

Date: 30<sup>th</sup> May, 2024

To,  
The Manager-  
Listing Department,  
BSE Limited  
P J Tower, Dalal Street  
Mumbai – 400001

Reference: Money Masters Leasing & Finance Ltd  
BSE Code: MMLF ISIN: INE340O01013

**Subject: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024.

This is for your information and record.

Thanking You.

**For Money Masters Leasing & Finance Limited**

Hozef Abdulhussain Darukhanawala  
Managing Director  
DIN: 00177029

Encl.: As above





HRU & ASSOCIATES  
Company Secretaries

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E-mail:  
hemanshu.upadhyay14@gmail.com

Hemanshu R. Upadhyay  
B. Com., A.C.S.

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Dahisar Railway Station (west),  
Mumbai -400067.

ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF  
MONEY MASTERS LEASING & FINANCE LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

We, HRU & Associates Company Secretaries have examined:

- All the documents and records made available to us and explanation provided by **Money Masters Leasing & Finance Limited** ("the listed entity"),
- the filings/submission made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2024** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder and 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("**Listing Regulation or SEBI LODR 2015**")
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable during the period under review;**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **Not Applicable during the period under review;**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not Applicable during the period under review;**
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable during the period under review;**



g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

h. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/guidelines issued thereunder;

And based on the above explanation, we hereby report that, during the review period:

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.	<b><u>Secretarial Standards:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>All the applicable policies under SEBI regulation are adopted with the approval of board of directors of the listed entity;</li><li>All the policies are in conformity with the SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars /guideline issued by SEBI.</li></ul>	Yes	-
3.	<b><u>Maintenance and disclosures on Website:</u></b> <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 redirects to the relevant document(s)/ section of the website.</li></ul>	Yes	-
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5.	<b><u>To examine details related to Subsidiaries of listed entity:</u></b>  (a) Identification of material subsidiary companies;  (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The Listed entity does not have any subsidiary Company



6.	<b><u>Preservation of Documents:</u></b>  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.	<b><u>Performance Evaluation:</u></b>  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.	<b><u>Related Party Transactions:</u></b>  (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.	<b><u>Disclosure of events or information:</u></b>  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.	Yes	-
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The listed entity has been maintaining Structured Digital Database (SDD) software as per provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 from July 2023. For earlier period they were maintaining the required data in excel form.
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  The action(s) 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.	Yes	Please refer Annexure -1



12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  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 entity	Yes	During the year under review, statutory auditor has resigned from listed entity on 20 <sup>th</sup> March, 2024 due to Medical reason and they have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular
13.	<b><u>Additional Non-compliances, if any:</u></b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance etc. except as reported below/Annexure-1	Yes	-

The Additional Disclosure of Annual Secretarial Compliance Report as below:-

(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	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

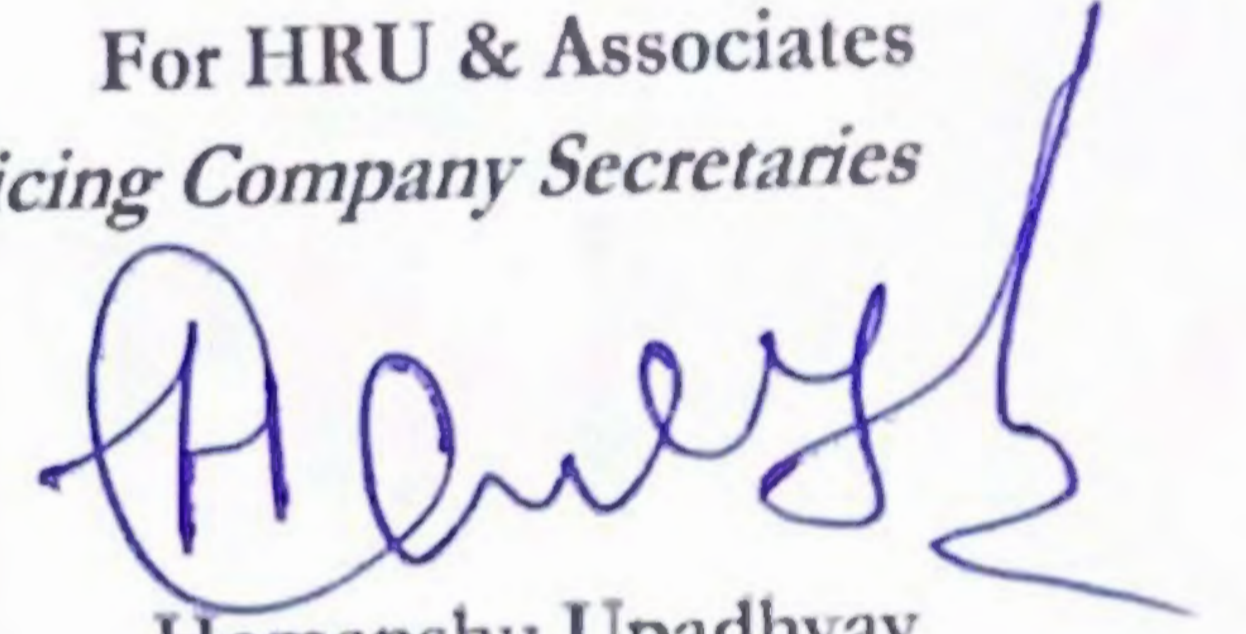
Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the Previous reports) (PCS)	Observations Made in the Secretarial compliance report for the year ended as follows	Compliance Requirement (Regulations/ circulars/ Guidelines including specific clause)	Details of violation / deviations 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
1)	NA	NA	NA	NA	NA	NA



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.
- 3) We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
- 4) This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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 HRU & Associates  
Practicing Company Secretaries



Hemanshu Upadhyay  
Proprietor

M.No. ACS- 46800

CoP No.: 20259

UDIN: A046800F000503091

Peer Review No: 3883/2023



Date: 30<sup>th</sup> May, 2024

Place: Mumbai

Annexure-1

Sr. No	Action taken by	Details of Violation	Details of action taken	Observation/Remark by Practicing Company Secretary
1.	Bombay Stock Exchange ("BSE")	Non-Compliance of Regulation 29 (2)/ 29 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)	BSE vide email dated 14 <sup>th</sup> June, 2023 with reference no SOP review June 14, 2023 has imposed a total fine of Rs. 11800 for Delay in furnishing prior intimation about the meeting of the board of directors for the month of May-2023	The Listed Entity has paid the said fine amount on 04 <sup>th</sup> July, 2023
2.	Bombay Stock Exchange ("BSE")	Non-Compliance of Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)	BSE vide email dated 14 <sup>th</sup> June, 2023 with reference no SOP review June 14, 2023 has imposed a total fine of Rs. 10,000 for Non-submission of the voting results within the period provided under this regulation	The Listed Entity has responded to Stock Exchange that said regulation was not applicable for the said period as in that period no general meeting was convened. Thus, requested to withdraw the said fine amount.
3.	Bombay Stock Exchange ("BSE")	Non-Compliance of Regulation 42(2)/42(3)/ 42(4)/42(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)	BSE vide email dated 14 <sup>th</sup> June, 2023 with reference no SOP review June 14, 2023 has imposed a total fine of Rs. 10,000 for Delay in/ non-disclosure of record date/ dividend declaration or non-compliance with ensuring the prescribed time gap between two record dates/ book closure dates	The Listed Entity has responded to Stock Exchange that said regulation was not applicable for the said period as in that period no dividend was declared by the listed entity for which record intimation is required. Thus, requested to withdraw the said fine amount.
4.	Bombay Stock Exchange ("BSE")	Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE vide email dated 4 <sup>th</sup> October, 2023 with reference no SOP as on October 3, 2023 has imposed a total fine of Rs. 1,10,000 for late submission for the quarter ended March-2019  BSE vide email dated 4 <sup>th</sup> October, 2023 with reference no SOP as on October 3, 2023 has imposed a total fine of Rs. 2,75,000 for late submission for the quarter ended March-2021  BSE vide email dated 4 <sup>th</sup> October, 2023 with reference no SOP as on October 3, 2023 has imposed a total fine of Rs. 2,75,000 for late submission for the quarter ended September-2021.	The Listed Entity has responded to Stock Exchange with the said fines and after due discussion with stock exchange they have revised the fine amount and the same was paid by the listed entity on 8 <sup>th</sup> November, 2023



Annexure-1

5.	Bombay Stock Exchange ("BSE")	Non-Compliance of Regulation 29 (2)/ 29 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)	BSE vide email dated 14 <sup>th</sup> June, 2023 with reference no SOP review June 14, 2023 has imposed a total fine of Rs. 11800 for Delay in furnishing prior intimation about the meeting of the board of directors for the month of November-2021	The Listed Entity has paid the said fine amount on 8 <sup>th</sup> November, 2023
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