

ANJANI FINANCE LIMITED

(CIN: L65910MP1989PLC032799)

THE AGARWAL CORPORATE HOUSE, 1, SANJANA PARK, ADJOINING AGARWAL PUBLIC SCHOOL, BICHOLI,
MARDANA INDORE M.P. Ph. 0731-4949699,
Email: anjanifin@rediffmail.com Web Site www.anjanifin.com

AFL/SE/2024-25

14 May, 2024

online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 531878

Subject: Submission of the Annual Secretarial Compliance Report for Year ended 31.03.2024.

Dear Sir/Madam,

With reference to the terms of clause 3(b)(iii) of the SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February 2019; we are hereby submitting the **Annual Secretarial Compliance Report for Year ended 31.03.2024**

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully

For Anjani Finance Limited

Nasir Khan



(Nasir Khan)
Company Secretary & Compliance officer
MNo. 51419



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To,
ANJANI FINANCE LIMITED
CIN: L65910MP1989PLC032799
THE AGARWAL CORPORATE HOUSE,
1, Sanjana Park, ADJ, Agarwal Public School,
Bicholi, Mardana Road, Indore- 452016 (MP)

SECRETARIAL COMPLIANCE REPORT OF ANJANI FINANCE LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024 PURSUANT TO THE REGULATION 24A OF SEBI (LODR), 2015

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ANJANI FINANCE LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **The Agarwal Corporate House, 1, Sanjana Park, Adj. Agarwal Public School, Bicholi Mardana Road, Indore 452016, MP IN**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/observations thereon.

Based on our 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, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, SMR & Associates, Company Secretaries, represented by its Proprietor, **Mohd. Raees Sheikh**, have examined:

- all the documents and records made available to us and explanation provided by **ANJANI FINANCE LIMITED** ("the 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 year ended 31st 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"), 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:-

- 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;





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- 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;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) 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;
- i) (other regulations as applicable)

And circulars/ guidelines issued thereunder;

I hereby report that the company has complied with the provisions above Regulations and Circulars/ guidelines issued thereunder as applicable to it. However, the Regulations mentioned above under (d) to (g) are not applicable to the company during the review period.

I. (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:

S r. N o.	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Regulation/ Circul arNo.	Deviations	Action Taken by company	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Submission of related party transactions to stock exchange	Regulation 23(9) of SEBI(L ODR) Regulations 2015	Delay submission of related party transactions on consolidated basis.	Fine Imposed on company	Company paid fine	Delay submission of related party transaction to stock exchange	Fine- Rs.50 00/- + GST - Rs.90 0/- Total - 5900/-	The Listed Entity has Complied the Regulations.	The Management look into the matter and developed proper system for that.	-
	TOTAL FINE						5900/-			

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





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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 Practising Company Secretary	Management Response	Remarks
	NIL	NIL								

II. I further 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.	<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 India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	<u>Adoption and timely updation of the Policies:</u> - 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	-





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3.	<p><u>Maintenance and disclosures on Website:</u></p> <p>-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 relevant document(s)/ section of the website</p>	YES	Listed entity has maintained a functional website – https://anjanifin.com/
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	-
5.	<p><u>Details related to Subsidiaries of listed entities have been examined with respect to :</u></p> <p>-Identification of material subsidiary companies -Disclosure requirement of material as well as other subsidiaries</p>	NA	-Listed entity has no Subsidiary Company(s) -However the Listed Entity is a associate company of Commander Industries Private Limited, Indore.
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	YES	The listed entity has preserved and maintained records as per Preservation of documents and archival policy.
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the</p>	YES	-

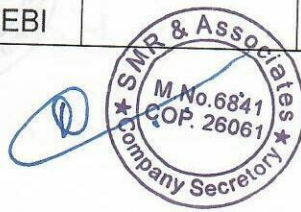




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	Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	<u>Related Party Transactions:</u> (a)The listed entity has obtained prior approval of Audit Committee 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	As per explanations given by the Management all the Related Party Transactions on Arm's Length Basis and in the ordinary course of business.
9.	<u>Disclosure of events or information:</u> 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	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	YES	However the Listed Entity has been fined and notified for late/ delay/ non-compliance of Several provisions SEBI (LODR) Regulation 2015 As per SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/1 20 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance). Regarding the Regulation 23(9) Non-compliance with disclosure of related party





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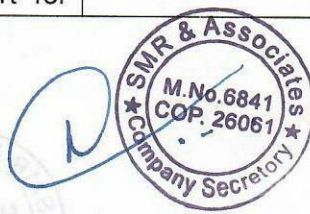
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	through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**) or The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specifies in the last column.		transactions on consolidated basis Fined Rs. 5000/- and the Listed Entity has paid the said fine on 20.12.2023.
12	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	Listed entity has received some communications from BSE regarding minor clarification/Discrepancies for compliance of shareholding Pattern and Corporate Governance Report and the listed entity has given explanation in due course.

Observations/Remarks By PCS are mandatory if the compliance status is provided as No or NA.

III. 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	Particulars	Compliance Status (Yes / No / N.A.)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	(i) 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 (ii) 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 report for	NA	No resignation or appointment of Statutory Auditor during the period under review.





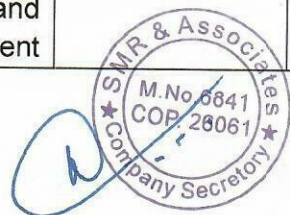
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<p>(iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
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2. Other conditions relating to resignation of statutory auditor

<p>(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>(a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>(b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>(c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management</p>	<p>NA</p>	<p>No resignation or appointment of Statutory Auditor during the period under review.</p>
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	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.		
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	No resignation of Statutory Auditor during the period under review.

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 certify 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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

Place: Indore

Date: 14.05.2024



For SMR & Associates

Company Secretaries

(CS Mohd Raees Sheikh)

FCS No: 6841

CP No: 26061

UDIN: F006841F000364099

PR No: 3262/2023