

JAYASWAL NECO INDUSTRIES LTD

CIN : L28920MH1972PLC016154

(FORMERLY JAYASWALS NECO LIMITED)

REGD. OFFICE : F-8, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR - 440 016 (INDIA)

PHONES : +91-7104-237276, 237471, 237472, 237461, 237462, 236253, 236254, 236256

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25th May, 2023

To
Manager (Listing)
National Stock Exchange of India Limited.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400051.

Manager (Listing)
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.

NSE Symbol: - JAYNECOIND

Scrip Code:- 522285

Dear Sir,

Sub.: - Annual Secretarial Compliance Report for the year ended 31st March, 2023 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We enclose herewith a copy of Annual Secretarial Compliance Report for the year ended 31st March, 2023 issued by Mrs. Rachana Anand Daga, Proprietor of R.A. Daga & Co., Practising Company Secretaries, Nagpur having FCS No. 5522 /COP No. 5073 and Peer Review No. 1568/2021.

You are requested to take the above submission on records.

Thanking you,

Yours Faithfully,

For Jayaswal Neco Industries Limited


Ashish Srivastava
Company Secretary & Compliance Officer.



Encl. : As above

BRANCH OFFICES :

"NECO HOUSE" D-307, Defence Colony,
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**—Secretarial Compliance Report of JAYASWAL NECO INDUSTRIES LIMITED
(For the Financial Year ended 31st March, 2023)**

I have conducted the review of the Compliance of the applicable statutory provisions and the adherence to the good corporate practices by **JAYASWAL NECO INDUSTRIES LIMITED** (hereinafter referred to as "the listed entity"), bearing CIN:- **L28920MH1972PLC016154** and having registered office at **F-8, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR-440016(MH)**. Secretarial review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the Listed entity books , papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorised representatives during the conduct of Secretarial review, I hereby report that the listed entity has, during the period under review covering the financial year ended on **31st March,2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, **CS Rachana Daga**, Proprietor of M/s. **R.A.DAGA & Co.**, Company Secretaries, Nagpur have examined:

- (a) All the documents and records made available to us and explanation provided by the listed entity and.
- (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 31/03/2023 (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;- **N.A.**
- (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;**NA**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021;**NA**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021;**NA**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable



Preference Shares) Regulations, 2013; NA

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) 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; and circulars/ guidelines issued there under;

1. 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
NOT APPLICABLE										

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										

2. 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
1.	Compliance with the following Conditions while appointing/re-appointing and auditor		
	i. If the auditor has reigned within 45 days from the end of Quarter of a Financial Year, the auditor before such resignation, has issued the limited	N.A.	



	review/ audit report for such quarter; or		
	ii. If the auditor has resigned after 45 days from the end of Quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter ; or	N.A	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A	
2.	Other conditions relating to resignation of Statutory auditor		
	i. Reporting of concerns by auditor with respect to the listed entity's material subsidiary to the audit committee:		
	a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ Non-Co-operation 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.	N.A	
	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	N.A	





	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 management and auditor.	N.A	
	ii. Disclaimer in case of Non-receipt of Information :- The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	N.A	
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 18 th October,2019.	N.A	

3. I 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 byPCS*
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the the applicable secretarial standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. • All the policies are in conformity with	YES	





	SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	
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 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 YES YES	
4.	<p><u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	YES	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	NA NA	Company does not have any material subsidiary.
6.	<p><u>Preservation of Documents:</u> 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.</p>	YES	
7.	<p><u>Performance Evaluation:</u> 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	As Per SEBI Listing Regulations and the Companies Act,2013, the Board evaluation need to be carried out once in every year. Company has conducted Performance Evaluation in the Last Quarter of the F.Y 2022-





			23.
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> <p>(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.</p>	<p>YES</p> <p>N.A.</p>	
9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	<p>YES</p>	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>YES</p>	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors 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.</p>	<p>YES</p>	
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	<p>NO</p>	<p>During the period under review, it was observed that Board of the Company was temporary short of 50% requirement of Independent Directors consequent to retirement of Dr. Suranjan Sinha (Independent Director) on 16th January, 2023. However, post-retirement of Shri Pramod Kumar Bhardwaj (Executive Director) w.e.f 24.02.2023</p>





			the requirement of having 50% Independent Director on the Board was complied. Currently Board consist of 12 Members out of which 6 are Independent.
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Place: Nagpur

Date:25/05/2023



For R.A. Daga & Co.,
Company Secretaries

RACHANA ANAND DAGA
Digitally signed by RACHANA ANAND DAGA
Date: 2023.05.25 12:23:39 +05'30'

Rachana Daga
Proprietor

Membership No: 5522

C.P. No: 5073

PR NO.:1568/2021

UDIN: F005522E000374209

