

Secretarial Compliance Report of STANROSE MAFATLAI INVESTMENTS AND FINANCE LIMITED (CIN: L65910GJ1980PLC003731) for the year ended on 31st March, 2025

We, **MANOJ HURKAT & ASSOCIATES**, Practicing Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by the officers and staff of **STANROSE MAFATLAI INVESTMENTS AND FINANCE LIMITED** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **31st March, 2025** (“Review Period”) in respect of compliance with provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- 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 (to the extent applicable), includes:

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the review period:

- 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
As per Annexure [Table a)] attached										

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

Sr. No.	Observations/Remarks of the Practising 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 Violation/ deviations 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
As per Annexure [Table b)] attached						

We hereby report that, during the Review Period, the compliances status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of the listed entities • All policies are in conformity with the SEBI Regulations and has been reviewed & updated on time, as per the Regulations/Circulars/ Guidelines issued by SEBI 	Yes Yes	NA NA
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of documents/ information under as 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 	Yes Yes Yes	NA NA NA
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	Yes	NA
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> <ul style="list-style-type: none"> a. Identification of material subsidiary companies b. Disclosure requirements of material as well as other subsidiaries 	NA Yes	NA NA

6.	<u>Preservation of Documents:</u> 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	NA
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the year as prescribed in SEBI Regulations	Yes	NA
8.	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions 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 Yes	NA NA
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulation 2015 within the time limits prescribed thereunder.	Yes	NA
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (PIT) Regulations, 2015	Yes	NA
11.	<u>Action taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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 against Company is provided in Table a) and b) above
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u> 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 the listed entity.	NA	NA
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulations/circulars/guidance note etc. except reported above	NA	No such observations

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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.

Place: Ahmedabad
Date: 21st May, 2025



For, MANOJ HURKAT & ASSOCIATES

Practising Company Secretaries

FRN: P2011GJ025800

PR Certificate No.: 5985/2024

MANOJ R HURKAT

Partner

FCS No.4287, C P No.: 2574

UDIN: F004287G000350921

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Annexure [Table a)]

**Annexure to Secretarial Compliance Report of M/s Stanrose Mafatlal Investment and Finance Limited (CIN: L65910GJ1980PLC003731)
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 has to submit the Investor Grievance Report for the quarter ended on 31/03/2024 within 21 days from the end of quarter	Regulation 13 (3) of the SEBI-LODR Regulations, 2015	Violation of Regulation 13 (3) of the SEBI (LODR) Regulations, 2015 for delayed submission of Investor Grievance Report	BSE Limited	BSE imposed penalty of Rs. 1180/- (including GST) for delay of 1 day in submission of quarterly Investor Grievance Report for the quarter ended on 31/03/2024 under Regulation 13(3) of SEBI LODR Regulations, 2015.	Violation of Regulation 13 (3) of the SEBI (LODR) Regulations, 2015 for delayed submission of Investor Grievance Report for the quarter ended on 31/03/2024.	Rs. 1180/-	The Company has belatedly submitted quarterly Investor Grievance Report under Regulation 13 (3) due to inadvertence for which the Company has paid penalty of Rs. 1000- plus GST as levied by the BSE.	Due to inadvertence, the Company has belatedly submitted quarterly Investor Grievance Report under Regulation 13 (3).	N.A.



**Annexure to Secretarial Compliance Report of M/s Stanrose Mafatlal Investments and Finance Limited (CIN: L65910GJ1980PLC003731)
for the financial year 2024-25**

Sr. No.	Observations/ Remarks of the 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 Violation/ deviations 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 belatedly submitted half yearly statement of Related Party Transactions under Regulation 23 (9) due to inadvertence for which the Company has paid penalty of Rs. 5000- plus GST as levied by the BSE.	31 st March, 2024	The listed entity has to submit the Related Party Transaction for the half year ended on 30/09/2023 together with the submission of quarterly financial results for the quarter ended on 30/09/2023	Violation of Regulation 23 (9) of the SEBI (LODR) Regulations, 2015 for delayed submission of statement of Related Party Transactions. BSE imposed penalty of Rs. 5900/- (including GST) for delay of 1 day in submission of half yearly statement of Related Party Transactions for the half year ended on 30/09/2023 under Regulation 23(9) of SEBI LODR Regulations, 2015.	The Company has made payment of Rs. 5900/- to BSE Limited	NIL

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2.	<p>BSE Limited vide E-mail dated 28th August, 2020 has informed that the matter will be placed before waiver Committee.</p> <p>The Company has represented that there is compliance with Regulation 17(1A) of the SEBI (LODR) during the review period</p>	31 st March, 2021	<p>As per Regulation 17(1A) of the SEBI- LODR Regulations, the listed entity has to pass Special Resolution for appointment or continuation of Directorship of any Non-Executive Director who has attained the age of 75 years.</p>	<p>Non-Compliance of Regulation 17(1A) of SEBI (LODR) Regulations, 2015 for the Quarter ended on June, 2020</p>	<p>The Company vide letter dated 12th July, 2021 requested the BSE to place the matter before the waiver committee for re-consideration as BSE Limited vide E-mail dated 7th July, 2021 informed that the waiver committee has refused to accept the waiver request of the Company. The Company continue to pursue its representation with BSE Limited.</p> <p>Thereafter, to put the matter to rest, the Company has made payment of Rs. 182000/- + GST to BSE Limited on 8th May, 2024.</p> <p>Consequently, freeze on the shareholding of the Promoter was also lifted.</p>	NIL
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