

**Annual Secretarial Compliance Report of
NICCO UCO ALLIANCE CREDIT LIMITED
for the year ended 31st March, 2022**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

NICCO UCO ALLIANCE CREDIT LIMITED
2, HARE STREET, NICCO HOUSE
KOLKATA - 700001

I, Rasna Goyal have examined:

- (a) All the documents and records made available to me and explanation provided by NICCO UCO ALLIANCE CREDIT LIMITED ("the listed entity").
- (b) The filings/ submissions made by the listed entity to the stock exchanges.
- (c) Website of the listed entity – *The Company Does not have any Website,*
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2022 ("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; (Not Applicable to the Company during the review period)
- (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; (Not

Applicable to the Company during the review period)

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (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 and Redeemable Preference Shares) Regulations, 2013; (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 Participant) Regulations, 2018 And Circulars/ Guidelines issued thereunder;
- (j) Other Rules/Regulations and Circulars/Guidelines issued thereunder applicable to the Listed entity -
 - SEBI Circular regarding 'Fund raising by issuance of Debt Securities by Large Entities'- SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 (Not applicable during the FY 2021- 22)
 - Clause 6A and 6B of SEBI Circular - CIR/CFD/CMDI/114/2019 dated October 18, 2019 (Not applicable during the FY 2021- 22)

and based of the above examination, I 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, except in respect of matters specified below:-

SR.No	COMPLIANCE REQUIREMENT (REGULATIONS/ CIRCULARS / GUIDELINES INCLUDING SPECIFIC CLAUSE)	DEVIATIONS	OBSERVATIONS/ REMARKS OF THE PRACTICING COMPANY SECRETARY
	As Per Annexure "A" attached herewith		

- (b) The Listed entity has maintained proper records *except as mentioned herein below* under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its Promoters/ Directors/ Material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/ Guidelines issued thereunder:



SR.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.
	No Details Available			

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

SR.NO	OBSERVATIONS OF THE PRACTICING COMPANY SECRETARY IN THE PREVIOUS REPORTS	OBSERVATIONS MADE IN THE SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED.... (THE YEARS ARE TO BE MENTIONED)	ACTION TAKEN BY THE LISTED ENTITY, IF ANY	COMMENTS OF THE PRACTICING COMPANY SECRETARY ON THE ACTIONS TAKEN BY THE LISTED ENTITY
No major actions were Observed to be taken by the Company				

Place: Kolkata
Date: 30/05/2022
UDIN : FO09096D000431177



RASNA GOYAL
Practising Company Secretary
Rasna Goyal
CP No. 9209

Rasna Goyal
Practicing Company Secretary
FCS NO.: 9096 CP NO.: 9209

Annexure "A"

Details of the matters Non Complied / Deviation in Compliance/ Observations of Practicing Company Secretary

1. It has been Observed that the Company does not have any Website as required to be maintained under Regulation 46(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 since the Company cannot afford its maintenance due to its critical financial condition as explained by the Management and Board of Directors of the Company.

Due to Non- Availability of Website, the Company though framed policies and submitted documents in respect of applicable provisions to the Bombay Stock Exchange but cannot put the same on the website of the Company.

2. Details of Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Complied/observed but not uploaded/putted on the website of the Company:

<u>Sl No.</u>	<u>Regulation No.</u>	<u>Status of Regulations</u>
1.	9	Policies on Preservation of Documents & Achieving were framed, approved & adopted by the Board of the company at its meeting held on 11/02/2016 (Item No.11 Pg.3428).
2.	10	All information, documents etc. required to be submitted with BSE Ltd. are filed on the electronic platform via sending e-mails and also uploaded at electronic platform of Bombay Stock Exchange Limited.
3.	14	The Company has not paid the Listing fees or Charges as applicable pursuant to Regulation 14 of SEBI (LODR) Regulations, 2015 since 2017-18 as there are certain issues relating to payment of the fees to BSE Ltd. Company has kept the payment in abeyance till the reply from BSE Ltd. is received or resolved. Despite several reminders, no reply has been received from the Exchange as explained by the Management.
4.	17(5)	Code of Conduct to be followed by Non-Independent & Independent Directors of the Company have been framed, approved & adopted by the Board of the Company at its meeting held on 11/02/2016 (Item No.8. Pg.3427) as explained by the Management.
5	17(9)(a)	Since the business activities of the company shrunk considerably and with that risks also, the Board of Directors has not framed any risk assessment and minimisation procedure as explained by the Management.



6.	23	As explained by the Management No Related Party Transactions Disclosure policy has been framed by the Management as there were no materially significant related party transactions were done in the Company pursuant to regulation 23 of SEBI (LODR) Regulations, 2015 and Section 188 of the Companies Act, 2013. However Omnibus Approval were taken for Related Party Transactions to be held in the year 2021-22 which are repetitive in Nature, in the Ordinary Course of Business with a validity period of One Year in the Audit Committee Meeting held on 28 th July, 2021.
7.	24A	The Company has taken Annual Secretarial Compliance Report for 31 st March, 2021 but not uploaded on the BSE Website or mailed to BSE.
8.	27(2)	Company uploads quarterly compliance reports on corporate governance in the format as specified by the SEBI to BSE Ltd. <i>but could not</i> placed the said reports on Website as it does not have one of its own as it cannot afford to bear the cost as explained by Management.
9.	29(1)	Company gives prior intimation to BSE Ltd. about the meeting of the Board of Directors in which financial results viz. quarterly, half yearly, or annual, as the case may be, is due to be considered but does not place the said information on Website as it does not have one of its own as it cannot afford to bear the cost. (No newspaper publication of Notice of Board Meeting were uploaded)
10.	30(4)(ii)	Policy on Determination of materiality has been approved and adopted by the Board at its meeting held on 11/02/2016 (item No.10 Pg.3428). Said information is not placed on Website as the Company does not have one of its own.
11.	30(8)	Archival policies were framed, approved & adopted by the Board at its meeting held on 11/02/2016 (item No.11 Pg.3428). Said information is not placed on Website as the Company does not have one of its own.
12.	31(1)	Company uploads Shareholding Patterns on quarterly basis to BSE Ltd. as prescribed in SEBI(LODR) Regs. 2015, but such information are not placed on Website as it does not have one of its own.
13.	31 (2)	Only 35.73% of Shares held by Promoters are in dematerialized form and rest 64.27% of shares were held physically by the Promoters out of Total Promoters Shareholding.
14.	33(3)	Newspaper Publication of Unaudited Financial Results were not uploaded at BSE for All 4 Quarters though Results were uploaded and such information information cannot be placed on

		Website as the Company does not have one of its own as it cannot afford it. Unaudited Limited Review report has been submitted for 1st Qtr. after 45 Days of close of Quarter since the Partner of the Audit Firm and qualified assistants dealing with the matter suffered from Covid 19 & were quarantined as explained by the Management
15	34	As explained by the Management No proofs were available for sending Notice of AGM along with Annual Report to the shareholders under regulation 34 before 21 days of the AGM since notice of AGM have been sent to the shareholders via email by their Registrar and Share Transfer Agent of which no proof were received by the Company.
16	36	Not All Compliances has been done as required under Regulation 36 of SEBI (LODR), 2015.
17.	46(1)	Company does not have its Website as it cannot afford its maintenance due to its critical financial condition so all information as to be placed on Website, cannot be uploaded.
18.	47(2)	Company does not have its Website as it cannot afford to have, cannot give a reference of the newspaper publication in Website.

3. Initial Disclosure in respect of Large Corporates pursuant to SEBI circular SEBI/HO/DDIS/CIR/P/2018/144 dated November 26, 2018 to be complied within 30 Days from the Beginning of Financial Year has not been submitted for 2021-22 and Annual Disclosure to be made in respect of Large Corporates has not been submitted to the BSE within 45 Days from the Closure of Financial Year for the Financial Year ended 31st March, 2022 (Submitted After 45 Days and the Clause is not applicable since the Corporate is not Large Corporate)
4. Outcome of Annual General Meeting along with Voting Results & Scrutiniser Report has been submitted to the stock Exchange after two working days of conclusion of Annual General Meeting.
5. No Certificate pursuant to Regulation 74 (5) of SEBI (Depositories and Participants) Regulations, 2018 for all the Four Quarters has been submitted to the Stock Exchange.
6. As explained by the Management Disclosure/Compliance under Regulation 30(1) and 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 not required since Trading in Companies were suspended due to non-payment of Listing fees.



7. Certificate for Non Disqualification Of Directors under Regulation 34(3) of SEBI (LODR), 2015 has not been attached with Annual Report for the year ended March, 2021.
8. It has been Observed that Independent Director's of the Company neither have passed examination as required to be passed for being acted as Independent Director of the Company nor have taken any exemption certificate from The Indian Institute of Corporate Affairs (IICA) under Section 150(1) of the Companies Act, 2013.
9. Observations of Auditor's for Financial Statement has been taken care by Statutory Auditor's as per the Auditors Report given.



Place: Kolkata
Date: 30/05/2022
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