



Secretarial Compliance Report
of
BFL Asset Finvest Limited
For the year ended March 31, 2024

We, **M/s V. M. & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **BFL Asset Finvest Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (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 March 31, 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 ("LODR Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Listed entity during the Review Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations");
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Listed entity during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Listed entity during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Listed entity during the Review Period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

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





- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Please refer Annexure-A in this regards.**
- (c) We 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> (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; (b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	---
3.	<u>Maintenance and disclosures on Website:</u> (a) The Listed entity is maintaining a functional website; (b) Timely dissemination of the documents/ information under a separate section on the website; (c) 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	---
4.	<u>Disqualification of Director:</u> None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013.	Yes	---
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The Listed Entity does not have any 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 the LODR Regulations.	Yes	---
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at	Yes	---





	the start of every financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (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.	Yes	---
		N.A.	The Listed Entity has obtained the prior approval of Audit Committee for all Related Party transactions
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	---
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	---
11.	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.	NA	There was no action taken either by SEBI or Stock Exchanges
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or 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 LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors in the Listed entity during the review period. Further the Listed Entity does not have any material subsidiary.
13.	No additional non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/ circular/guidance note etc. except as reported above	NA	There are no non-compliances observed in the listed entity

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: Jaipur
Date: May 10, 2024
UDIN: F011138F000348706



For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024


CS Priyanka Agarwal
Partner

Membership No.: FCS 11138
C P No.: 15021

ANNEXURE-A

S. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	Following Observation was given with respect to the penalty levied by Adjudicating Officer, Securities and Exchange Board of India ("AO SEBI") under SEBI (Prohibition of Fraudulent and Unfair Trade Practices Regulations ("PFUTP Regulations") read with SEBI Act read with Companies Act, 2013 and ICDR Regulations and LODR regulations read with SCRA: "As per the explanation given to us, the listed entity is in the process of filing appeal against the order of AO SEBI before Securities Appellate Tribunal."	Previous Financial Year ended March 31, 2023.	(a) Regulations 3(a), (b), (c), (d) and Regulations 4 (1) and 4(2)(f) of PFUTP Regulations read with Section 12A(a), (b), (c) of SEBI Act read with Section 67(2) read with Section 24(1) of Chapter III of Companies Act, 2013. (b) Regulation 73(1)(e) of ICDR Regulations (c) Regulation 31(1), 31A(3)(a) and 31A(8) of LODR Regulations read with Section 21 of SCRA	DEVIATIONS: ➤ The Listed entity has allegedly reclassified a promoter group entity as public shareholder without obtaining prior approval of BSE and without duly complying with the stipulations made for seeking such approval and failed to disclose such reclassification within 24 hours of the happening of event to BSE thereby violating provisions of Regulation 31(1), 31A(3)(a) and 31A(8) of LODR Regulations read with Section 21 of SCRA. ➤ The Listed entity has during the FY 2016-17, allegedly provided funds indirectly to subscribe to its own shares to the proposed allottees through two of its own promoters group entities namely Baid Finserv Limited (erstwhile Baid Leasing and Finance Co. Ltd.) and Jaisukh Developers Pvt. Ltd., thereby giving misleading impression of successful	Baid Finserv Limited (erstwhile Baid Leasing and Finance Co. Ltd.) has paid the penalty amount of Rs. 25,00,000/- to SEBI on behalf of the listed entity for the alleged violation for which amount was reimbursed by the listed entity. No further notice/ communication was received from SEBI in this matter.	Baid Finserv Limited (erstwhile Baid Leasing and Finance Co. Ltd.) has paid the penalty amount to SEBI on behalf of the listed entity for which amount was reimbursed by the listed entity. Further, the listed entity has not received any further notice/ communication from SEBI. Further, as informed to us, the listed entity has not filed any appeal against the order of AO SEBI before Securities Appellate Tribunal and has assured to be cautious in future.



			<p>subscription to the preferential allotment when there was actually no infusion of funds and hence violating Regulations 3(a), (b), (c), (d) and Regulations 4 (1) and 4(2)(f) of PFUTP Regulations read with Section 12A(a), (b), (c) of SEBI Act read with Section 67(2) read with Section 24(1) of Chapter III of Companies Act, 2013.</p> <p>The Listed Entity has, while seeking approval of shareholders for allotment of shares on preferential basis during FY 2016-17; allegedly made false disclosure with respect to ultimate beneficial owner of a proposed allottee named Skyview Tie Up Pvt. Ltd. and thereby denied the shareholders an opportunity of making informed decision regarding the approval of said preferential allotment and hence violating Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(f) of PFUTP Regulation read with Section 12A(a), (b), (c) of SEBI Act and Regulation 73(1)(e) of ICDR Regulations</p> <p>PENALTY IMPOSED:</p> <p>Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) jointly and severally on 3 companies i.e. Listed Entity, Baid Finserv Limited (erstwhile Baid Leasing and Finance Co. Ltd.) and Dream Finhold Private Limited.</p>	
--	--	--	---	--

