



Secretarial Compliance Report **Of Jasch Industries Limited for the year ended 2023-24**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Jasch Industries 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 year ended 2023-24 in respect of compliance with the provisions of :
 - I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - II. 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 for compliance by the company during the year under report, 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;
- (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) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;



- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

[*Note: During the year under report, no event has occurred attracting provisions of these Regulations]

We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks PCS*
1	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	YES	None
2	<p><u>Adoption and timely update of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars/ guidelines issued by SEBI 	YES YES	None None
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the 	YES YES	None None



	<p>documents/ information under a separate section on the website</p> <ul style="list-style-type: none"> • 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	None
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	None
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA NA	None None
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as Documents per Policy of Preservation of and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	None
7	<p><u>Performance Evaluation:</u></p> <p>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</p>	YES	None
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p>	YES	None

	(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	NA	None
9	<u>Disclosure of events or information:</u> 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	None
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	None
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action has been taken against the listed entity by SEBI or Stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	NO	BSE had imposed a fine of Rs. 84,000 for alleged violation of Regulation 17(1A) *(Please refer the note 1 mentioned after the table)
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	YES	No additional non-compliances were observed for any SEBI regulation/ circular/ guidance note

			etc. during the year under review.
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***Note 1:** We have been informed by the Company that a fine of Rs. 84,000 was imposed by BSE for alleged violation of Regulation 17(1A)[which relates to appointment of a person aged more than 75 years as non-executive director without passing a special resolution]. The company had disputed the allegation on the grounds, inter alia, that it had appointed an "additional director" as permitted by Section 161 of the Companies Act, 2013 and that, as required by Regulation 17(1C), it had obtained approval of the shareholders at the next AGM held on 18th August 2023 (i.e. within three months of appointment by the Board). This fact was intimated to BSE vide BSE acknowledgement No. 6043079 dated 19-08-2023. Company's request to pass a speaking order and/or to drop the penalty did not receive any response from BSE, inspite of reminders. The Company has paid the fine under protest to prevent any coercive action by BSE.

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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 violation	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
-	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

Sr. no	Compliance Requirement (Regulations/ circulars / Guidelines)	Regulation/ Circular No.	Deviations	Action Taken by	Type of violation	Details of violation	Fine Amount	Observations/ Remarks of the	Management Response	Remark
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	including specific clause)							Practicing Company Secretary		
-	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Place: New Delhi
Date: 24-04-2024
UDIN: F004819F000227085

FOR MUKESH ARORA & CO.



MUKESH ARORA
PRACTISING COMPANY SECRETARY
FCS NO.: 4819
CP NO.: 4405