

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Date: May 30, 2023

To,
The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1 Block G
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400050

Symbol: - MASKINVEST

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2023 pursuant to Regulation 24A of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

Dear Madam / Sir,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and NSE Circular No. NSE/CML/ 2023/30 dated April 10, 2023, please find enclosed Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023 issued by Dhirren R. Dave & Co., Practicing Company Secretaries (PCS).

You are requested to take the same on your records.

Thanking You,

FOR MASK INVESTMENTS LIMITED

Ritu Agarwal
Company Secretary & Compliance Officer
Membership No: A70605

Encl: As above

DHIRREN R. DAVE & CO.

Company Secretaries

B-103, International Commerce Center (ICC), Near Kadiwala School,
Ring Road, SURAT- 395002, Phone: 0261-2460903, 2475122, 9879104642,
Email:contact@drdcs.net

Annual Secretarial Compliance Report of Mask Investments Limited for The Financial Year Ended 31st March, 2023

To
The Members,
Mask Investments Limited
Office No.908, 9th Floor, Rajhans Montessa
Dumas Road, Magdalla, Choryasi
Surat-395007, Gujarat, India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s Mask Investments Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 908, 9th Floor Rajhans Montessa Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations 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 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter

Date : 30.05.2023

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UDIN: A028554E000426732

We, M/s Dhirren R Dave & Co., Practicing Company Secretaries, have examined:

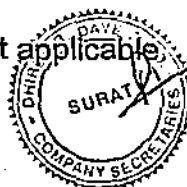
- (a) all the documents and records made available to us and explanation provided by Mask Investments Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31 March, 2023 ("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 there under ; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

There are no events occurred during the year which attracts provisions of following regulations hence they are not applicable.

Date : 30.05.2023



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- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.
- and circulars/guidelines issued thereunder.

And based on the above examination, We hereby report that, during the Review Period :

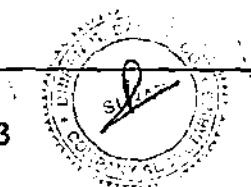
I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of matter specified in Annexure-I.

(b) Actions taken by listed entity to comply with the observations made in previous reports – Not applicable being first year of report.

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

Sr. No.	Particular	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
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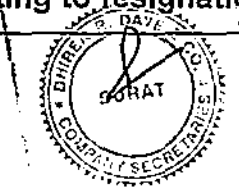
Date : 30.05.2023



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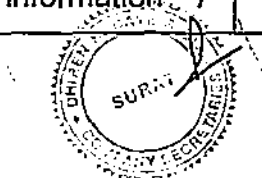
UDIN: A028554E000426732

1.	<p>Compliance with the following conditions while appointing/re-appointing an auditor</p> <p>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</p> <p>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</p> <p>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.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>None</p>
2.	<p>Other conditions relating to resignation of statutory auditor</p>		



<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 proposes to resign, 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 /</p>	<p>NA</p>	<p>None</p>
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Date : 30.05.2023



	<p>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: 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>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in	NA	None

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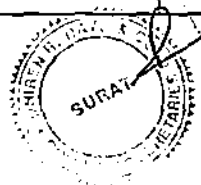


the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
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III. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards:</u> 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><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • 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 	Yes	None

Date : 30.05.2023

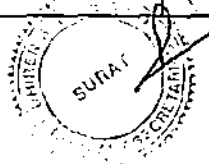


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	reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.		
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination 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	None
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) disclosure requirement of material as well as other</p>	Yes	None.

Date : 30.05.2023

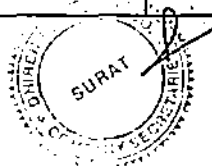


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	subsidiaries.		
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
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	None
8	<u>Related Party Transactions:</u> (a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes	None
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within	Yes	None

Date : 30.05.2023



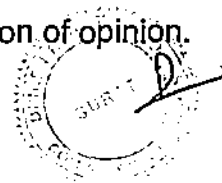
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	the time limits prescribed thereunder.		
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	As per Annexure-I	As per Annexure-I,
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	None

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.



Date : 30.05.2023

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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.

Place: SURAT
Date: 30.05.2023

For DHIRREN R. DAVE & CO.,
COMPANY SECRETARIES
UIN: P1996GJ002900
P/R.No. : 2144/2022



PINAL KANDARP SHUKLA
Principal Partner
ACS:28554, CP :10265
UDIN: A028554E000426732

Date : 30.05.2023

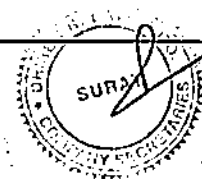
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Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
1	Financial Result	Regulation 33- Financial Result of SEBI (LODR) Regulation 2015	Financial Result is not as per SEBI format.	National Stock Exchange of India Limited	Clarification sought via letter by NSE dated 15.06.2022	Clarification sought via letter by NSE dated 15.06.2022	-	Clarification sought via letter by NSE dated: 15.06.2022 regarding Financial Result submitted is not as per Format and Legible copy of Financial Results not submitted	Company Replied Vide Letter dated 20.06.2022 and also resubmitted Financial Result as per SEBI format.	-
2	Appointment of Additional Director Mr. Jayesh Rasiklal Gandhi	-	Appointment of Additional Director Mr. Jayesh Rasiklal Gandhi	National Stock Exchange of India Limited	Clarification sought via letter by NSE dated 05.08.2022	Clarification sought via email by NSE dated 05.08.2022	-	Clarification sought via email by NSE dated 05.08.2022 regarding detailed reasons for resignation letter, other directorships etc.	Company Replied Vide Letter dated 17.08.2022.	-
3	Appointment of Additional Director Mrs. Ayushi Manish Saboo	-	Appointment of Additional Director Mrs. Ayushi Manish	National Stock Exchange of India Limited	Clarification sought via letter by NSE dated 05.08.2022	Clarification sought via email by NSE dated 05.08.2022	-	Clarification sought via email by NSE dated 05.08.2022 regarding Disclosure of Relationship	Company Replied Vide Letter dated 17.08.2022.	-



			Saboo					between Director and Affirmation of not Debarred from holding office of Director.		
4	Composition of Board Regulations 17(1) LODR 2015	Regulations 17(1) LODR 2015 SEBI Circular No. <u>SEBI/HO/CFD/CMD/CIR/P/2020/12</u> dated <u>January 22, 2020</u>	Non-Compliance of Regulations 17(1) of SEBI (LODR) 2015	National Stock Exchange of India Limited	Clarification sought via email by NSE dated 23.01.2023 and 27.02.2023 Show cause notice with Fine of Rs. 3,42,200/- imposed by NSE vide notice dated 21.02.2023	Non-Compliance of Regulations 17(1) of SEBI (LODR) 2015 for Quarter ended 31.12.2022	Rs. 3,42,200/-	Clarification sought via email by NSE dated: 23.01.2023 and 27.02.2023 Show cause notice with Fine of Rs. 3,42,200/- imposed by NSE vide notice dated 21.02.2023 regarding Composition of Board of Directors of the Company.	Company Replied Vide email dated 16.02.2023, 28.02.2023 and 01.03.2023.	-
5	Regulations 31(1) (b) of LODR 2015	Regulations 31(1) (b) of LODR 2015	Difference in SDD (System Driven Disclosures and SHP (Shareholding pattern)	National Stock Exchange of India Limited	Clarification sought by NSE vide email dated 13.03.2023	Difference in SDD (System Driven Disclosures and SHP (Shareholding Pattern) for the quarter ended December 31, 2022.	-	Clarification sought by NSE vide email dated 13.03.2023 regarding mismatch in System Driven Disclosure and Shareholding pattern as on December, 2022 filed by the Company.	Company has replied vide letter dated 18.03.2023	-



6	Clarification with respect to Announcement dated 27.03.2023	-	Clarification	National Stock Exchange of India Limited	Clarification sought by NSE vide email dated 27.03.2023	Clarification sought by NSE vide email dated 27.03.2023	-	Clarification sought by NSE vide email dated 27.03.2023 regarding date of event of cessation of Mr. Narayan Saboo from the post of Compliance Officer	Company has replied vide letter dated 30.03.2023	
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