MORARKA FINANCE LIMITED

Regd Off : 511, Maker Chambers V, 221, Nariman Point, Mumbai – 400 021, Tel.: 22832468, 22042945 Fax : 22047288
www.morarkafinance.in, investors@morarkafinance.in
CIN : L67120MH1985PLC035632

REF: MFL/ 2025-26/026 Date: May 09, 2025

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai - 400 001
Fax: 22723 2082 /3132

Scrip Code: 511549

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

Dear Sir,

Pursuant to Regulation 24(A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2025 issued by M/s. VKM & Associates, Practicing Company Secretaries.

Kindly acknowledge the receipt and take the same on record.

Thanking you,
Yours Sincerely

Divya Sunil Agarwal
Digitally signed by Divya Sunil Agarwal
Date: 2025.05.09 14:37:47 +05'30'

Divya Agarwal
Company Secretary & Compliance officer

VIJAY KUMAR MISHRA
B. Com (Hons.), A C A . F C.S
PARESH D PANDYA
B. Com., A.C.S.

VKM & ASSOCIATES
PRACTISING COMPANY SECRETARIES
116,Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind
Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel. : 2207 7267
Fax : 2207 7542 Mob.: 93229 77388
E-mail: vkmassociates@yahoo.com

Annual Secretarial Compliance Report for the year ended 31st March 2025

The Members,
MORARKA FINANCE LIMITED
511, Maker Chambers V,
221, Nariman Point,
Mumbai – 400021.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Morarka Finance Limited** (hereinafter referred as 'the listed entity'), having its registered office at 511, Maker Chambers V, 221, Nariman Point, Mumbai-400021, India. 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 the listed entity has, during the review period covering the financial year ended on 31 March, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, VKM & Associates, Practicing Company Secretaries, have examined:

a. All the documents and records made available to us and explanation provided by **Morarka Finance Limited** ("the listed entity"),
b. The filings/ submissions made by the listed entity to the stock exchange,
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 finacial year ended **31st March, 2025** ("Review Period") in respect of compliance with the provisions of:

i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities andExchange 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;- (Not Applicable to the Company during the review period)
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 to the Company during the review period);
e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the review period);
f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period);
g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - (Not applicable during the review period);
h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
j. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (Not applicable during the review period);

VKM & ASSOCIATES
COMPANY SECRETARIES

Thereby based on the above examination, we hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	**Secretarial Standard** The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	**YES**	—
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	**YES**	—
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • 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.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	**YES**	—

5.	**<u>To examine details related to Subsidiaries of listed entities:</u>** • Identification of material subsidiary companies. • Requirements with respect to disclosure of material as well as other subsidiaries.	**N.A**	—
6.	**<u>Preservation of Documents:</u>** 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**	—
7.	**<u>Performance Evaluation:</u>** 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	**YES**	—
8.	**<u>Related Party Transactions:</u>** • The listed entity has obtained prior approval of Audit Committee for all Related party transactions • 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**	—
9.	**<u>Disclosure of events and information:</u>** The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	**YES**	—

10	**<u>Prohibition of Insider Trading</u>** The listed entity 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 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	**Additional Non-compliances, if any:**	**YES- Mentioned Below on Page 6**	—

(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 Action	Details Violation	Fine Amount (Rs.)	Observation/ Remarks of PCS	Management Remark	Remarks
1.	Regulation 20(2)/(2A) Non-compliance with the constitution of Stakeholder relationship committee	Fines as per SEBI circular no. SEBI/HO/ CFD/PoD2 /CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)- Penal Action for Non-Compliance).	Non-compliance with the constitution of stakeholder relationship committee (SRC) for Quarterended September 2024.	Bombay Stock Exchnage (BSE)	Fine	Non-compliance for appointment of Chairman of SRC for Quarterended September 2024.	14,160/-	The Company had filed Corporate Gvernance Report for the Quarter ending September 2024 stating that there is no regular chairperson for SRC due to completion of tenure of Mr. B J Maheshwari on 23/09/24. The Company then filed revised Corporate Governance Report as well. Further, on 27/12/24, the Company has paid the entire fine.	The Company had filed an application for for waiver of Fine *vide* Letter dated 20/12/24.	Fine has been paid on 10/12/24 for Rs.14,160/- and Inovice dated 27/12/24 received from BSE.

(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	Observation/ Remarks of PCS	Management Remark	Remarks
NA										

(c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my/our examination of those records.

For VKM & ASSOCIATES
Company Secretaries

(Vijay Kumar Mishra)
Partner
C.P.No.4279
FCS No.: 5023

PR. No. : 1846/2022
UDIN : F005023G000301209

Place : Mumbai
Date : 08/05/2025