



Secretarial Compliance Report of  
CONSOLIDATED FINVEST & HOLDINGS LIMITED  
CIN: L33200UP1993PLC015474  
for the year ended 31.03.2021

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We, Ashu Gupta & Co., Practicing Company Secretaries, New Delhi have examined:

- all the documents and records made available to us and explanation provided by Consolidated Finvest & Holdings Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity ([www.consofinvest.com](http://www.consofinvest.com)),
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2021 ("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 there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under 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 ("SEBI (LODR), Regulations 2015");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the review period)
- 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; (Not applicable during the review period)



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/ guidelines issued there under;

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, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(c) of SEBI (LODR), Regulations 2015- The board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	The Company did not comply with the requirements of having not less than six directors during the period from 1 <sup>st</sup> April, 2020 to 05 <sup>th</sup> May, 2020.	Non-compliance of Regulation 17(1)(c) of SEBI (LODR), Regulations 2015 for the period, from 1 <sup>st</sup> April, 2020 to 05 <sup>th</sup> May, 2020.
2.	Regulation 23(9) of SEBI (LODR), Regulations 2015.	The Company did not comply with the requirements of submitting disclosures of related party transactions on a consolidated basis within 30 days from the date of publication of its standalone and consolidated financial results for the half year ended on September 2020.	Non-compliance of Regulation 23(9) of SEBI (LODR), Regulations 2015.



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation Under the SEBI (LODR) Regulations, 2015	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Ltd (NSE)	Regulation 17(1)(c) for the quarter ended on 30, June 2020;	NSE vide its e-mail/ letter No.: NSE/LIST-SOP/CG /FINES/101661 dated 20/08/2020 issued notice and imposed fine of Rs. 1,75,000/- for quarter ended 30, June 2020.	The Company submitted response to NSE, vide letter dated 26.08.2020 and requested to waive the fine as the company initiated appropriate steps to appoint one new director in time but due to spread of pandemic coronavirus and lockdown in the country could not appoint.  Waiver was granted by NSE vide letter no. NSE/LIST/SOP/0824 dated 13/11/2020.
2	National Stock Exchange of India Ltd (NSE)	Regulation 23(9) for half year ended September 2020.	National Stock Exchange of India Ltd letter No.: NSE/LIST-SOP/REG-23/FINES /0814 dated 18/01/2021 issued notice and imposed fine of Rs.2,06,500/- for quarter ended 30, September 2020;	The Company submitted response to NSE, vide letter dated 19.01.2021 and requested to waive the fine as same happened unintentionally.  Waiver was granted by NSE vide letter no. NSE/LIST/SOP/ CONSOFINVT dated 20/05/2021.



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


Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable during the year under review				

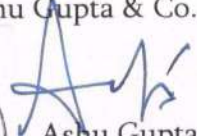
The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: New Delhi  
Date: 25.06.2021

UDIN: F004123C000512576

For Ashu Gupta & Co.





Ashu Gupta  
(Prop.)  
FCS No.: 4123  
CP No.: 6646

Note: In view of situation emerging due to COVID-19 pandemic and travel restrictions, we could not verify physical records, document and papers etc., therefore we relied on the information provided by the company in electronic mode.