



May 30, 2025

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
21st 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, 2025

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 Rathi & Associates, Company Secretaries for the financial year March 31, 2025.

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours sincerely,

For Suraj Estate Developers Limited

Mukesh Gupta
Company Secretary & Compliance officer
ICSI Membership No.: F6959

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT

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

of

Suraj Estate Developers Limited ("the Company")
for the Financial Year ended March 31, 2025

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2025.

We have examined:

- (a) all the documents and records made available to us and explanation provided by the Company and its officers;
- (b) the filings/ submissions made by the Company to the Stock Exchanges;
- (c) website of the Company; and
- (d) document / filings, made by the Company and made available to us, which has been relied upon to make this Report,

for the Financial Year ended on March 31, 2025 ("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) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; as amended;
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- (d) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
- (e) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended.

Provisions of the following Regulations and circulars / guidelines issued under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and circulars / guidelines issued thereunder were not applicable to the Company during the Review Period:

- (a) the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; as amended; and
- (b) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended.
- (c) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; as amended;

and circulars / guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:



(a) The Company 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)	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	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website. Provided that the listed entity shall make such disclosures every six months on the date of	Regulation 23(9) of SEBI (Listing Obligations And Disclosures Requirements) Regulation, 2015	Delay of 1 day in submission of disclosure of related party transactions with stock exchanges pursuant to Regulation 23(9) of SEBI (LODR) Regulations. The Board Meeting of the Company for approval of quarterly and yearly Audited Financial Results, was held on May 07, 2024. However, the	BSE Limited & National Stock Exchange of India Limited	Imposition of Fine	Delay in submission of the disclosures of related party transactions	Rs.5000 + GST	Delay in submission of disclosure of related party transactions	The Company paid the fine imposed by the Stock Exchanges on June 29, 2024.	-



3.	Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.	Regulation 24A(1)(a) of Securities And Exchange Board Of India (Listing Obligations And Disclosures Requirements Regulations, 2015	The Company did not annex to the Directors' Report, the copies of Secretarial Audit Report in Form MR. 3 for its material subsidiaries namely Skyline Realty Private Limited and Accord Estates Private Limited in the Annual Report for the Financial Year 2023-24.	-	-	-	-	-	January 08, 2025.	The said omission occurred due to inadvertence.
----	---	--	--	---	---	---	---	---	-------------------	---



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

Sr. No.	Observations / Remarks of the Practicing Company Secretary	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any	Remedial actions, if any,	Comments of the PCS on the actions taken by the Company
-	-	-	-	-	-	-



We hereby report that, during the review period the compliance status of the Company with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the Company 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.</p>	Yes	-
	<u>Adoption and timely updation of the Policies:</u>		
2.	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Company. 	Yes	-
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI. 	Yes	-
	<u>Maintenance and disclosures on Website:</u>		
3.	<ul style="list-style-type: none"> The Company is maintaining a functional website. 	Yes	-
	<ul style="list-style-type: none"> Timely dissemination of the documents / information under a separate section on the website. 	Yes	-
	<ul style="list-style-type: none"> 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. 	Yes	-
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.</p>	Yes	-



	<u>To examine details related to Subsidiaries of the Company:</u>		
5.	(a) Identification of Material Subsidiary Companies.	NA	The Company did not have any material subsidiary during the financial year 2024-25.
	(b) Requirements with respect to disclosure of Material as well as other Subsidiaries.	Yes	-
6.	<u>Preservation of Documents:</u> The Company 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.	Yes	-
7.	<u>Performance Evaluation:</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year / during the Financial Year as prescribed in SEBI Regulations.	Yes	-
	<u>Related Party Transactions:</u>		
8.	(a) The Company has obtained prior approval of Audit Committee for all related party transactions.	Yes	-



	(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	NA	The Company had obtained prior approval of Audit Committee for all Related Party Transactions.
9.	<u>Disclosure of events or information:</u> The Company 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.	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3 (5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action (s) has been taken against the Company / 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 or The actions taken against the Company / its Promoters/ Directors/ Subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	-
12.	<u>Resignation of Statutory Auditors from the Company or its Material Subsidiaries:</u> In case of resignation of Statutory Auditor from the Company or any of its Material Subsidiaries during the Financial Year, the Company and / or	NA	There was no Resignation of statutory auditors from the listed entity. The



	its Material Subsidiary (ies) has / have complied with Paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the Company.		Company did not have any material subsidiaries, during the financial year under review.
13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	-

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.: NA

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 Company.
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.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For RATHI & ASSOCIATES,
COMPANY SECRETARIES

Neha R Lahoty

NEHA R LAHOTY
PARTNER
MEM. NO.: FCS 8568
COP. NO.: 10286

UDIN: F008568G000477641
P. R. CERT. NO: 6391/2025
FIRM REGISTRATION NO: P1988MH011900



DATE: MAY 28, 2025
PLACE: MUMBAI