



Explicit Finance Limited

305, Sohan Commercial Plaza, Opp. Shivsena Office,
Vasai (E), Dist Palghar - 401210.

TEL. : 9320478152

CIN No. L6599 OMH 1994 PLC 076788

Website : www.explicitfinance.net

Email : explicit_finance@rediffmail.com

May 30, 2024

To,
The General Manager-Listing,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Scrip Code: 530571

Company Name: Explicit Finance Limited

Sub: Annual Secretarial Compliance Report for year ended March 31, 2024

Dear Sir/Madam,

Kindly find enclosed herewith Annual Secretarial Compliance Report 24A for the year ended March 31, 2024 and take same on your record.

This is for your information and record.

Thanking you

Yours faithfully,

Thanking you,
Regards,

Gopal Dave
Director

DIN : 00334120





VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

Off. No. 12, B Wing, Smital Avenue, Hatkesh Udyog Nagar Road, Near JP North,
Mira Road (East), Thane - 401107. Mob. : +91 99870 66314, +91 93217 99780

Web : www.vishalmanseta.com Email : vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

**SECRETARIAL COMPLIANCE REPORT OF
EXPLICIT FINANCE LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by EXPLICIT FINANCE LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at 305, Sohan Commercial Plaza, Opp. Shivsena Office, Vasai East, Thane - 401210 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 my 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, 2024, 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:

I Vishal N. Manseta, Practicing Company Secretary have examined:

- a) all the documents and records made available to us and explanation provided by EXPLICIT FINANCE 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 March 31, 2024 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;

The Company has complied with the regulations, mandatory (quarterly/half yearly/annual) compliances as well as event-based compliances.

- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

The Company has complied with the regulations to the extent applicable, during the period under review.

- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The Company has complied with the regulations during the period under review except on couple of occasions where in violation was reported to the exchange(s).

- d) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

The Company has complied with the regulations to the extent applicable, during the period under review.

- e) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
and circulars / guidelines issued thereunder;

The Company has complied with the regulations to the extent applicable, during the period under review.

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Annexure A

1. Based on various discussions with SEBI, following are the additional affirmations to be provided while submitting ASCR

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"> • 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 Yes	
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; and • 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 Yes Yes	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>a) Identification of material subsidiary companies</p> <p>b) disclosure of material as well another subsidiaries</p>	NA NA	The company does not have any subsidiaries The company does not have any subsidiaries
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>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</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>A) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>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</p>	Yes Yes	

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No actions 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</p>	NA	SEBI has not taken any actions against the company during the period under review.
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>Any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.</p>	No	Additional non-compliances were not observed during the period under review.

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.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	Compliances with the following conditions while appointing / re-appointing an auditor		
	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	I) The Statutory Auditor has not resigned during the period under 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	II) The Statutory Auditor has not resigned during the period under review.
	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	III) The Statutory Auditor has not resigned during the period under review.
2.	Other conditions relating to resignation of a statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:		
	a) In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / noncooperation 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.	NA	a) The Statutory Auditor has not resigned during the period under review.
	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	NA	b) The Statutory Auditor has not resigned during the period under review.

VISHAL N. MANSETA
PRACTICING COMPANY SECRETARY

	<p>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>	<p>NA</p> <p>NA</p>	<p>c) The Statutory Auditor has not resigned during the period under review.</p> <p>The Statutory Auditor has not resigned during the period under review.</p>
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 18th October, 2019.	NA	The Auditor has not resigned during the period under review.

(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
No such Action was taken										

VISHAL N. MANSETA
PRACTICING COMPANY SECRETARY

(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
No such Action was taken										

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 certify based upon our 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 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.

For **Vishal N. Manseta**
(Practicing Company secretary)

Date : May 30, 2024
Place : Mumbai
UDIN : A025183F000500482

(Vishal N. Manseta)
M. No : 25183
CP No : 8981
PRC No: 1584/2021