

**CIN : L17110MH1892PLC000089**

REGISTERED OFFICE : FLAT NO.1, GROUND FLOOR, HARSH APARTMENT,  
PLOT NO. 211, SECTOR - 28, VASHI, NAVI MUMBAI - 400 703, INDIA.  
TEL: 91 22 2766 0004  
E-MAIL: standardgrievances@rediffmail.com  
WEBSITE: www.standardindustries.co

MJN:SH-7:33:64

25<sup>th</sup> May, 2023

The Senior General Manager,  
(Listing Compliance Manager)  
BSE Limited  
24th Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai-400 001.  
Scrip Code : 530017

The Secretary,  
Listing Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai-400 051.  
Symbol: SIL

Dear Sir,

**Sub: Compliance under Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report dated 22<sup>nd</sup> May, 2023 duly issued by M/s Nishant Jawasa & Associates, Company Secretaries for the year ended 31<sup>st</sup> March, 2023.

Please take the same on your record.

Thanking you,  
Yours faithfully,  
For STANDARD INDUSTRIES LIMITED,

(MRS. T.B. PANTHAKI)  
VICE PRESIDENT (LEGAL)  
& COMPANY SECRETARY

Encl:

# Nishant Jawa& Associates Company Secretaries

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

Secretarial Compliance Report of Standard Industries Limited  
CIN: L17110MH1892PLC000089

For the Financial Year ended 31<sup>st</sup> March, 2023

[Pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members,  
Standard Industries Limited

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Standard Industries Limited ("the listed entity"), having its Registered Office at Flat No.1, Ground Floor, Harsh Apartment Plot No. 211, Sector-28, Vashi Navi Mumbai- 400703. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We M/s. Nishant Jawa& Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by 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 31<sup>st</sup> March, 2023 in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India.

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; **Not applicable during the period review.**
- (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; **Not applicable**

during the period review.

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the period review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the period review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and applicable Regulations and circulars/guidelines issued hereunder;

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>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.</p>	YES	None
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <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> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	YES	None
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <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	None

4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	None
5.	<b>Details related to Subsidiaries of listed entities have Been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as Other subsidiaries	NA YES	The Company does not have material subsidiary however, it has two subsidiaries company.
6.	<b>Preservation of Documents:</b> 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.	YES	None
7.	<b>Performance Evaluation:</b> The listed entity 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	None
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES	The Company has obtained prior approval of Audit Committee for all related party transactions, whenever required.
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	None
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	None



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been 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 except as provided under separate paragraph herein (**).	Yes	
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI Regulation/circular/guidance note etc.	Yes	During the financial year 2022-23 the BSE & NSE has imposed the fine as per Regulation 17(1A) of SEBI (LODR) Regulation, 2015 for June & September Quarter.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	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	NA	Not applicable during the period under the review.
	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	NA	
	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	

2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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 waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor propose store sign, 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:</p> <p>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>	NA	During the review period, there was no resignation of the Statutory Auditor of the company.
3.	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 18 <sup>th</sup> October, 2019.	NA	During the review period, there was no resignation of the Statutory Auditor of the company.

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:

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	Compliance related to the appointment of Director who attained the age of 75 years.	Regulation 17(1A) of SEBI (LODR) Regulation, 2015.	--	BSE Ltd & NSE Ltd	Fine	The Company has not obtained prior approval of members for appointment of Mr. Khurshed Meherwanji Thanawalla, aged above 75 years, as a Non-Executive Independent Director of the Company as required under Regulation 17 (1A) of SEBI (LODR) Regulation, 2015.	<table border="1"> <tr> <td colspan="2">BSE</td> </tr> <tr> <td>June 22</td> <td>Rs. 1,01,480/-</td> </tr> <tr> <td>Sept emb er, 22</td> <td>Rs. 1,13,280 /-</td> </tr> <tr> <td colspan="2">NSE</td> </tr> <tr> <td>June 22</td> <td>Rs. 1,01,480/-</td> </tr> <tr> <td>Sept emb er, 22</td> <td>Rs. 1,13,280 /-</td> </tr> </table>	BSE		June 22	Rs. 1,01,480/-	Sept emb er, 22	Rs. 1,13,280 /-	NSE		June 22	Rs. 1,01,480/-	Sept emb er, 22	Rs. 1,13,280 /-	Mr. Khurshed Meherwanji Thanawalla, a person aged more than 75 years, was appointed by the Board as a Non-Executive Independent Director of the Company on 19 <sup>th</sup> May, 2022 for which prior approval of shareholders was required to be obtained in terms of Regulation 17 (1A) of SEBI (LODR) Regulation, 2015. However, approval of shareholders was obtained on 18 <sup>th</sup> August, 2022.	The management of the Company has explained that However, Securities Appellate Tribunal, Mumbai (SAT) in its order dated 27th April, 2023 in a matter of Nectar Life Sciences Ltd. v/s SEBI and NSE has mentioned that the word "unless" depicted in Regulation 17(1A) does not mean "prior approval" nor the requirement of passing a special resolution is a qualificatory condition for appointment of a person as a Director. SAT has further stated that no penalty could have been imposed for violation of Regulation 17(1A) of the LODR Regulations.  The management is intending to apply and hopeful for waiver.	--
BSE																						
June 22	Rs. 1,01,480/-																					
Sept emb er, 22	Rs. 1,13,280 /-																					
NSE																						
June 22	Rs. 1,01,480/-																					
Sept emb er, 22	Rs. 1,13,280 /-																					

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

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
NIL										

**Assumptions & Limitation 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 certify based upon 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 Book 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 managements has conducted the affairs of the listed entity.

Place: Mumbai

Date: 22<sup>nd</sup> May, 2023

UDIN: F006557E000345830



Nishant Jawasa & Associates  
Company Secretaries

*Nishant*

Nishant Jawasa  
Proprietor

FCS-6557

C.P. No. 6993

Peer Review No: 1706/2021