

May 30, 2023

National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 NSE Symbol: CSLFINANCE	BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 BSE Scrip Code: 530067
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Dear Sir/Ma'am,

Sub: Secretarial Compliance Report for the Financial Year ended March 31, 2023

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, and Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find attached herewith the Annual Secretarial Compliance Report for the year ended March 31, 2023 duly issued by M/s. Ganesh Dutt Sharma and Associates, Company Secretaries. The same shall also be hosted on the Company's website at www.csloffinance.in.

This is for your kind information and record.

Thanking you,

Yours Faithfully,
For **CSL Finance Limited**Rohit Gupta
Managing Director
(DIN: 00045077)**Encl: a/a**



**Secretarial Compliance Report
of CSL Finance Limited**

For the financial year ended 31st March, 2023

{As per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by CSL Finance Limited (hereinafter referred as 'the listed entity') having its Registered Office at 410-412, 18/12, 4th Floor, W.E.A, Arya Samaj Road, Karol Bagh, New Delhi - 110005. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations 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 the listed entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, have examined:

- (a) all the documents and records made available to me and explanation provided by **CSL Finance 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 financial year ended March 31, 2023 ("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)
- E. Securities and Exchange Board of India (Share Based Employee Benefits & 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 and Redeemable Preference Shares) Regulations, 2013;
- H. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:
- I. Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 {To the extent applicable};

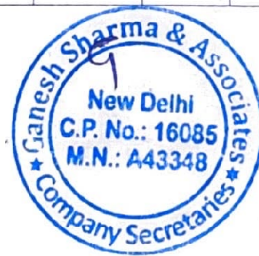
and based on the above examination, I hereby report that, during the Review Period:

- 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. N.	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
1	Interest Certificate to be submitted	57(1) of SEBI (LODR) Regulations, 2015	Delayed Submission	BSE Ltd. (Exchange)	Fine	Delayed Submission	364,620	The fine was levied by exchange on delayed submission and later on withdrawn.	Management submitted representation and fine withdrawn by Exchange	None
2	Record Date Intimation	60(2) of SEBI (LODR) Regulations, 2015	Delayed Submission	BSE Ltd. (Exchange)	Fine	Delayed Submission	23,600	The fine was levied by exchange on delayed submission and later on withdrawn.	Management submitted representation and fine withdrawn by Exchange	None
3	Statement of Material	52(7) of SEBI	Delayed Submission	BSE Ltd.	Fine	Delayed Submission	9,440	The fine was levied by	Management submitted	None



	Deviation	(LODR) Regulations . 2015	n	(Exchange)		n		exchange on delayed submission and management representations is under consideration	representation and still under consideration	
4	Record Date Intimation	60(2) of SEBI (LODR) Regulations . 2015	Delayed Submission	BSE Ltd. (Exchange)	Fine	Delayed Submission	23,600	The fine was levied by exchange on delayed submission and management representations is under consideration	Management submitted representation and still under consideration	None
5	Disclosure of line item	52(4) of SEBI (LODR) Regulations . 2015	Delayed Submission	BSE Ltd. (Exchange)	Fine	Delayed Submission	34,220	The fine was levied by exchange on delayed submission and management representations is under consideration	Management submitted representation and still under consideration	None
6	Disclosure of extent & nature of security created	54(2) of SEBI (LODR) Regulations . 2015	Delayed Submission	BSE Ltd. (Exchange)	Fine	Delayed Submission	34,220	The fine was levied by exchange on delayed submission and management representations is under consideration	Management submitted representation and still under consideration	None



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

S. N.	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
1	Composition of Board	17(1) SEBI (LODR) Regulations, 2015	Composition of Board delayed	BSE Ltd. (Exchange)	Fine	Composition of Board delayed	16,10,700/-	The company has already made the default good and further BSE Ltd. has waived off the fine Rs. 11,39,700/- and Rs. 5,31,000/- has been paid by the listed entity on 10 th August, 2021.	Management has already made the default good.	None
2	Composition of Board	17(1) SEBI (LODR) Regulations, 2015	Composition of Board delayed	BSE Ltd. (Exchange)	Script Transferred to Z Group with effect from 28.12.2020	Composition of Board delayed	-	Company makes the default good and script moved to group X w.e.f 01.02.2021	Management has already made the default good.	None



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>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</p> <p>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 such quarter as well as the next quarter: or</p> <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>	<p>NA</p> <p>No</p> <p>NA</p>	<p>Not applicable during the year under review</p> <p>The resigning auditor has not issued limited review report for next quarter as the quarter was not completed on the date of resigning</p> <p>Not applicable during the year under review</p>
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	Yes	None



	<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 has been brought to the notice of the Audit Committee. In cases where the</p>		
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	<p>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 and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>		
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/	Yes	None



	CFD/CMDI/114/2019 dated 18 th October, 2019.		
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III. I 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*
1.	<p>Secretarial Standards:</p> <p>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).</p>	Yes	None
2.	<p>Adoption and timely updation of the Policies:</p> <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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	None



3.	Maintenance and disclosures on Website: <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 corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	None
4.	Disqualification of Director: None of the Director(s) of the Company 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.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The listed entity doesn't have any subsidiary company during the period under review.
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: 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	None
8.	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
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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 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.

For Ganesh Sharma & Associates
(Company Secretaries)
New Delhi
C.P. No.: 16085
M.N.: A43348
Ganesh Dutt
(Ganesh Dutt Sharma)
(Practising Company Secretary)

M. No.: A43348
COP No.: 16085
UDIN: A043348E000414807
Peer Review Certificate No. 2047/2022

Place: New Delhi
Date: 29.05.2023