



TAPAN KUMAR BANERJEE

COMPANY SECRETARIES

P-139, FLAT-3C

LAKE ROAD, KOLKATA - 700 029

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

**ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE YEAR ENDED
31ST MARCH 2022**

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





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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 2022

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 2022 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, 1953 ("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:



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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issues there under, except with respect of matters specified below: Nil

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under in so far as it appears from my examination of those records

- (c) The following are the details of the actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issues by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issues there under: NIL

Sr. No	Actions taken by	Details of violation	Details of action taken e.g., fines, warnings letters, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any

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

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March 2022	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

Place: Kolkata

TAPAN KUMAR
BANERJEE

Digitally signed by TAPAN KUMAR BANERJEE
DN: cn=K, o=Personal,
pseudoym=6637486740853386ec7660
246C000476614ec051140755a6e16a0f,
postalCode=700029, st=WEST BENGAL,
serialNumber=19a114ed1665c6d57a727679
+4317796422388ec02116000-86587161796,
cn=TAPAN KUMAR BANERJEE
Date: 2022.11.03 16:10:09 +05'30'

Signature

Tapan Kumar Banerjee
Company Secretary in Practice
C.P. No – 17163
Membership No – 1242
UDIN: A001242D001468642





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SECRETARIAL AUDITOR REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022

[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, 2022, 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, 2022 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





- 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.

Place: Kolkata

TAPAN KUMAR
BANERJEE

Digitally signed by TAPAN KUMAR BANERJEE
DN: cn=Tapan Kumar Banerjee, o=Kolkata Finance Ltd.,
ou=Kolkata Finance Ltd., email=tapan.kumar@kolkatafinance.com,
c=IN, postalCode=700029, st=West Bengal,
serialNumber=1, uri=http://www.kolkatafinance.com/
Date: 2022.11.01 16:09:34 +05'30'

Signature

Tapan Kumar Banerjee
Company Secretary in Practice
C.P. No - 17163
Membership No - 1242
UDIN: A001242D001468906





TAPAN KUMAR BANERJEE

COMPANY SECRETARIES

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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 2022 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.

Place: Kolkata

TAPAN KUMAR
BANERJEE

Digitally signed by TAPAN KUMAR BANERJEE
DN: cn=TAPAN KUMAR BANERJEE, o=PS TAPAN KUMAR BANERJEE, ou=PS TAPAN KUMAR BANERJEE, postalCode=700029, st=WEST BENGAL, serialNumber=16, email=Tapan.Kumar.Banerjee@ps-tapan-kumar-banerjee.com, c=IN
Date: 2022.11.03 16:08:55 +05'30'

Signature

Tapen Kumar Banerjee
Company Secretary in Practice
C.P. No - 17163
Membership No - 1242
UDIN: A001242D001468939

