

{Through Listing Portal}

Date: 30th May, 2019

To, Corporate Relationship Department BSE Limited 14 th Floor, P. J. Towers, Dalal Street, Fort, <u>Mumbai - 400001</u>	To, Listing Department National Stock Exchange of India Limited "Exchange Plaza", C - 1, Block G Bandra- Kurla Complex, Bandra (East), <u>Mumbai - 400051</u>
SCRIP CODE: 500174	SCRIP SYMBOL: GLFL

Dear Sir/Madam,

Re: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR FY 2018-19

Pursuant to Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report for the year ended on March 31, 2019.

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For Gujarat Lease Financing Limited


Kamlesh Patel
Company Secretary



Encl: As Above



**SECRETARIAL COMPLIANCE REPORT
OF
GUJARAT LEASE FINANCING LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**

To,
The Members,
GUJARAT LEASE FINANCING LIMITED
CIN : L65990GJ1983PLC006345
6th Floor, Hasubhai Chambers, Opp. Town Hall,
Ahmedabad - 380006

I have examined:

- (a) all the documents and records made available to us and explanation provided by Gujarat Lease Financing 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 31st March,2019 ("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;
- (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 during the Reporting Period**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the Reporting Period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the Reporting Period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the Reporting Period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) During the period under report, no specific law is applicable to the Company and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	BSE and NSE	Pursuant to Regulation 19 (1) / 19 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has reconstituted Nomination and Remuneration Committee on 01-Nov-2018, i.e. after SEBI Circular No. SEBI / HO / CFD / CMD / CIR / P / 2018 / 77 dated 03-May-2018 became effective.	BSE and NSE have imposed fine of Rs. 290280/- and Rs. 290280/- respectively.	The company has made compliance on 01-Nov-2018 i.e. after SEBI Circular No. SEBI / HO / CFD / CMD / CIR / P / 2018 / 77 dated 03rd May, 2018 became effective.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **NOT APPLICABLE**

For RAJESH PAREKH & CO.,
Company Secretary



Rajesh Parekh
Rajesh Parekh

(Proprietor)

Mem. No : 8073

C. P No: 2939

Date :28/05/2019
Place : Ahmedabad