



**JAIHWAL A & CO.**

Company Secretaries

4A, Council House, 1<sup>st</sup> Floor, MMS Chamber

Room No- D1, Kolkata- 700001

Email : jaiswalarun82@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF  
JAYSHREE CHEMICALS LIMITED  
For the year ended 31<sup>st</sup> March, 2024**

To,  
The Board of Directors  
Jayshree Chemicals Limited  
31, Chowringhee Road  
Kolkata- 700016

We **M/s. Jaiswal A & Co., Company Secretaries** have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s. Jayshree Chemicals Limited ('the listed entity')**,
- (b) The filings/submissions made by the listed entity to the Stock Exchange,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant which has been relied upon to make this certification,

The following information for the year ended "**31<sup>st</sup> March, 2024**" in respect of compliance with the provisions of:

- (a) The 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; (*Not Applicable during the review period*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (*Not Applicable during the review period*)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not Applicable during the review period*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable during the review period*)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*Not Applicable during the review period*)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*Not Applicable during the review period*)



- (h) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; *(Not Applicable during the review period)*
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (l) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable to the Company;

And based on the circulars and guidelines issued thereunder, and based on the above examination 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,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c) 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/Remark of the Practicing Company Secretary	Management response	Remarks
Nil										

(d) 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/Remark of the Practicing Company Secretary	Management response	Remarks
Not Applicable										

(e) The listed entity has complied with the clauses 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors- There has been no resignation of the Statutory Auditors in the FY 2023-2024.

We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the Listed Entity are in accordance with the Auditing Standards (CSAS-1 to CSAS-3) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil
2.	<b>Adoption and timely updation of the policies:</b> <b>a)</b> All the applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity. <b>b)</b> All the policies are in conformity with SEBI regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	Nil
3.	<b>Maintenance and disclosures on Websites:</b> <b>a)</b> The Listed Entity is maintaining a functional website. <b>b)</b> Timely dissemination of the documents/ Information under a separate section on the website. <b>c)</b> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant documents / section of the website.	Yes	Nil
4.	<b>Disqualification of Directors:</b> None of the Directors of the Company is/are disqualified under Sec-164 of Companies Act 2013 as confirmed by the listed entity	Yes	Nil
5.	<b>Details related to Subsidiaries of Listed Entities have been examined w.r.t.:</b> <b>a)</b> Identification of Material Subsidiary Companies <b>b)</b> Disclosure requirements of material as well as other subsidiaries.	NA  Yes	The company has two subsidiaries namely: East Coast Powers Limited and Bangur Exim Private Limited but none of them qualify as material subsidiaries as per SEBI LODR Regulations, 2015
6.	<b>Preservation of Documents:</b> 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	Nil



7.	<b>Performance of Evaluation:</b> 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	Nil
8.	<b>Related Party Transactions:</b> a) The Listed entity has obtained prior approval of Audit Committee for all related party transactions. 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	Nil
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosures under Regulations 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	Nil
10.	<b>Prohibition of Insider Trading:</b> The Listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<b>Actions taken by SEBI or Stock Exchanges, if any:</b> No actions has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges under SEBI regulations and circulars/ guidelines issued thereunder.	NA	No action has been taken against the entity during the period under review.
12.	<b>Additional Non- Compliances, if any:</b> No additional non compliances observed for any SEBI regulation / circular/ guidance note etc.	NA	No additional non compliances has been observed during the period under review

#### Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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.

Place : Kolkata  
Date : 16.04.2024



**For JAISWAL A & CO.**  
Company Secretaries

*Arun Kumar Jaiswal*

Arun Kumar Jaiswal  
Proprietor

Mem. No.29827; C.P. No- 12281  
UDIN- A029827F000146691

**Peer Review Cert. No.: 2636/2022**