

Date: May 30, 2024

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 544044	To, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 NSE Symbol: INDIASHLTR
---	--

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024, as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing Ref. No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Mr. Jitender Singh (Membership No. A33610, COP No. 26612), Company Secretary, for the Financial Year ended March 31, 2024.

Request you to please take the same on your records.

For India Shelter Finance Corporation Limited

Mukti Chaplot
Company Secretary and Chief Compliance Officer
Mem. No. 38326

CS Jitender Singh
Practicing Company Secretary
C.P. No.: 26612



SECRETARIAL COMPLIANCE REPORT OF INDIA SHELTER FINANCE CORPORATION 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 India Shelter Finance Corporation Limited (hereinafter referred as 'the listed entity') {CIN: L65922HR1998PLC042782} having its Registered Office at 6th Floor, Plot No. 15, Sector - 44, Institutional Area, Gurgaon-122002, Haryana, India. Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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, I hereby report that in my 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, Jitender Singh, Practicing Company Secretary have examined:

- all the documents and records made available to me and explanation provided by India Shelter Finance Corporation Limited ("**listed entity**"),
- the filings/ submissions 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 Report.

for the financial year ended March 31, 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**"), 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

Off: Plot No. 112, 2nd Floor, Udhyog Vihar Phase-1, Gurgaon-122016
Email: jitender@hja.co.in | Tel: +91-9871004314



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 for the Review Period**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- j) Other regulations as applicable;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- I. (a) and 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 (PCS)	Management Response	Remarks
1)	Regulation 19 (1)/ 19(2) of the Securities	Regulation 19 (1)/ 19(2) of the Securities	Non-compliance with respect to the	Bombay Stock Exchange (BSE)	Fine	Non-compliance with respect to the	INR 24000/- (exclusive of	A fine of INR 24,000 /- (exclusive of	The listed entity re-constituted	NA

Off: Plot No. 112, 2nd Floor, Udhyog Vihar Phase-1, Gurgaon-122016

Email: jitender@hja.co.in | Tel: +91-9871004314



s and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	ties and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	composition of Nomination and Remuneration Committee .	and National Stock Exchange (NSE)		composition of Nomination and Remuneration Committee till the quarter ended December 2023.	applicable taxes) each levied by NSE & BSE	applicable taxes) was imposed by NSE and BSE for the violation.	the Nomination and Remuneration Committee and applied to the NSE for the waiver of the penalties. Further, NSE has, vide its letter dated May 21, 2024, considered the waiver require favorably.
---	--	--	------------------------------------	--	--	--	---	--

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No .	Observations/ Remarks of the Practicing	Observations made in the secretarial compliance	Compliance Requirement (Regulation	Details of violation / deviatio	Remedial actions, if any,	Comments of the PCS on the actions
----------	---	---	------------------------------------	---------------------------------	---------------------------	------------------------------------

Off: Plot No. 112, 2nd Floor, Udhyog Vihar Phase-1, Gurgaon-122016
 Email: jitender@hja.co.in | Tel: +91-9871004314



	Company Secretary in the previous reports) (PCS)	report for the year ended March 31, 2024 (the years are to be mentioned)	s/ circulars/ guidelines including specific clause)	ns and actions taken / penalty imposed, if any, on the listed entity	taken by the listed entity	taken by the listed entity
-	-	-	-	-	-	-

II. I 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.	<u>Secretarial Standards:</u> 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.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • 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. 	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <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. • Web-links provided in annual 	Yes	-

Off: Plot No. 112, 2nd Floor, Udhyog Vihar Phase-1, Gurgaon-122016
 Email: jitender@hja.co.in | Tel: +91-9871004314



	corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.		
4.	<u>Disqualification of Director(s):</u> None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	-
5.	<u>Details related to subsidiaries of listed entity have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	During the Review Period, the Company does not have any material subsidiary.
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 SEBI (LODR) Regulations, 2015.	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	NA	During the Review Period, no new related party transaction was approved by the audit committee.

Off: Plot No. 112, 2nd Floor, Udhyog Vihar Phase-1, Gurgaon-122016 No. 26612
Email: jitender@hja.co.in | Tel: +91-9871004314



	<p>related party transactions;</p> <p>(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.</p>		
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 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 except as specified in the last column.</p>	Yes	A fine of INR 24,000/- (exclusive of applicable taxes) was imposed on the listed entity by NSE and BSE for non-compliance of 19(1)/19(2) of SEBI (LODR) Regulations, 2015 till the quarter ended December 2023. Further, the listed entity submitted its response to NSE and BSE on February 29, 2024 and requested for the waiver of the penalties. Further, NSE has, vide its letter dated May 21, 2024, considered the waiver as favorably.
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</p>	NA	There was no resignation of the statutory auditor in the listed entity.

Off: Plot No. 112, 2nd Floor, Udhyog Vihar Phase-1, Gurgaon-122016
Email: jitender@hja.co.in | Tel: +91-9871004314



	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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	No non-compliance observed

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. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I 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.




Jitender Singh
Practicing Company Secretary
Mem. No.: A33610
C.P. No.: 26612
UDIN: A033610F000466900
Peer Review No.: I2013UP1081800

Date: May 28, 2024
Place: Gurgaon

Off: Plot No. 112, 2nd Floor, Udhyog Vihar Phase-1, Gurgaon-122016
Email: jitender@hja.co.in | Tel: +91-9871004314