

Date: 10.04.2024

To, The Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2024 as per Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by SEBI.

Script Code: 539488

In terms of the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Secretarial Compliance Report for the year ended March 31, 2024, conducted by Jignesh Dudhat & Associates, Practicing Company Secretaries, is enclosed herewith.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

FOR TIRUPATI FINLEASE LIMITED

Bajranglal Agarwal Balkishan Whole-Time Director DIN: 00605957

Encl.: As above



Jignesh Dudhat & Associates

• Company Secretaries • Trade Mark Consultant • Corporate Law Office: 1122, Shilp Epitome, Bodakdev, Ahmedabad GJ 380054 IN (Mo.) 9067832546, E. Id;- <u>dudhatcs@gmail.com</u>

<u>Secretarial Compliance Report</u> of Tirupati Finlease Limited for the year ended 31st March 2024

I, Jigneshkumar Dudhat, Company Secretary in whole time practices, have examined:

- (a) all the documents and records made available to us and explanation provided by **Tirupati Finlease 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 31-03-2024 ('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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021;

of Debt Securities)

(f) Securities and Exchange Board of India (Issue and Listing Regulations, 2008;

- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

l 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* |
|---------|---|---|--|
| ι. | 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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | None |
| 2. | Adoption and timely updation of the Policies: 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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | None |
| 3. | Maintenance and disclosures on Website: 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 corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the | Yes | None |
| 4. | relevant document(s)/ section of the website Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | None |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | NA | The Company Does not have any subsidiary |
| 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 | None |

| 7. | Performance Evaluation: | Yes | None |
|-----|---|-----|------|
| | 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 | | |
| 8, | SEBI Regulations.Related Party Transactions:(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or(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. | Yes | None |
| 9. | 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. | Yes | None |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: 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 provided under separate paragraph herein. | Yes | None |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | None |

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. | Particula | | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|------------|--------------------|---|-----------------------------------|----------------------------------|
| 1. | Complia auditor | nces with the following con | nditions while appoint | ting/re-appointing an |
| | i. ii. | 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 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 | NA | No Changes in Auditor |

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| relating to the proposal to | | information from the auditor | 1. | UC.O.P. 10/10 |
| | 1 | relating to the proposal to | | A 154 |



| | resign as mentioned above and communicate its views to the management and the auditor. 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. | | The company has provided all the information which was required by the auditor |
|----|---|----|--|
| 3. | 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. | NA | |

(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:

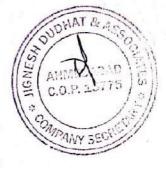
| guid Sr. No. | elines issued Com- pliance Require- ment (Regu- lations/ circulars/ guidelines including specific | Regu- lation/ Circul ar No. | Dev iati ons | Action Taken by | Type of Action | Details of Violatio n | e Am ou nt | Obser- vations/ Remarks of the Practicing Company Secretary | Man age- men t Re- spo nse | Re- marks |
|--------------------|---|--------------------------------------|--------------------|--------------------|----------------------|--------------------------------|---------------------|---|--|--------------|
| 1 | clause) NA | NA | NA | NA | NA | NA | NA | The Company has complied with all the provision of all regulation and circular/Gu idelines issued thereunder, whatever applicable | NA | NA |

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



| Sr. No. | Com- plianc e Requir ement (Regu- lations / circula rs/ guide- lines includi ng specifi e | Regu- lation/ Circul ar No. | Deviat lons | Action Taken by | Type of Action | Details of Violati on | Fine Amoun t | Obser- vation s/ Remar ks of the Practic ing Compa ny Secret ary | Man- age- ment Re- sponse | Re- marks |
|---------|--|--------------------------------------|----------------|-----------------------|----------------------|--------------------------------|--------------------|---|---------------------------------------|--------------|
| l | clause) NA | NA | NA | NA | NA | NA | NA | There was no observ ation in previou s year report | NA | NA |

Place : Ahmedabad Date: 10-04-2024



Signature

Mr. Jigneshkumar Dudhat, Company Secretary CP No. 15775 Membership No. F11210 UDIN: F011210F000080895