



Secretarial compliance report of **ARAVALI SECURITIES AND FINANCE LIMITED** for the year ended 31.03.2023

I Gaurav Arora have examined:

- All the documents and records made available to us and explanation provided by **ARAVALI SECURITIES AND FINANCE LIMITED**,
- 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 certification,

for the year ended 31.03.2023 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, including:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



Gaurav Arora & Co.

Company Secretaries

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- Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

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

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	The Company has complied with the Secretarial Standards issued by the ICSI while framing of Minutes of the Board and General Meetings
2	Adoption and timely updation of the Policies: <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	The Company has been making timely compliances of all the provisions and Regulations of the SEBI.
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website	Yes	The Company has been maintaining a proper disclosure in their website and updating the same on regular basis



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	<ul style="list-style-type: none">• Timely dissemination of the documents/ information under a separate section on the website• 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		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None of the Directors of the Company are disqualified under Companies Act 2013
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The Company does not have any subsidiaries under the Group. Hence disclosure of material information for the subsidiaries is not required
6	Preservation of Documents: 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	The Company is preserving and maintaining records as prescribed under SEBI Regulations and under Companies Act 2013 and keeping the same in physical and e-mode
7	Performance Evaluation: 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	Yes the Company has maintained a practice for the evaluation of the various Committees at the start of every financial year as prescribed in SEBI Regulations
8	Related Party Transactions:	yes	



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	<p>(a) The listed entity has obtained prior approval of Audit Committee for all 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>		<p>The Company has entered into the Related party Transactions and disclosed the same in the balance Sheet.</p> <p>The Company has taken the necessary approvals from the Audit Committee for the Related party Transactions under the Act.</p>
9	<p>Disclosure of events or information: 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	<p>The listed entity has provided all the required disclosure(s) under Regulation 30</p>
10	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	<p>The Company has formulated a policy for the Prohibition of Insider Trading.</p>
11	<p>Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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>	No	<p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges</p>
12	<p>Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p>	YES	<p>The Company is taking necessary steps to comply with the provisions of SEBI (Prohibition of</p>



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			Insider Trading) (Amendment) Regulations, 2018, introduced the concept of Structured Digital Database (hereinafter referred to as "SDD" or the "Database") which came into effect from April 01, 2019.
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Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

S r. n o	Com- pliance Re- quirement (Regul- ations/ circulars /guid- elines including specific clause)	Reg- ul- atio n/ Circ ular No.	Deviati ons	Acti on Tak en by	Type of Acti on	Detail s of Violat ion	Fine Amo unt	Obser v- ations / Remar ks of the Practi cing Comp any Secret ary	Mana g- ement Respo nse	Rema rks
NA										



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- 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
NA										

Place: Delhi

Date: 29.05.2023



Gaurav Arora
(Practicing Company Secretary)

CP No.: 17696

UDIN : A048327E000406773