



SANDEEP DUBEY & ASSOCIATES

(Practicing Company Secretaries)

Unit No. 3133, Ezaze Zone Mall, Sundar Nagar, Malad West, Mumbai- 400062.

Contact No. 9820513552 ; Email : cs.sandeepdubey@gmail.com

ANNUAL SECRETARIAL AUDIT REPORT OF M/S. JYOTI STRUCTURES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022.

I, Sandeep Dubey, Practicing Company Secretary have examined:

- a) all the documents and records made available to us and explanation provided by M/s. Jyoti Structures Limited (“the listed entity”),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) Such other documents and fillings made by the company which has been relied upon to make this certification.

FOR THE YEAR ENDED MARCH 31, 2022 (“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 there under; And
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Complied by the company.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Complied by the company.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied by the company.**
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Complied by the Company.**
- (e) Securities and Exchange Board of India (Prohibition of fraudulent and unfair trade practices relating to securities market) (Amendment), Regulations, 2018; **Complied by the Company.**
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued there under; **Complied by the Company.**

And circulars/ guidelines issued there under and based on the above examination, 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 there under, 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	Regulation 33 of SEBI (LODR) Regulations 2015	The company has delayed in submission of quarterly Financial Results under Regulation 33 of SEBI (LODR) Regulations 2015.	As explained by the management due to the Company was under Insolvency Resolution Process under IBC Code 2016, however, it is complied as on date of signing of this report.

Note: The aforesaid list of SEBI Regulations is only the list of Regulations which were applicable to the Company during the year under review.

AND BASED ON THE ABOVE EXAMINATION, I HEREBY REPORT THAT, DURING THE UNDER REVIEW PERIOD:

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

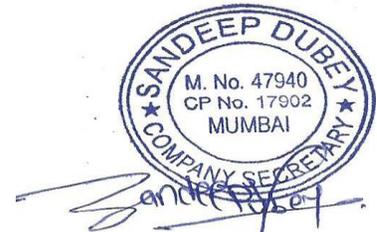
Sr. No.	Observation of Practicing Company Secretary in the Previous Report.	Observation made in the secretarial compliance report for the year ended 2020-21.	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the Action taken by the listed entity.
1	The Company was in default with the various regulation of the SEBI (LODR) 2015.	We were observed that the company has in default with various regulation of SEBI (LODR) 2015 in first quarter after that company has complied with all	The Company has appointed whole time company secretary & compliance officer and made all the applicable compliance applicable to the company.	The Company has taken corrective steps towards compliance with the Regulation of SEBI (LODR) 2015, and other compliance applicable to the company.

		regulation as applicable to the company.		
2	The Company in default with the various section of the Companies Act. 2013 and rule made therein.	We were observed that company in default with the various section of the Companies Act. 2013 and rule made therein.	The Company has complied with the provisions of Companies Act. 2013 and rule made therein.	The Company has complied with all applicable section & provisions of Companies Act. 2013 and rules made therein.
3	The Company in default with the Regulation & Section of Foreign Exchange Management Act, 1999.	We were observed that the Company was in default under applicable compliance of Foreign Exchange Management Act, 1999.	The Company has complied with the provisions of Foreign Exchange Management Act, 1999.	We observed that company has taken corrective steps towards compliance with regulation & section of Foreign Exchange Management Act, 1999.

- b) The listed entity has complied with the provisions of the above Regulations and circulars / Notification/guidelines issued there under.
- c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued there under in so far as it appears from my/our examination of those records.
- d) There were no action 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 there under in so far as it appears from my examination of those records.
- e) All the affairs of the Company including all the information, documentation, books, registers, records, and correspondence details of insolvency resolution process costs and due of dissenting financial creditors in relation to the company, as on date which are in possession of or under the control of the Erstwhile Resolution Professional of the Company or her advisors / representative, be hereby handed over to the Board of Directors of the Company, and all actions / correspondence in relation to any matters / affairs of the company shall henceforth be undertaken by the Board of Directors of the Company in accordance with the applicable law.

- f) During the under review period, the Company has receipt of approval from BSE Limited (BSE) and National Stock Exchange (NSE) for In-principal Approval prior to issue of allotment of 52,50,00,000 no of equity share and 7,00,00,000 no of compulsory convertible preference share of the Company on preferential basis under regulation 28(1) of the SEBI (LODR) Regulation 2015 and in terms of the Resolution plan approved by the National Company Law Tribunal, Mumbai Bench under the Insolvency and Bankruptcy Code, 2016.

FOR SANDEEP DUBEY & ASSOCIATES
PRACTICING COMPANY SECRETARIES



CS SANDEEP DUBEY
PARTNER

M. NO. 47940.

CP NO.17902

UDIN: A047940D000419762

Place: Mumbai

Date: 28/05/2022