CS MANOJ. R. HURKAT
B. Com., LL.B., FCS, ACIS (London)

MANOJ HURKAT & ASSOCIATES
PRACTISING COMPANY SECRETARIES

306, ARTH Complex, B/h. A. .K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : 079-2640 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com

Secretarial Compliance Report of STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED for the year ended on 31st 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 **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) 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 12th August, 2021); The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f. 13th August, 2021);
(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15th August, 2021);
(g) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (upto 15th August, 2021); The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (w.e.f. 16th 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:

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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.	BSE Limited vide E-mail dated 28th August, 2020 has informed that the matter will be placed before waiver Committee. The approval of members by way of Special Resolution was obtained at the 40th AGM held on 29th August, 2020. The Company has represented that there is compliance with Regulation 17(1A) of the SEBI (LODR) during the review period	31st March, 2021	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 has not received any further communication from BSE Limited in this matter.

MANOJ HURKAT & ASSOCIATES
FCS 4287
CP 2574
COMPANY SECRETARY

CS MANOJ. R. HURKAT
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(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.

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

MANOJ HURKAT & ASSOCIATES
FCS 4287
CP 2574
COMPANY SECRETARY

Place: Ahmedabad
Date: 24th May, 2022

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