

FORM NO. MR-3

SECRETARIAL AUDIT REPORTFor the Financial Year ended 31st MARCH 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of

Sanstar Limited

CIN: U15400GJ1982PLC072555

Registered Office: Sanstar House" Nr. - Parimal Under Bridge,

Opp. - Suvidha Shopping Centre, Paldi, Ahmedabad

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sanstar Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2022, according to the provisions of:-

1. The Companies Act, 2013 ("the Act") and Rules made thereunder as amended/modified.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; (Not applicable to the Company during the audit period).
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not applicable to the Company during the audit period).
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable as the company has not listed its shares on any Stock Exchange during the financial year under review);

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;(Not applicable as the company has not listed its shares to any Stock Exchange during the financial year under review);
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable as the company has not listed its shares to any Stock Exchange during the financial year under review);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, (Not applicable as the company has not listed its shares to any Stock Exchange during the financial year under review);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not applicable as the company has not listed its shares on any Stock Exchange during the financial year under review);
- (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with clients; (Not applicable as the Company is not registered as Registrar and Transfer Agent during the financial year under review);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as there was no reportable event during the period under review) ;

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not applicable as there was no reportable event during the period under review) ; And
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Not applicable as there was no reportable event during the period under review) ;
6. The management has identified and confirmed the following laws as specifically applicable to the Company;
- a) Goods & Service Tax Act, 2017
 - b) Custom Act, 1962
 - c) Income Tax Act, 1961 and Indirect Tax Laws
 - d) Indian Stamp Act, 1999
 - e) Limitation Act, 1963
 - f) Negotiable Instrument Act, 1981
 - g) Registration Act, 1908
 - h) Sale of Goods Act, 1930
 - i) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
 - j) Following Labour laws as applicable to the Company
 - k) The Factories Act, 1948 and rules made thereunder,
 - l) Payment of wages Act, 1936 and rules made thereunder,
 - m) The Workmen's Compensation Act, 1976 and rules made thereunder
 - n) Minimum wages Act, 1948 and rules made thereunder,
 - o) Payment of Bonus Act, 1965 and rules made thereunder,
 - p) Payment of Gratuity Act, 1972 and rules made thereunder,

7. We have also examined compliance with the applicable clauses of the Secretarial Standard with regard to the meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

8. We further report that -

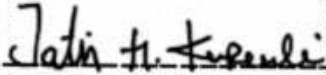
The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

Adequate notice is given to all Directors to schedule the Board Meetings, the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and Majority of decisions at Board Meetings and Committee Meetings, if any are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, if any, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

9. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
10. We further report that during the audit period, the no significant events have taken place during the year under review.

This report is to be read with our letter of even date, which is annexed as "Annexure-1" and forms an integral part of this report



Jatinbhai Harishbhai Kapadia

K. Jatin & Co

Company Secretary

COP: 12043

FCS: 11418

Peer Review Cert. No: 1753/2022.

UDIN: F011418D000613415



Date: 05-09-2023

Place: Ahmedabad

To,

The Members of

Sanstar Limited

CIN: U15400GJ1982PLC072555

Registered Office: Sanstar House" Nr. - Parimal Under Bridge,

Opp. - Suvidha Shopping Centre, Paldi, Ahmedabad

Our report of even date is to be read along with this letter.

1. The maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for Our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report 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.

Jatin H. Kapadia

Jatinbhai Harishbhai Kapadia

K. Jatin & Co

Company Secretary

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Date: 05-09-2023

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