of 19 days. The Company has also paid the fine levied by BSE Limited,	NIL

	2024 with delay of 6 days for which the Company has to pay fine of Rs. 38000/- plus GST as levied by BSE Limited.		per the requirement of Regulation 31 of SEBI (LODR) Regulations 2015			
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