

Date: May 27, 2023

BSE Limited Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	National Stock Exchange of India Limited Listing Department Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051
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Scrip Code	Symbol	ISIN
543218	SBGLP	INE05ST01010

Sub.: Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the year ended on March 31, 2023.

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we hereby furnish the Annual Secretarial Compliance Report Certificate for the year ended March 31, 2023 issued by Practicing Company Secretaries.

We request you to kindly take the same on your records.

Thanking You.

Yours faithfully,

For SURATWWALA BUSINESS GROUP LIMITED

(Formerly known as 'Suratwwala Business Group Private Limited' and 'Suratwwala Housing Private Limited')



Prathama Gandhi,
Company Secretary & Compliance Officer
Membership No. A46385

Date: 27.05.2023

Place: Pune

Suratwwala Business Group Limited

[Formerly known as Suratwwala Business Group Pvt. Ltd. & Suratwwala Housing Pvt. Ltd.]

Address: 4/38, Sumangal, Sahakar Colony, Behind SBI, Karve Road, Erandawane. Pune- 411004

020-25434392 suratwwala@suratwwala.co.in WWW.SURATWWALA.CO.IN

CIN : L45200PN2008PLC1313611



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF SURATWWALA BUSINESS GROUP LIMITED FOR THE
YEAR ENDED 31ST MARCH 2023**

**{Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015}**

I, CS Dinesh Joshi, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by **SURATWWALA BUSINESS GROUP LIMITED** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other documents and information received from the MCA portal and stock exchange websites as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2023 ("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, includes:-

- (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: *There are no events occurred during the period which attracts provisions of these regulations, hence not applicable to the Company;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: *There are no events occurred during the period which attracts provisions of these regulations, hence not applicable to the Company;*



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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: *There are no events occurred during the period which attracts provisions of these regulations, hence not applicable to the Company;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: *There are no events occurred during the period which attracts provisions of these regulations, hence not applicable to the Company;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder.

Based on the above examination and pursuant to Circulars dated 10th April, 2023 issued by National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), 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: **We have relied on the reports of the Auditors in respect of compliance with the accounting standards and other recognized accounting practices and policies wherever available and generally take overview of the compliance in respect of accounting principles and standards as per Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.*

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	Every company shall notify the particulars of trading by designated person/promoter/promoter group/Director of the Company as specified in Regulation 7 (2) (a), to the stock exchange on which the securities are listed within two trading days of	Regulation 7 (2) (b) of SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company failed to notify the Stock Exchange within 2 working days of being aware of such trading	No Action taken	NA	The Company failed to notify the Stock Exchange within 2 working days of being aware of such trading by Designated Person	Not Levied	The Company has failed to notify the stock exchange within 2 trading days of becoming aware of such trading by designated person as per Regulation 7 (2) The Company made the delayed disclosures on 22/02/2023.	The Company has notified about the trading on 22/02/2023 to BSE & NSE	Delayed disclosures made to the stock exchange



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receipt of the disclosure or from becoming aware of such information.										
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **The Company migrated from BSE SME Platform to the BSE Main Board & NSE on 10th February, 2023, hence provisions of Regulations 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with regards to Secretarial Compliance Report was not applicable for the previous financial year.*

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										

Further pursuant to Circulars dated 10th April, 2023 issued by National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) I hereby give the following affirmation that:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
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 directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information 	Yes Yes	- -



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	<p>under a separate section on the website.</p> <ul style="list-style-type: none"> • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	-
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p>	Yes	-
	<p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	-
6.	<p><u>Preservation of Documents:</u></p> <p>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><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	Yes NA	- All Related party transactions were entered after obtaining prior approval of audit committee, therefore, point (b) is not applicable.
9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-



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11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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.	Yes	-
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-

Pursuant to SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019, I hereby give the following affirmation related to Compliances for resignation of statutory auditors from listed entities and their material subsidiaries: **NONE**

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS*
A.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There is no event of resignation and appointment/re-appointment of Auditor during the period under report.
B.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically	NA	There is no event of resignation of Auditor during the period under report therefore there is no requirement of such reporting.



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	<p>waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	<p>There is no event of resignation of Auditor during the period under report.</p>

FOR KANJ & CO. LLP
 Company Secretaries

Dinesh Joshi



DINESH JOSHI
 Designated Partner
 FCS No.: 3752
 CP: 2246
 UDIN: F003752E000396045
 Peer Review Certificate No.: 1331/2021
 Date: 27th May 2023
 Place: Pune