

Date: 30th May, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001.

Dear Sir / Madam,

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

Ref: Scrip Code: 504378

With reference to the captioned subject, kindly find attached herewith Annual Secretarial Compliance Report issued under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the year ended on 31st March, 2023.

Kindly take the same on your record and oblige us.

Thanking You.

For Nyssa Corporation Limited

Prasanna Shirke
Director
DIN: 07654053



PCS Kavita Raju Joshi

Company Secretary

FCS, MCOM

☎ +91 9833 179293 / 88504 76488

✉ kavitarjoshi@gmail.com

SECRETARIAL COMPLIANCE REPORT

(Pursuant to SEBI circular - CIR/CFD/CMD 1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Annual Secretarial Compliance Report of "Nyssa Corporation Limited" for the year ended March 31, 2023

To

NYSSA CORPORATION LIMITED

CIN: L70101MH1981PLC024341.

Regd. Office No: 002, Gulmohar Complex, opposite Anupam Cinema, Station Road, Goregaon E) Mumbai Mumbai City MH 400063 IN.

Authorized Share Capital : Rs. 5, 20, 00,000/-

Paid up capital : Rs. 3, 00, 00,000/-

I, **Kavita Raju Joshi Practicing Company Secretary** have conducted the Secretarial Compliance Audit of the applicable SEBI Regulation and the circular/guidelines issued thereunder for the Financial Year March 31, 2023 of **NYSSA CORPORATION LIMITED** ("the listed entity"). The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- (a) all the documents and records made available to us and explanation provided by the 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 March 31, 2023 ("Review Period") in respect of compliance with the provisions of:


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PRACTISING COMPANY SECRETARY
FCS NO : 9074, C.P. NO : 8893

- (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 following Regulations prescribed under The Securities and Exchange Board of India Act, 1992 ("SEBI Act") 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 ; **[Not applicable during the review period]**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 *(to the extent applicable)*;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable during the review period]**
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable during the review period]**
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the review period]**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable during the review period]**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 *(to the extent applicable)*;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended;
- (k) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008; **[Not applicable during the review period]**
- (l) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/guidelines issued thereunder;


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We hereby report that, during the review period the compliance status of the listed entity is appended below:

Additional Affirmations

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<p><u>Secretarial Standards:</u></p> <p>We have conducted a review of the compliance of listed entity in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable of the listed entity. • 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	-
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 redirects to the relevant document(s)/ section of the website. 	No	The Company having the functional website and they are in a process to update the content on the website of the Company.
4	<u>Disqualification of Director:</u>	Yes	DIN of Mr. Kamlesh Ramraj Tiwari's was


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	None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013.		Deactivated due to non-filing of DIR-3 KYC
5	To examine details related to Subsidiaries of listed entity: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	No	As informed by the management that they are in a process of updating website
6	<u>Preservation of Documents:</u> As per the confirmations given by the listed entity, and on our test check basis, it 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 Listing Regulations.	Yes	-
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations	Yes	-
8	<u>Related Party Transactions:</u> (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 transaction were subsequently approved/ratified/rejected by the Audit committee.	NA	As explained by the management, the Company do not have such transactions as specified in SEBI LODR
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder	Yes	-
10	<u>Prohibition of Insider Trading:</u>	Yes	-


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	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 Page 5 of 7 SEBI Regulations and circulars/ guidelines issued thereunder.</p>	No	NSE has imposed a fine Rs. 2, 17,120 (Including GST) for Non-compliance with the constitution of nomination and remuneration committee as per Regulation 19 of SEBI LODR. As explained by the Management they have filed a waiver application paying a fee of Rs. 11,800/-
12	<p>Additional Non-compliances, if any:</p> <p>Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	<p>1. - The appointment of Chief Financial Officer and Internal Auditor was yet to be made during the aforesaid Audit period</p> <p>2. The Company's is in process of updating website</p>

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No ' or 'NA '

(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	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


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	clause)										
1.	Composit ion on constituti on of nominati on and remunera tion committe e	19	Shor tfall for appt of Inde pend ent Dire ctor	Fine	Fine of 2,17,120 (Including GST)	Rs.	Non- compl iance with the constit ution of nomin ation and remun eratio n comm ittee	2,17, 120	The Company has in a place the Nominatio n and remunerati on Committee	As expla ined by the Man agem ent they have filed a waiv er appli catio n payi ng a fee of Rs. 11,8 00/-	-


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

Str. 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 Practising Company Secretary	Management Response	Remarks
Not Applicable										

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Kavita Raju Joshi
Practising Company Secretary
Membership No: 9074
COP No: 8893

Place: Mumbai
Date: 29/05/2023
UDIN: F009074E000414831
Peer Review No:2159/2022