



May 9, 2023

To,

Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai-400051	Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai – 400 001
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Dear Sir/Ma'am,

With reference to the above and in pursuance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed herewith Secretarial Compliance Report for the Year ended 31.03.2023, issued by M/s. Sunil Agarwal & Co., Company Secretaries, for your information and record.

Kindly take the above on record and acknowledge receipt.

Thanking you,

For

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Building No. 2, Opp. Jain Temple, Jesal Park,
Bhayandar (East), Mumbai - 401 105.
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SUNIL AGARWAL & Co.
Company Secretaries

Secretarial Compliance Report of JSW Holdings Limited for the financial year ended March 31, 2023

I, Sunil Agarwal, Proprietor of Sunil Agarwal & Co., Practicing Company Secretary have examined

- a) all the documents and records made available to us and explanation provided by JSW Holdings Limited ("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 31st March, 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, 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 (Regulatory and Securities) Regulations, 2021 (including erstwhile regulations) (Not applicable to the Listed Entity during the Review Period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including erstwhile regulations);
- f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (including erstwhile regulations) (Not applicable to the Listed Entity during the Review Period);
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:



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	2. ISM Limited Steel Private Limited N/A
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	Yes
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	The company has obtained approval of related party transactions during the year.

2. ISM Limited Steel Private Limited

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	Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		
12.	Additional Non-compliances, if any:	No such cases	No such cases observed during Audit
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
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1. C

auditor with respect to the listed entity/its material subsidiary to the Audit Committee:

a) In case of any concern with the management of the listed entity/material

No such Cases

No such Cases



	subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the	No such Cases No such Cases	No such Cases Audit Committee has approved re-Appointment of Statutory auditors for a further term of Five Years
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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	No such Cases	No such Cases
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(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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
No such violation of any Regulations and circulars/ guidelines issued by SEBI has been found during Audit										

(b) The listed entity 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
Not Applicable										

Place: MUMBAI
Date: 09/05/2023



For SUNIL AGARWAL & CO.
Company Secretaries

SUNIL AGARWAL
(Proprietor)

FCS No. 8706

C.P. No. 3286

Peer review unit No. 788/2020

UDIN Number F008706E000274532