

# STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

REGD. OFFICE :  
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CIN - L65910GJ1980PLC003731

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SAD/58/J

May 30, 2022

BSE Ltd.,  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001.

Dear Sirs,

Sub: **Submission of Annual Secretarial Compliance Report  
for the year ended March 31, 2022.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we hereby submit the Annual Secretarial Compliance Report for the year ended March 31, 2022, obtained from M/s. Manoj Hurkat & Associates, Practicing Company Secretary.

Kindly take the same on your record.

Thanking you, we remain.

Yours faithfully,  
For STANROSE MAFATLAL  
INVESTMENTS AND FINANCE LIMITED



(SOHAM A. DAVE)  
COMPANY SECRETARY  
& COMPLIANCE OFFICER

Encl: As above

**Secretarial Compliance Report of STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED for the year ended on 31<sup>st</sup> March, 2022**

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

- (a) all the documents and records made available to us and explanation provided by **STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED** (“the listed entity”),
- (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 on **31<sup>st</sup> 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto 12<sup>th</sup> August, 2021); The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f. 13<sup>th</sup> August, 2021);
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15<sup>th</sup> August, 2021);
- (g) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (upto 15<sup>th</sup> August, 2021); The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (w.e.f. 16<sup>th</sup> August, 2021);
- (h) 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:

- (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
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our 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.
NIL				

- (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 reports for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p>BSE Limited vide E-mail dated 28<sup>th</sup> August, 2020 has informed that the matter will be placed before waiver Committee.</p> <p>The approval of members by way of Special Resolution was obtained at the 40<sup>th</sup> AGM held on 29<sup>th</sup> August, 2020.</p> <p>The Company has represented that there is compliance with Regulation 17(1A) of the SEBI (LODR) during the review period</p>	31 <sup>st</sup> March, 2021	The Company vide letter dated 12 <sup>th</sup> July, 2021 requested the BSE to place the matter before the waiver committee for re-consideration as BSE Limited vide E-mail dated 7 <sup>th</sup> July, 2021 informed that the waiver committee has refused to accept the waiver request of the Company.	The Company has not received any further communication from BSE Limited in this matter.



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- (e) In terms of SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019, the Company has suitably incorporated the terms of appointment of the Statutory Auditors as specified in Para 6(A) and Para 6 (B) of the said Circular.

Place: Ahmedabad  
Date: 24<sup>th</sup> May, 2022



For,  
**MANOJ HURKAT & ASSOCIATES**  
*Practicing Company Secretaries*  
FRN: P2011GJ025800  
PR Certificate No.: 600/2019

**MANOJ R HURKAT**  
FCS No.:4287 COP No.: 2574  
UDIN: F004287D000343991