

APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

Corporate Office: C-1/9 First Floor, Sector – 31, Gautam Budh Nagar, Noida, 201301

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

PH # 0120 - 4372849

29th May, 2024

To

The Department of Corporate Services,

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Scrip Code- 539545

Dear Sir/Madam,

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

Pursuant to regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed the Annual Secretarial Compliance Report for the year ended on 31st March, 2024 issued by M/s SPR & CO., practicing Company Secretaries.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,

For **Apoorva Leasing Finance & Investment Company Limited**

Nitin Dubey

Company Secretary

Encl: as above

SECRETARIAL COMPLIANCE REPORT OF M/S APOORVA LEASING FINANCE &
INVESTMENT COMPANY LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

To,
The Board of Directors
M/s **Apoorva Leasing Finance & Investment Company Limited**
C-1/9, Sector 31, Noida, U.P.-201301

I, S.P. Ranjan, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s **Apoorva Leasing Finance & Investment Company Limited** (CIN- L74899DL1983PLC016713) (“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 financial year ended March 31, 2024 (“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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable for reporting audit 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 for reporting audit period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable for reporting audit period)**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for reporting audit period)**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable for reporting audit period)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

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 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
1.	Maintenance of Structured Digital Database under the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Company has not complied with requirement of maintenance of SDD under SEBI (Prohibition of Insider Trading) Regulations, 2015	-	-	-	-	Company has not complied with requirement of maintenance of SDD under SEBI (Prohibition of Insider Trading) Regulations, 2015	Company is in process to comply with requirement of maintenance of SDD under SEBI (Prohibition of Insider Trading) Regulations, 2015	Company has not complied with requirement of maintenance of SDD under SEBI (Prohibition of Insider Trading) Regulations, 2015
2.	submission of Shareholding Pattern to Stock Exchange within 21 days Under Regulation 31(1)(b) of Sebi (LODR) Regulations 2015 for Quarter ended 30.09.2022	Regulation 31(1)(b) of Sebi (LODR) Regulations 2015	Company has not submitted Shareholding Pattern within 21 days from the end of Quarter as stipulated in Regulation 31(1)(b) of Sebi (LODR) Regulations 2015	BSE	Fine levied by BSE	Company submitted the shareholding pattern for quarter ended on 30.09.2022 after due date on 11/11/2022	49,560/-	The waiver Application was disposed off by BSE on May 08, 2023 with the direction to pay the fine within 10 days from disposal of waiver application. However Fine was not paid by the company.	Due to Financial Constraints, Company was not able to pay the Fines as levied by BSE.	a. CDSL on directive of BSE has frozen DMAT Account No - 1302070000031948 of Mr Atul Singh Tyagi, Promoter and MD of Company. b. NSDL on directive of BSE has frozen DMAT Account No- IN30612210147391/

1.	submission of Shareholding Pattern to Stock Exchange within 21 days Under Regulation 31(1)(b) of Sebi (LODR) Regulations 2015 for Quarter ended 30.09.2022	Regulation 31(1)(b) of Sebi (LODR) Regulations 2015	Company has not submitted Shareholding Pattern within 21 days from the end of Quarter as stipulated in Regulation 31(1)(b) of Sebi (LODR) Regulations 2015	BSE	Fine levied by BSE	Company submitted the share holding pattern for quarter ended on 30.09.2022 after due date on 11/11/2022	49,560/-	The waiver Application was disposed off by BSE on May 08, 2023 with the direction to pay the fine within 10 days from disposal of waiver application. However Fine was not paid by the company.	Due to Financial Constraints, Company was not able to pay the Fines as levied by BSE.	a. CDSL on directive of BSE has frozen DMAT Account No - 1302070000031948 of Mr Atul Singh Tyagi, Promoter and MD of Company. b. NSDL on directive of BSE has frozen DMAT Account No- IN30612210147391/IN30282210394465 of M/s Times Capital Services Private Limited, Promoter of company.
2.	Submission of the statement of Investor complaints to Stock Exchange within 21 days Under Regulation 13(3) of Sebi (LODR) Regulations 2015 for Quarter ended 30.09.2022	Regulation 13(3) of Sebi (LODR) Regulations 2015	Company has not submitted Statement of Investor Complaints within 21 days from the end of Quarter	BSE	Fine levied by BSE	Company submitted the statement of Investor complaints for quarter ended on 30.09	18880/-	Same as above	Same as above	Same as above

			ended on 30.09.2022 as stipulated in Regulation 13(3) of Sebi (LODR) Regulations 2015			.2022 after due date on 09/11/2022				
3.	Submission of the statement of Corporate Governance Report to Stock Exchange within 21 days Under Regulation 27(2) of Sebi (LODR) Regulations 2015 for Quarter ended 30.09.2022	Regulation 27(2) of Sebi (LODR) Regulations 2015	Company has not submitted Corporate Governance Report within 21 days from the end of Quarter ended on 30.09.2022 as stipulated in Regulation 27(2) of Sebi (LODR) Regula	BSE	Fine levied by BSE	Company submitted the Corporate Governance Report for quarter ended on 30.09.2022 after due date on 14/11/2022	49560/-	Same as above	Same as above	Same as above

			tions 2015							
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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	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	Not Applicable	
	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	Not Applicable	
	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.	Not Applicable	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	Not Applicable	
	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.	Not Applicable	
	b. i. 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.	Not Applicable	

	<p>ii. 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>	Not Applicable	
	<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>	Not Applicable	
	<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>	Not Applicable	
3.	<p>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.</p>	Not Applicable	

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>Secretarial Standards:</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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	

2.	<p>Adoption and timely Updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <p>The listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</p>	Yes	
4.	<p>Disqualification of Director:</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	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6.	<p>Preservation of Documents:</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>Performance Evaluation:</p> <p>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.</p>	Yes	

8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</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>	<p>Yes</p> <p>N.A.</p>	
9.	<p>Disclosure of events or information:</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>	<p>Yes</p>	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>No</p>	<p>Company has not complied with SDD Requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015</p>

11.	Actions taken by SEBI or Stock Exchange(s), if any:	<p>a. CDSL on directive of BSE has freeze DMAT Account No - 130207000031948 of Mr Atul Singh Tyagi, Promoter and MD of Company.</p> <p>b. NSDL on directive of BSE has freeze DMAT Account No- IN30612210147391/ IN30282210394465 of M/s Times Capital Services Private Limited, Promoter of company.</p>	<p>The Waiver Application of Company was disposed off by BSE on May 08, 2023 with the direction to pay the fine with in 10 days. However Fine has not been paid by the company.</p>
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12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	
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**For SPR & Co
Company Secretaries**



CS S.P Ranjan
Practicing Company Secretary
ACS: 44711; CP: 18319
Peer Review Cert. No.: 1901/2022
UDIN: A044711F000481323

Place: New Delhi
Date: 29-05-2024