

STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

REGD. OFFICE :
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CIN - L65910GJ1980PLC003731

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A/95/J

June 17, 2021

BSE Ltd.,
25th 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, 2021.**

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, 2021, 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 31st March, 2021

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

- all the documents and records made available to us and explanation provided by **STANROSE MAFATLAL 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, 2021** (“Review Period”) in respect of compliance with the 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, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as applicable 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- 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.
1.	BSE E-mail dated 20/08/2020 regarding non-compliance of Regulation 17(1A) of SEBI (LODR) Regulations, 2015 and levying a fine of Rs. 214760/- for said non-compliance	Non-Compliance of Regulation 17(1A) of SEBI (LODR) Regulations, 2015 for the Quarter ended on June, 2020	Company replied vide E-mail dated 25/08/2020 informing the compliance of Regulation 17(1A) of SEBI (LODR), 2015 and to waive the fine levied	BSE Limited has informed that the matter will be placed before waiver Committee vide E-mail dated 28 th August, 2020. The approval of members by way of Special Resolution was obtained at the 40 th AGM held on 29 th August, 2020. The Company has represented that there is compliance with Regulation 17(1A) of the SEBI (LODR) during the review period

- (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 on 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

- (e) In terms of SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18th 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: 8th June, 2021



For,
MANOJ HURKAT & ASSOCIATES
Practicing Company Secretaries
FRN: P2011GJ025800


MANOJ R HURKAT
FCS No.:4287 COP No.: 2574
UDIN: F004287C000407360