

Date: June 28, 2021

To,
BSE Limited
PJ Towers, Dalal Street,
Mumbai – 400001,
Maharashtra, India.

Subject: Annual Secretarial Compliance Report pursuant to regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended on March 31, 2021

Scrip code: 535566

Dear Sir,

Pursuant to regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant SEBI Circular(s), we are enclosing herewith the annual secretarial compliance report dated June 26, 2021 issued by M/s. Anamika Jajoo & Co., Practicing Company Secretary, for the financial year ended on March 31, 2021.

Kindly take the same on your records.

Thanking you,

For KIFS Financial Services Limited


Durgesh D. Soni
(Company Secretary – ACS: 38670)



Encl.: Annual Secretarial Compliance Report



Anamika Jajoo & Co.
Practising Company Secretary

Address: S-506, Venus Parkland, Vejalpur Ahmedabad - 380051, Gujarat (M) 9227705009,
Email id: anamikajajoo@gmail.com

SECRETARIAL COMPLIANCE REPORT
OF
KIFS FINANCIAL SERVICES LIMITED
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021

I, **Anamika Jajoo, Proprietor of M/s. Anamika Jajoo & Co.**, practicing company secretary, Ahmedabad, have examined:

- (a) all the documents and records made available to us and explanation provided by KIFS Financial Services Limited ("the listed entity"),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (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, 2021 ("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, include:

- (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;

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- (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;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) (other regulations as applicable) and circulars / guidelines issued there under;-N/A
- and based on the above examination, I / 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.	As per regulation 17(1) of SEBI (LODR), 2015, the top 2000 listed companies (on the basis of market capitalisation as on March 31, 2020) shall comprise of not less than 6 directors in composition of board of directors (effective from April 1, 2020)	There were less than 6 directors in the BOD of company from April, 2020 to December, 2020	As per the clarification given by management and observation / audit of the records of company, the company being a NBFC company requires prior approval of RBI for appointment of director. The company has received approval from RBI in December, 2020 for appointment of director. Therefore, the company could appoint an executive director in January, 2021 after giving 1 month notice as per RBI guidelines.

- (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 my / our examination of those records.

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- (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	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the practicing company secretary, if any
1.	Bombay Stock Exchange (BSE)	Regulation 17(1) of the SEBI LODR, 2015 for comprising of less than 6 directors in the BOD of company from April, 2020 to December, 2020	Fines	As per clarification given by the management and audit of records, the company being an NBFC, it was mandatory for it to obtain prior approval of RBI for appointment of executive director for which RBI took some time to accord its prior approval and while granting such approval RBI also advised the company to follow the prescribed procedure of RBI's master directions DNBR.PD.007 /03.10.119/2016-17 dated September 1, 2016 i.e. publication of one month's prior public notice in newspapers. The company accordingly complied with such requirements and appointed executive director and made optimum composition of board of directors. The matter is pending before the waiver committee of BSE.

- (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... (the years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the practicing company secretary on the actions taken by the listed entity
Not applicable				

**For Anamika Jajoo & Co.,
Practicing company secretary**

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**Anamika Jajoo
(Proprietor)
C. P. no.: 13859
ACS no.: 20918**

**Ahmedabad, June 26, 2021
UDIN: A020918C000521143**