



To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

Scrip Code-530577

**Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI
(LODR) Regulation, 2015, for the financial year ended 31st March 2023**

Dear Sir/Ma'am,

With the reference to the subject captioned above, we enclose herewith Annual Secretarial Compliance Report duly issued by M/s Priti Nikhil Jajodia, proprietor of Jajodia and Associates, Practicing Company Secretaries (ACS No. 36944 & CP No.: 19900), for the financial year ended March 31, 2023.

We request you to kindly take the same in your records.

Thanking you.

For Ladderup Finance Limited

**Sunil Goyal
Chairman & Managing Director**

Date: 10th May, 2023

Place: Mumbai

Encl: As Above

Ladderup Finance Limited

Redg. & Corp. Office: 102-A,
1st Floor, Hallmark Business Plaza,
Sant Dyaneshwar Marg,
Near Gurunanak Hospital
Bandra (East), Mumbai – 400 051

Tel.: 91-22-42 46 6363,
Fax: 91-22-42 46 6364,
E-Mail: info@ladderup.com
Website: www.ladderup.com
CIN:L67120MH1993PLC074278

JAJODIA AND ASSOCIATES

OFFICE NO. 30, LAXMI NIWAS, 2ND PANJRAPOLE LANE, C.P. TANK, MUMBAI - 400 004.

EMAIL : jajodiaassociate@gmail.com • Telephone No.: 022-22426755/7074

ANNUAL SECRETARIAL COMPLIANCE REPORT

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

Ladderup Finance Limited ('the Company')
for the financial year ended March 31, 2023

To

The Board of Directors

Ladderup Finance Limited
102-A, 1st Floor,
Hallmark Business Plaza,
Gurunanak Hospital Road,
Bandra (East), Mumbai - 400 051

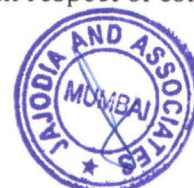
We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Ladderup Finance Limited (hereinafter referred as 'the listed entity'), having its Registered Office at A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opposite Guru Nanak Hospital, Bandra East Mumbai 400051. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We Jajodia & Associates, Practising Company Secretary have examined:

- (a) all the documents and records made available to me, and explanation provided by the Company and its officers;
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) website of the Company; and
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on 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, includes: -

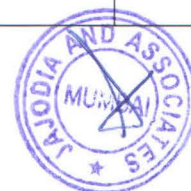
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial 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 and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, and circulars/guidelines issued thereunder.

Further, pursuant to Notice No. 20230316-14 dated March 16, 2023, and Notice No. 20230410-41 dated April 10, 2023, issued by BSE Limited, 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. | Secretarial Standard: 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) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | - |
| 2. | Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. | Yes | - |



| | | | |
|----|---|------|--|
| | 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. | Maintenance and disclosures on Website: | | |
| | The Listed entity is maintaining a functional website. | Yes | - |
| | Timely dissemination of the documents/ information under a separate section on the website. | Yes | - |
| | 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 | Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013 | Yes | - |
| 5. | To examine details related to Subsidiaries of listed entities: | | |
| | a. Identification of material subsidiary companies. | Yes | - |
| | b. Requirements with respect to disclosure of material as well as other subsidiaries. | Yes | - |
| 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 | - |
| 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 | - |
| 8. | Related Party Transactions: | | |
| | (a)The listed entity has obtained prior approval of Audit Committee for all related party transactions. | Yes | - |
| | (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. | N.A. | All related party transactions were done with prior approval of Audit Committee. |
| 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 | - |



| | | | |
|-----|--|------------|---|
| 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 | - |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No actions 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. | Yes (None) | - |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes (None) | - |

I hereby further report that, during the Review Period,

- a. The Company 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) | 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 |
|-----------------------|---|---------------------------|------------|-----------------|--|----------------------|-------------|---|---------------------|---------|
| | | | | | Advisory/Clarification /Fine/Show Cause Notice/ Warning, etc | | | | | |
| Not Applicable | | | | | | | | | | |

- b. The Company has taken the following actions to comply with the observations made in previous reports:

| Sr No. | 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 |
|-----------------------|---|---------------------------|------------|-----------------|--|----------------------|-------------|---|---------------------|---------|
| | | | | | Advisory/Clarification /Fine/Show Cause Notice/ Warning, etc | | | | | |
| Not applicable | | | | | | | | | | |



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.

For Jajodia & Associates



Priti Nikhil Jajodia
Practicing Company Secretary
ACS No. 36944
CP No.: 19900
UDIN: A036944E000279615
Peer Review Cer. No. 2497/2022

Date: 10th May, 2023
Place: Mumbai