

Secretarial Compliance Report of Naperol Investments Limited for the year ended March 31, 2025

**To,**  
**The Board of Directors**  
**NAPEROL INVESTMENTS LIMITED**  
**(Formerly known as National Peroxide Limited)**  
**Neville House, J N Heredia Marg, Ballard Estate,**  
**Mumbai - 400001**

We Parikh & Associates have examined:

all the documents and records to the extent made available to us and explanations and representations provided by Naperol Investments Limited (“the listed entity”),

- a) the filings/ submissions made by the listed entity to the stock exchanges,
- b) Website of the listed entity,
- c) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 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, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and amendments from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SAST Regulations”) and amendments from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments from time to time; (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 and amendments from time to time; (Not applicable to the Company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the review period)

- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and amendments from time to time;  
 h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and amendments from time to time;

and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that, during the Review Period:

- a) The listed entity has generally 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 (Advisory/ Clarification /Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Compliance requirements as per SAST Regulations.	Regulations 5(1) read with 3(2), 29(2), 30 of SAST Regulations.	Non disclosure /delayed disclosure/inadequate disclosure by the Company being one of the promoters of The Bombay Burmah Trading Corporation Limited ("BBTCL") as required under regulations 5(1) read with 3(2), 29(2), 30 of SAST Regulations.	SEBI	Settlement Order	Same as mentioned in deviation column	Rs. 18,71,216/- paid by the Company for the settlement order being its part of settlement amount.	-	With the passing of this Settlement Order the proceedings that may be initiated by SEBI, has been disposed off.	-

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NOT APPLICABLE						

(c) we hereby report that, during the review period the compliance status of the listed entity 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 listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></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 has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></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	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013</p>	Yes	-

## Continuation Sheet

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The Company does not have any subsidiary Company.
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 the LODR Regulations.	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/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) 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 or 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	-

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 except as mentioned below:</p> <p>i) The Securities and Exchange Board of India issued an order in the matter of the Bombay Dyeing and Manufacturing Company Limited (BDMCL) under sections 11(1), 11(2)(e), 11(4), 11(4A), 11B(1), 11B(2) and 15i of the SEBI Act, 1992 read with Rule 5 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995, which also involves the Promoter Directors of the Company. The Promoter Directors and the concerned noticees submitted appeal to Securities Appellate Tribunal (SAT) against the said order. The SEBI Order has been stayed by the SAT vide its order dated 10<sup>th</sup> November 2022 on the basis of appeal by the Noticees at SAT. On 3<sup>rd</sup> April 2025 after hearing the parties, the Hon'ble Bench directed the captioned matter to be reserved for orders.</p> <p>ii) The SEBI has passed a Settlement Order dated January 10, 2025 (Ref: SO//PSD/2024-25/7288), pursuant to a settlement application filed by the Company being one of the Promoters of The Bombay Burmah Trading Corporation Limited, (BBTCL) and its promoter Director, in connection with alleged violations of certain provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. With the passing of the said Settlement Order, the Company paid its part of the settlement amount of Rs.18,71,216/- and the proceedings that may be initiated by SEBI, has been disposed off.</p>	Yes (Except explanation as provided in para 11)	<p>i) On 3<sup>rd</sup> April, 2025 after hearing the parties, the Hon'ble Bench directed the captioned matter to be reserved for orders.</p> <p>(ii) SEBI has passed a settlement order dated 10<sup>th</sup> January 2025. The Company and its promoter Director paid their proportionate part of settlement amount and the proceedings that may be initiated by SEBI has been disposed off.</p>
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or 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 listed entities.</p>	NA	There was no resignation of statutory auditors from the Company and the Company does not have any material subsidiary.
13.	<p><u>No Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any of the SEBI regulations/circular/guidance note etc. except as reported above.</p>	Yes	-

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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. **Not Applicable**

**Assumptions & Limitation of scope and Review:**

1. The compliance with applicable laws and the authenticity of documents and information provided is the sole responsibility of the management of the listed entity.
2. Our responsibility is limited to certifying compliance based on our examination of relevant documents and information. This engagement does not constitute an audit nor an expression of opinion.
3. We have not conducted any verification with respect to the correctness or appropriateness of the financial records or the Books of Accounts of the listed entity.
4. This Report is prepared solely for the purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It should not be construed as an assurance on the future viability of the Company or the effectiveness of its management.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

**For Parikh & Associates**

Shalini  
Mohan Bhat

**Signature:**

**Name of the Practicing Company Secretary: Shalini Bhat**

**FCS No.:6484 CP No.:6994**

**UDIN: F006484G000364028**

**PR No.:6556/2025**

**Place: Mumbai**

**Date: May 16, 2025**

Digitally signed by Shalini Mohan Bhat  
DN: cn=Shalini Mohan Bhat, o=Parikh & Associates, ou=Parikh & Associates, email=shalini@parikhassociates.com, c=IN  
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Date: 2025.05.16 22:23:21 +05'30'