



May 14, 2024

To  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400 051

To  
BSE Limited  
Phiroze Jeejeebhoy Towers  
21<sup>st</sup> Floor, Dalal Street  
Mumbai – 400 001

**NSE Symbol: SURAJEST**

**BSE Scrip Code: 544054**

**Dear Sir/ Madam,**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024**

**Ref: Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations')**

Pursuant to Regulation 24A of the Listing Regulations read with relevant SEBI circulars issued from time to time, we enclose herewith the Annual Secretarial Compliance Report issued by M/s. Sharma and Trivedi LLP, Company Secretaries for the financial year March 31, 2024.

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours sincerely,

**For Suraj Estate Developers Limited**

**Shivil Kapoor**

**Company Secretary & Compliance officer**

**ICSI Membership No.: F11865**

**SURAJ ESTATE DEVELOPERS LIMITED**

Aman Chambers, 3rd Floor, Century Bazaar, Prabhadevi, Mumbai, Maharashtra 400025

Call + 91 022 2437 7877 / +91 022 2436 0802 / +91 022 2432 7656 / +91 022 2436 3471

CIN no. U99999MH1986PLC040873

[www.surajestate.com](http://www.surajestate.com)

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (West), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

## Secretarial Compliance Report of Suraj Estate Developers Limited for the Financial Year ended March 31, 2024

{Pursuant to regulation 3(b) of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated  
February 08, 2019 under the SEBI (Listing Obligations & Disclosure Requirements)  
Regulations, 2015}

We, M/s. Sharma and Trivedi LLP, (LLPIN: AAW-6850), Company Secretaries, Mumbai  
have examined:

- (a) all the documents and records made available to us and explanation provided by  
**Suraj Estate Developers Limited** having CIN: U99999MH1986PLC040873  
(the “Company” “Listed entity”) {**The Equity Shares of the Company got  
listed on the Stock Exchanges BSE Limited (BSE) and National Stock  
Exchange of India Limited (NSE) w.e.f. 26<sup>th</sup> December, 2023**};
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) website of the listed entity (website address: [www.surajestate.com](http://www.surajestate.com)); and
- (d) any other document/ filing, as may be relevant, which has been relied upon to  
make this Report;

for the Financial Year ended March 31, 2024 (“**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) 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; (**Issued 11,111,111 Equity Shares of Rs.5/-  
each at an Issue price of Rs.360/- per Equity Share through an Initial Public  
Offer and listed 44,361,111 Equity Shares of Face Value of Rs.5/- each w.e.f.  
26<sup>th</sup> December, 2023 with BSE and NSE**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and  
Takeovers) Regulations, 2011, (**Not Applicable**, as there was no instance during  
the year under review);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,  
2018, (**Not Applicable**, as there was no instance during the year under review);

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (West), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable*, as there was no instance during the year under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (*The Company has issued 7,00,00,000 (Seven Crore) Secured, Non-Convertible Debentures (“NCDs”) of face value of Rs.10/- each and out of which 6,00,00,000 (Six Crore) Secured, Non-Convertible Debentures (“NCDs”) of face value of Rs.10/- each aggregating up to Rs.60,00,00,000/- (Rupees Sixty Crore Only) have been allotted on 29<sup>th</sup> February, 2024. The said Secured, NCDs are unlisted*);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Additional Affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference No.20230316-14 and NSE Circular Ref. No. NSE/CML/ 2023/21 both dated 16<sup>th</sup> March, 2023.

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	--

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (West), Mumbai – 400 080

Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities</li></ul>	Yes	--
	<ul style="list-style-type: none"><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li></ul>	Yes	--
	<ul style="list-style-type: none"><li>Timely dissemination of the documents/information under a separate section on the website</li></ul>	Yes	
	<ul style="list-style-type: none"><li>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</li></ul>	Yes	
4.	<b>Disqualification of Director:</b> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	--
5.	<b>To examine details related to Subsidiaries of listed entities:</b> <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.	<b>Preservation of Documents:</b> <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.	<b>Performance Evaluation:</b> <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	--

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (West), Mumbai – 400 080

Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or  (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	Yes  N.A.	The listed entity has obtained prior approval of Audit Committee for all related party transaction
9.	<b>Disclosure of events or information:</b>  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.	Yes	--
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	--

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:

1.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	N.A.
2.	Regulation / Circular No.	N.A.
3.	Deviations	N.A.
4.	Action Taken by	N.A.

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (West), Mumbai – 400 080

Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

5.	Type of Action	N.A.
6.	Details of Violation	N.A.
7.	Fine Amount	N.A.
8.	Observations/Remarks of the Practicing Company Secretary	N.A.
9.	Management Response	N.A.
10.	Remarks	N.A.

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

1.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	N.A.
2.	Regulation / Circular No.	N.A.
3.	Deviations	N.A.
4.	Action Taken by	N.A.
5.	Type of Action	N.A.
6.	Details of Violation	N.A.
7.	Fine Amount	N.A.
8.	Observations/Remarks of the Practicing Company Secretary	N.A.
9.	Management Response	N.A.
10.	Remarks	N.A.

**We further report that** There was no event of resignation of statutory auditor of the Company during the review period and as such, the compliance of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, issued by the Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

## 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.

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (West), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

**For Sharma and Trivedi LLP  
Company Secretaries**

*M. Vishwanath*



---

**Vishwanath**  
**Designated Partner**  
**Membership No.: A14521**  
**CP No.: 25099**  
**UDIN: A014521F000327603**  
**PR No.: 5560/2024**

**Date: 07<sup>th</sup> May, 2024**  
**Place: Mumbai**