



DIXIT SHAH & ASSOCIATES

PRACTICING COMPANY SECRETARY

Secretarial Compliance Report of Bakeri Urban Development Private Limited (CIN: U70100GJ1996PTC030783) for the year ended 31st March, 2023

I have examined:

- (a) all the documents and records made available to me and explanation provided by Bakeri Urban Development Private Limited ("the Listed entity"),
- (b) the filings/ submissions made by the 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 31st March, 2023 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 there under; 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 (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



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I hereby report that, during the Review Period the compliance status of the listed entity is appended asbelow:

Sr.No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1.	<p>Secretarial Standards: 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.</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • 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 & updated on time, as per the regulations/circulars/guidelines issued by SEBI </p>	Yes	-
3.	<p>Maintenance and disclosures on Website: a) The Listed entity is maintaining a functional website b) Timely dissemination of the documents/ information under a separate section on the website c) 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>	<p>Yes Yes NA</p>	-
4.	<p>Disqualification of Director: <ul style="list-style-type: none"> • 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>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	NA	Company doesn't have any subsidiary
6.	<p>Preservation of Documents: The listed entity is preserving and</p>	Yes	

	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.		
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	-
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.	(a) Yes (b) NA	-
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.	NA	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	As mentioned in below table
12.	Additional Non-compliances, if any: Additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	As mentioned in below table



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	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 52(1) of SEBI LODR, 2015 – Financial Results read with Circular No. SEBI/HO/DDHS/CIR/2021/000000637 dated October 5, 2021	Regulation 52(1) of SEBI LODR, 2015 – Financial Results read with Circular No. SEBI/HO/DDHS/CIR/2021/000000637 dated October 5, 2021	Company has not filed Cash flow Statement for the half yearly results.	None	None	Company has not filed Cash flow Statement for the half yearly results.	None	Company has not filed Cash flow Statement for the half yearly results.	Company has now taken care of it and will submit now onwards.	NA
2.	Regulation 52(1) & (2) of SEBI LODR, 2015 – Financial Results	Regulation 52(1) & (2) of SEBI LODR, 2015 – Financial Results	Financial Results are signed by Company Secretary in Whole-time employment instead of Executive Director or Managing Director of the Company	None	None	Financial Results are signed by Company Secretary in Whole-time employment instead of Executive Director or Managing Director of the Company	None	Financial Results are signed by Company Secretary in Whole-time employment instead of Executive Director or Managing Director of the Company	Company has now taken care of it and will submit with signature of Executive director now onwards.	NA
3.	Regulation 52(1) & (2) of SEBI LODR, 2015 – Financial Results	Regulation 52(1) & (2) of SEBI LODR, 2015 – Financial Results	Submitted Financial Results are not	None	None	Submitted Financial Results are	None	Submitted Financial Results are	Company has now taken care of it and	NA



	read with Circular No. SEBI/HO/DDHS/CIR/2021/0000000637 dated October 5, 2021	Results read with Circular No. SEBI/HO/DDHS/CIR/2021/0000000637 dated October 5, 2021	as per the SEBI prescribed format.			not as per the SEBI prescribed format.	Rs. 58000	not as per the SEBI prescribed format.	Rs. 5000	will submit now onwards.	NA
4.	Regulation 53(2) of SEBI LODR, 2015 - Annual Report	Regulation 53(2) of SEBI LODR, 2015 - Annual Report	The Company has delayed in filling of Annual Report with Stock Exchange.	BSE Limited has vide email dated October 21, 2022	Fine Imposed	Non-submission of annual report within the period prescribed under this regulation.		The Company has delayed in filling of Annual Report with Stock Exchange		The Company has paid imposed fine amount on 04/11/2022	NA
5.	Regulation 50(2) of SEBI LODR, 2015 - Notice of General Meeting	Regulation 50(2) of SEBI LODR, 2015 - Notice of General Meeting	The Company has delayed in filling of Annual General Meeting Notice with Stock Exchange.	BSE Limited has vide email dated October 21, 2022	Fine Imposed	Delay in furnishing intimation about meeting of shareholders or holders of non-convertible securities.		The Company has delayed in filling of Annual General Meeting Notice with Stock Exchange.		The Company has paid imposed fine amount on 04/11/2022	NA
6	Regulation 51(2) of SEBI LODR, 2015 - Proceedings of General Meeting	Regulation 51(2) of SEBI LODR, 2015 - Proceedings of General Meeting	General Meeting proceedings not provided as per the SEBI Listing Regulations.	None	None	General Meeting proceedings not provided as per the SEBI Listing Regulations.	None	General Meeting proceedings not provided as per the SEBI Listing Regulations.		Company has now taken care of it and will submit now onwards.	NA
7.	Regulation 51(2) of SEBI LODR, 2015 - Outcome of Board Meeting	Regulation 51(2) of SEBI LODR, 2015 - Outcome of Board Meeting	Outcome of Board Meetings does not contain	None	None	Outcome of Board Meetings does not	None	Outcome of Board Meetings does not		Company has now taken care of it and will submit	NA



8.	Regulation 51(2) of SEBI LODR, 2015 - Outcome of Board Meeting	Regulation 51(2) of SEBI LODR, 2015 - Outcome of Board Meeting	start time and end time of the Meetings.	None	None	contain start time and end time of the Meetings.	None	contain start time and end time of the Meetings.	now onwards.
		The Company has appointed Chairman and Managing Director but no proper disclosure has been made to the Stock Exchange as per SEBI Listing Regulations.	The Company has appointed Chairman and Managing Director but no proper disclosure has been made to the Stock Exchange as per SEBI Listing Regulations.	None	None	The Company has appointed Chairman and Managing Director but no proper disclosure has been made to the Stock Exchange as per SEBI Listing Regulations.	None	The Company has appointed Chairman and Managing Director but no proper disclosure has been made to the Stock Exchange as per SEBI Listing Regulations.	Company has now taken care of it and will submit now onwards.
9.	Regulation 52(7) of SEBI LODR, 2015 - Statement of Deviation	Regulation 52(7) of SEBI LODR, 2015 - Statement of Deviation	start time and end time of the Meetings.	None	None	contain start time and end time of the Meetings.	None	contain start time and end time of the Meetings.	now onwards.
		The Company has delayed in filing Statement of Utilization as per Regulation 52(7) of SEBI Listing Regulations.	The Company has delayed in filing Statement of Utilization as per Regulation 52(7) of SEBI Listing Regulations.	None	None	The Company has delayed in filing Statement of Utilization as per Regulation 52(7) of SEBI Listing Regulations.	None	The Company has delayed in filing Statement of Utilization as per Regulation 52(7) of SEBI Listing Regulations.	Company has now taken care of it and will submit now onwards.
10.	Regulation 17 of SEBI (Issue & Listing of Non - Convertible Securities) Reg. 2021 - Details of all ISIN	Regulation 17 of SEBI (Issue & Listing of Non - Convertible Securities) Reg. 2021	start time and end time of the Meetings.	None	None	contain start time and end time of the Meetings.	None	contain start time and end time of the Meetings.	now onwards.
		Details of all ISIN as per Regulation 17 of the SEBI	Details of all ISIN as per Regulation 17 of the SEBI	None	None	The Company has delayed in filing Statement of Utilization as per Regulation 52(7) of SEBI Listing Regulations.	None	Details of all ISIN as per Regulation 17 of the SEBI	Company has now taken care of it and will submit now onwards.



11.	Regulation 52(4) of SEBI LODR, 2015 read with Circular No. SEBI/HO/DDHS/CIR/2021/0000000637 dated October 5, 2021 - Disclosure with respect to Financial Result	Regulation 52(4) of SEBI LODR, 2015 read with Circular No. SEBI/HO/DDHS/CIR/2021/0000000637 dated October 5, 2021 - Disclosure with respect to Financial Result	The Company has not disclosed the line items as prescribed under the regulation along with the Quarterly / Annual Financial Result	BSE Limited has vide initial email dated September 14, 2022 but company failed to make the payment. Hence revised email dated September 30, 2022 received for revised impose of Fine.	Fine Imposed	Non-disclosure of line items prescribed under Regulation 52(4) along with the half yearly / annual financial results	Rs. 45,000/-	The Company has not disclosed the line items as prescribed under the regulation along with the Quarterly / Annual Financial Result	The Company has paid imposed fine amount on 06/10/2022	NA
		- Details of all ISIN	(Issue and Listing of Non - Convertible Securities) Regulations, 2021 for each half year ended have not been filed.			SEBI (Issue and Listing of Non - Convertible Securities) Regulations, 2021 for each half year ended have not been filed.		SEBI (Issue and Listing of Non - Convertible Securities) Regulations, 2021 for each half year ended have not been filed.	now onwards.	



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

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
Not Applicable										

**For, Dixit Shah & Associates
Company Secretaries**

Dixit Shah

**Dixit Shah
Proprietor**

Mem. No.: F11855

COP No.: 17715

Peer Review No.: 1582/2021

UDIN: F011855E000338940



Date: 19/05/2023

Place: Ahmedabad