

BURLINGTON FINANCE LIMITED

16, Netaji Subhas Road, 4th Floor, Kolkata – 700 001
Phone : (033) 2210 6337, E-mail : burlingtonfinance.kol@gmail.com
CIN : L67120WB1981PLC033904

258
258

1st upload 13/4/23
2nd upload 21/4/23

20th April, 2023

To
The Secretary,
The Calcutta Stock Exchange Association Limited
7, Lyons Range,
Kolkata - 70 001

Dear Sir,


Sub:	Compliance Certificate under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Half year ending on 31st March, 2023
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Pursuant to Regulation 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a Certificate duly signed by Tapan Kumar Banerjee, Practicing Company Secretary for the half-year ending on **31st March, 2023** for compliance of Regulation 40(9) of SEBI Listing Regulations, 2015 for your information and record

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For Burlington Finance Limited


RABI PAUL
DIRECTOR
[DIN: 00020755]
Encl. as above



**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND
EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATION, 2015**

FOR THE HALF YEAR ENDED 31st March 2023


TO WHOMSOEVER IT MAY CONCERN

I have examined all Share Transfer Forms, Memorandum of Transfers, Registers, files and other documents relating to **Burlington Finance Limited** maintained by **M/s. MCS Share Transfer Agent Limited, the Registrar & Share Transfer Agent of the Company** of 383, Lake Gardens, 1st Floor, Kolkata -700 045 pertaining to transfer of Equity Shares of the company for the period from **1st October 2022 to 31st March 2023** for the purpose of issuing a Certificate as per **Regulation No. 40(9)(10) of the SEBI L.O.D.R. Regulation 2015** based on the information provided by the Company and I hereby certify that the company has delivered during half year ended on **31st March 2023**

- A) Share Certificate relating to the Share Transfer Forms received during the period from **1st October 2022 to 31st March 2023** as entered in the Memorandum of Transfers has been issued within One month from respective date of lodgment of each form excepting those rejected on technical grounds; and
- B) Share Certificates in respect of requests for exchange of Duplicate and Split certificates have been issued within One month of lodgment

Place: Kolkata
Date: 17th April, 2023

Signature
Name
Membership No.
C. P. Number


Tapan Kumar Banerjee
1242
17163





TAPAN KUMAR BANERJEE

COMPANY SECRETARIES

P-139, FLAT -3C

LAKE ROAD, KOLKATA – 700 029

260
260

**BURLINGTON FINANCE LIMITED
16, NETAJI SUBHAS ROAD, 4TH FLOOR
KOLKATA-70001**

**ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE YEAR ENDED
31ST MARCH 2023**

**TAPAN KUMAR BANERJEE
COMPANY SECRETARY
139, FLAT 3C
LAKE ROAD
KOLKATA 700029**





261
261

Annual Secretarial Compliance Report read with Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of M/s. Burlington Finance Limited for the Year Ended 31st March 2023

I, Tapan Kumar Banerjee have examined:

- (a) All the documents and records made available to me, and explanations provided to me by **M/s Burlington Finance Limited** ("the listed entity")
- (b) The filings submissions made by the listed entity to the stock exchanges
- (c) Websites of the listed entity
- (d) Any other document/ filing as may be relevant, which have been relied upon to make this certification

For the year ended 31st March 2023 in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circular, guidelines issued there under and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")
- (c) The Depositories Act, 1996 and the Regulations and Byelaws framed there under:

The Specific Regulations, whose provisions, and the circulars/guidelines issues there under, have been examined include:

- (a) Securities and Exchange Board of India (Listings 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 & 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) Regulations, 2014
- (f) *Securities and Exchange Board of India (Issues and Listings of Debt Securities) Regulations, 2008
- (g) *Securities and Exchange Board of India (Issues and Listings of Non-Convertible and Redeemable Preference Shares) Regulations, 2013
- (h) *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

*No events took place under these regulations during the review period and circulars/guidelines issues there under and based on the above examination, I hereby reporting that during the review period:





263
263

SECRETARIAL AUDITOR REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023

[Pursuant to Section 204(1) of the Companies Act 2013 and rule no 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members of
Burlington Finance Limited
16, Netaji Subhas Road, 4th Floor,
Kolkata - 700001

I conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Burlington Finance Limited** (hereafter referred to as the Company). Secretarial Audit was conducted on a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on my verification of the Company's books, papers, minute books, forms, returns filed and other records maintained by the company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under
- (iii) The Depositories Act, 1956 and the Regulations and Bye laws framed there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') –
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009



267
264

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; N.A.
- e. The Securities and Exchange Board of India (Issues and Listing of Debt Securities) Regulations, 2008; N.A.
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; N.A.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; N.A.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered by the Company with the Calcutta Stock Exchange

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above

I further report that

The Board is in the process of complying with the formalities of section 196 and 203 of the Companies Act, 2013.

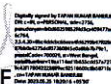
The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, and the Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

TAPAN
KUMAR
BANERJEE



Place: Kolkata

Signature

Tapán Kumar Banerjee
Company Secretary in Practice
C.P. No - 17163
Membership No - 1242
UDIN: A001242E000371315





TAPAN KUMAR BANERJEE
COMPANY SECRETARIES

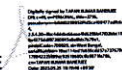
P-139, FLAT -3C
LAKE ROAD, KOLKATA - 700 029

To
The Members of
Burlington Finance Limited
16, Netaji Subhas Road, 4th Floor,
Kolkata - 700001

Certificate under clause 10(i) of part C of Schedule V to the SEBI (LODR) Regulations, 2015

I have checked the information available in the MCA portal, resolution passed by the Board of Directors and other relevant records of the Company. Based on my checking and as per information and explanation provided by the Company, I certify that none of the Directors on the Board of the Company as on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Director of the Company by the Board/Ministry of Corporate Affairs or any other statutory authorities.

TAPAN
KUMAR
BANERJEE



Place: Kolkata

Signature

Tapan Kumar Banerjee
Company Secretary in Practice
C.P. No - 17163
Membership No - 1242
UDIN: A001242E000371271

