



**JTL
INDUSTRIES
LIMITED**
(Formerly known as JTL Infra Limited)
STEEL PIPES

Regd. & Corp. Off.: S.C.O. 18-19, Sector 28-C
Chandigarh-160 002. INDIA
T +91 172 4668 000
E info@jtlinfra.com, **W** www.jtlinfra.com
CIN: L27106CH1991PLC011536

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BSE Limited. 25 th Floor, P.J. Towers, Dalal Street, Mumbai-400 001	Metropolitan Stock Exchange of India Ltd. Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai – 400070
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Dear Sir,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report duly issued by M/s S.V. Associates Company Secretaries, Practicing Company Secretary for the financial year ended March 31, 2023.

This is for your information and records.

Thanking You,

Yours Sincerely

Unit - I

Gholu Majra, Derabassi
Chd.-Ambala Highway, Distt. Mohali
Punjab 140 506 (India)

Unit - II

Vill. Koste Budruk, Post Nizampur
Taluka Mangaon, Raigad 402120
Maharashtra (India)

Unit - III

Jagan Road, Backside Aggarwal Bhawan
Sirhind Side, Mandi Gobindgarh 147301
Punjab (India)



**SECRETARIAL COMPLIANCE REPORT
OF**

M/S JTL INDUSTRIES LIMITED
(Formerly known as JTL Infra Limited)
CIN: L27106CH1991PLC011536)

REGD. OFF: SCO 18-19, SECTOR 28-C, CHANDIGARH-160002

[as per the regulation 24(A) of SEBI (LO&DR) Regulations, 2015 as amended from time to time]

I, Sahil Malhotra, Proprietor of S.V. Associates, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. JTL Industries Limited
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (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 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 (Buyback of Securities) Regulations, 2018; : Not Applicable during the year under review
- (e) Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021; Not Applicable during the year under review
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable during the year under review
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and other relevant Regulations, circulars/ guidelines. issued thereunder

and based on the above examination, I/We hereby report including that, during the Review Period:





S.V. Associates

Company Secretaries

Office : # 1494, Top Floor, Sector 42-B, Chandigarh-160036. Mob. : 9463394255, Phone : 0172-4191494
E-mail : saahilmalhotra42@gmail.com, csinfochd@gmail.com

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 India (ICSI)	Yes	Not applicable
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 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	Not applicable
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/information under a separate section on the website• 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	Not applicable
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not applicable
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The Listed Entity is not having any material subsidiary however the listed is having a wholly owned subsidiary Company
6.	Preservation of Documents:	Yes	Not applicable





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	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		
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 as prescribed in SEBI Regulations	Yes	Not applicable
8.	Related Party Transactions: (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	Yes	YPrior approval for RPT is taken
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	Not applicable
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	Not applicable
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	Not applicable
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all	Yes	Not applicable





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SEBI regulation/ circular/ guidance note etc .		
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The listed entity has complied with the clauses 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors

-Not Applicable as there has been no resignation of Statutory Auditors in the FY 2022-23.

The Additional disclosures of Annual Secretarial Compliance Report

I 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)	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
1	Reg. 44(3) (SEBI LODR, 2015)	Reg. 44(3) (SEBI LODR, 2015)	Late filing of NCLT appointed Scrutinizer Report and Voting result	BSE/ MSEI	Fine	As detailed below (Violation was without fault on part of the Company)	Rs. 10000/- by BSE/MSEI	Fine was duly paid under protest	*As given	The delay was on account of late receipt of voting results by NCLT appointed Scrutinizer and delayed submission of Report by him.
2	Reg. 29 for the month ended April, 2022	Reg. 29 (SEBI LODR, 2015)	Intimation of Board Meeting	MSEI		Intimation could not be sent due to technical glitches	Rs. 10000/- by MSEI	Fine was duly paid	Fine was duly paid	The delay/deviation was on account of technical glitch.

*During the year 2022-23, an SOP fines was levied by BSE and MSEI on 14.12.2022 with respect to Non-Compliance under Reg. 44(3) (SEBI LODR, 2015) for delayed filing of Scrutinizer's Report/ Voting Results with respect to the NCLT convened Meeting of the Company. The Company had replied that during those days, the system of CDSL was under malware attack and was not working properly. The Scrutinizer was appointed by NCLT.



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Due to non functioning of the website of CDSL, the Scrutinizer was not able to download the reports in time. The Company had clarified that due to delay caused to Scrutinizer on account of ongoing problem in CDSL website, the voting results were reported late to the Company. The Scrutinizer's Report dated 23.11.2022 was received by the Company on 24.11.2022. The Company however uploaded the voting results on 24.11.2022 itself upon receipt of said voting results. But the Company did not receive any reply from BSE/MSEI in this regard and finally the fine amount was paid under protest to them though there being no fault of the Company.

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



For S.V. Associates

CS Sahil Malhotra
(Proprietor)

M.No.38204

COP No. 14791

Place: Chandigarh

UDIN: A282045020382999

DATE: 10th May 2023