



# Ashita Kaul & Associates

Ashita Kaul | Proprietor  
Practicing Company Secretary  
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## ANNUAL SECRETARIAL COMPLIANCE REPORT OF LADAM AFFORDABLE HOUSING LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024

[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019  
and NSE & BSE Circulars dated March 16, 2023 and April 10, 2023]

To,  
**Ladam Affordable Housing Limited**  
Plot No. C-33, Road No. 28 Wagle Inds. Estate,  
Thane Maharashtra 400604 India  
**BSE Scrip Code: 540026**

We, M/s. Ashita Kaul & Associates Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **Ladam Affordable Housing Limited ("the listed entity/Company")**,
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31<sup>st</sup> March, 2024 ("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 thereunder; and
- 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:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- 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**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015



Address: F-76-A, 1st Floor, Eternity Commercial Complex, Teen Haath Naka, LBS Marg, Thane West 400604



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and circulars/ guidelines issued thereunder and based on the above examination, We hereby report that, during the Review Period the compliance status of listed entity is appended as below:

## Additional Affirmations:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial standard:</u> The Compliance of listed entities are in accordance with the Secretarial Standards issued by the Institute of Company Secretaries of Indi	Yes	None
2.	<u>Adoption and timely updation of the policies:</u> <ul style="list-style-type: none"><li>All applicable policies under SEBI regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	None
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none"><li>The listed entity is maintaining a functional website.</li><li>Timely dissemination of the documents/information under separate section on website.</li><li>Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant documents/section of the website.</li></ul>	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the company are disqualified under section 164 of companies Act,2013	Yes	None





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5.	<u>To examine 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.	Yes	None
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 SEBI LODR regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the committees at the start of every financial year as prescribed in SEBI regulations.	Yes	None
8.	<u>Related Party Transactions:</u>  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.	a) Yes  b) NA	None  None
9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosures under regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Company has complied with Regulation 30 of SEBI LODR Regulations, 2015 except for instances mentioned in <b>Annexure A</b>





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10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading), Regulations 2015.	Yes	None
11.	<u>Actions taken by SEBI or stock exchange, if any:</u> No actions taken against the listed entity/its investment manager/directors/subsidiaries either by SEBI or by stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder.	No	There were no actions taken by SEBI or Stock Exchange(s) except as mentioned in <b>Annexure A</b>
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note.	N/A	There were no non-compliances by the company apart from qualification as mentioned in <b>Annexure A</b> .

We further report that during the Review Period:

- The provisions of Para 6(A) and 6(B) of SEBI Circular CIR/CFD/CMDI/114/2019 dated October 18, 2019, were not applicable to the listed entity.
- The listed entity has mostly complied with the provisions of the above Regulations and circulars/guidelines issued there under expect in respect of matters specified below: **Refer Annexure A**
- The listed entity has taken the following actions to comply with the observations made in previous reports: **Refer Annexure B**

For Ashita Kaul & Associates  
Practicing Company Secretaries



Ashita Kaul  
Proprietor  
FCS 6988/CP 6529  
Peer Review: 1718/2022

UDIN: F006988F000426473  
Date: 22/05/2024  
Place: Thane

***This Report is to be read with our letter of even date which is annexed as 'Annexure A', 'Annexure B' 'Annexure C' which forms an integral part of this report.***

**Annexure A**

Sr. No	Compliance Requirements (Regulation/ Circulars/ Guidelines)	Regulation/ Circular Numbers	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observation/ Remarks	Management Response	Remark
1.	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	Regulation 31(2) of SEBI (LODR), Regulations, 2015	800,000 Number of shares held by Mr. Bharat Bhushan Aggarwal – Promoter of listed entity are not in dematerialized form	None	None	This is a violation of Reg. 31(2) since part of promoter's shares are not in dematerialized form.	None	As informed by management the shares are pledged to secure a loan taken by an associate company and physical share certificates have been handed over to Lender. Therefore, this is a violation of Reg. 31(2) since part of promoter's shares are not in dematerialized form.	The shares are pledged to secure a loan taken by an associate company and physical share certificates have been handed over to Lender.	-



Sr. No	Compliance Requirements (Regulation/ Circulars/ Guidelines)	Regulation/ Circular Numbers	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observation/ Remarks	Management Response	Remark
2.	Submission with respect to Outcome of Board Meeting	Regulation 30(6) and Schedule III of SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015	Delay in submission of Board Meeting outcome of Financial Results for the Quarter ended September, 2023.	BSE Limited (BSE)	None	Delay in submission of Board Meeting outcome of Financial Results for the Quarter ended 30 <sup>th</sup> September, 2023	None	The Management informed that the company has delayed in submission of Board Meeting outcome as their team encountered unexpected network issues which were out of their control which led to late submission by 1:34 seconds.	Due to unfortunate circumstances and unexpected network issues company was unable to upload the outcome within the time limited as prescribed under Regulation 30(6) and SEBI III of SEBI(LODR)REGULATIONS ,2015. Further, we state that due to circumstances which was not in scope of human control we had tried our best to upload the same without any malafide intention.	-



Sr. No	Compliance Requirements (Regulation/ Circulars/ Guidelines)	Regulation/ Circular Numbers	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observation/ Remarks	Management Response	Remark
3.	Submission with respect to disclosure of Related Party Transaction	Regulation 23(9) and Schedule III of SEBI (LODR) Regulations, 2015	Delay in submission of disclosure of Related party transaction for the half year ended 30 <sup>th</sup> September, 2023	BSE	Fine Levied	Company has delayed in submission of disclosure of Related party transaction to BSE for the half year ended 30 <sup>th</sup> September, 2023	Rs. 10000 + GST 18%	The Company had delayed in submission of Related Party disclosure under Regulation 23(9) and Schedule III of SEBI (LODR) Regulations, 2015. However, the company has filed the same and also paid the fine levied by the BSE.	Due to misinterpretation, there was a delay in disclosing related party transactions. Corrective measures are taken. Disclosure was made on November 11, 2023.	-
4.	Submission of the Annual Report within the period prescribed under this regulation.	Regulation 34 of SEBI (LODR) Regulations, 2015	Non-submission of the Annual Report within the period prescribed under this regulation	BSE	Fines Levied	Non-submission of the Annual Report within the period prescribed.	Rs.2,000 /-per day till the date of compliance i.e. Rs. 98,000 + GST 18%	The Company had filed Annual report within the prescribed and subsequently BSE had withdrawn the Fine.	We had submitted Annual report under Reg 34 (1) on the BSE Website dated 24th August, 2023 and also on the Company's Website within the prescribed time Limit. As a proactive measure to address this concern, we had refiled the annual report.	Fine was withdrawn by BSE as company has made submission within the prescribed time.



Sr. No	Compliance Requirements (Regulation/ Circulars/ Guidelines)	Regulation/ Circular Numbers	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observation/ Remarks	Management Response	Remark
5.	Non-compliance with The Calcutta Stock Exchange Ltd (CSE)	Regulation 32(1) of Chapter (V) of SEBI (Delisting of Equity Shares) Regulation 2021	Violation of various provision of the Listing Agreement and Non-payment of Annual Listing Fees	CSE	Payment of Annual Listing Fees of Rs. 390000 @ 2.5% interest rate on respective years of outstanding Listings Fee	Violation of various provision of the Listing Agreement and Non-payment of Annual Listing Fees	-	The company has received show cause notice from CSE providing a final opportunity to comply with the provisions for listing its equity shares with CSE and The Notice states that failure to comply will result in compulsory delisting from CSE under SEBI (Delisting of Equity Shares) Regulation 2021. The company has paid the Annual Listing Fees along with interest of Rs. 4,62,194.70 and is process of revocation of suspension from CSE.	The Company has paid the Annual Listing Fees and is in the process of revocation of suspension and is complying with the compliance of CSE.	-





Sr. No	Compliance Requirements (Regulation/ Circulars/ Guidelines)	Regulation/ Circular Numbers	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observation/ Remarks	Management Response	Remark
6.	Non-compliance with The Calcutta Stock Exchange Ltd	Regulation 32(1) of Chapter (V) of SEBI (Delisting of Equity Shares) Regulation 2021	Failure to submit compliances to CSE and failure to revoke suspension of the company	CSE	Freezed Demat Account	Violation of various provision of the Listing Agreement and Failure to submit compliances to CSE and failure to revoke suspension of the company	None	The company has failed to submit compliances to CSE and failed to revoke suspension of the company and the Demat account maintained with Central Depository Services (India) Limited (CDSL) has been freezed of Mr. Sumeesh Aggarwal Chairperson, Promoter, CEO of the Company; Mr. Ashwin Kumar Sharma, Non-Executive Independent Director of the company; Ms. Geetu Padavale Non-Executive Independent Director.	The Company is in the process of revocation of suspension and is complying with the compliance of CSE.	-



**Annexure B**

Sr. No	Compliance Requirement (Regulations/circulars/guideline including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of The Practising Company Secretary	Management Response	Remark
1	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	Regulation 31(2) of SEBI (LODR) Regulations 2015	800,000 Number of shares held by Mr. Bharat Bhushan Aggarwal – Promoter of listed entity are not in dematerialized form	None	None	This is a violation of Reg. 31(2) since part of promoter's shares are not in dematerialized form.	None	As informed by management the shares are pledged to secure a loan taken by an associate company and physical share certificates have been handed over to Lender. Therefore, this is a violation of Reg. 31(2) since part of promoter's shares are not in Dematerialized form.	The shares are pledged to secure a loan taken by an associate company and physical share certificates have been handed over to Lender.	-
2.	Non-submission/ Deficiency in disclosure with respect to Cessation/Resignation of Independent Director	Regulation 30(6) of SEBI (LODR) Regulations 2015	Company missed to disclose the details of resignation of Mrs. Yamini Sejpal, Independent Director in the format prescribed under this Regulations	BSE	None	This is a violation of Regulation 30(6) read with schedule III of SEBI (LODR) Regulations.	None	Company subsequently submitted with the required details to BSE in the Format prescribed.	We submitted required details to BSE.	-



Sr. no	Compliance Requirement (Regulations/circulars/guideline 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
3.	Late submission with respect to Outcome of Board Meeting	Regulation 30(6) SEBI (LODR) Regulations, 2015	Delay in submission of Board Meeting outcome of Financial Results for the Quarter ended 31 <sup>st</sup> December 2022.	BSE	None	This is a violation of Regulation 30(6) read with schedule III of SEBI (LODR) Regulations.	None	The company had delayed in submitting the Board outcome and is currently working on obtaining a reliable battery backup system.	The company had delayed in submission of the Board Meeting outcome due to power failure and is currently working on acquiring a reliable battery backup system to prevent similar issues in the future.	-



## Annexure C

To,

**Ladam Affordable Housing Limited**  
Plot No. C-33, Road No. 28 Wagle Inds.  
Estate, Thane Maharashtra 400604 India  
**BSE Scrip Code: 540026**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Listed Entity. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. Some part of Audit was conducted offline. We have also conducted online verification and examination of the relevant documents and records as facilitated by the listed entity for the purpose of issuing this Annual Secretarial Compliance Report. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of SEBI laws, rules, regulation and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance done by the listed entity.
6. The Annual Secretarial Compliance Report 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.

