



# JCT LIMITED

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Phone: 46290000; Fax: 25812222  
Website: [www.jct.co.in](http://www.jct.co.in)  
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27.05.2023

BSE Limited  
25th Floor, P J Towers,  
Dalal Street, Fort  
Mumbai 400001

COMPANY CODE: 500223

Dear Sir,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended  
31<sup>st</sup> March 2023**

**Ref: Regulation 24A of SEBI (LODR) Regulations, 2015**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2023, issued by M/s Seema K & Associates, Company Secretaries.

Kindly take the above information on record.

Thanking You,

Yours Faithfully  
For JCT Limited

(Kanwar Nitin Singh)  
Company Secretary

Encl: AA

**SEEMA K & ASSOCIATES**

(Company Secretaries)

154, Vardhman Fortune Mall,  
G T Karnal Road, Delhi-110 033

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I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by JCT LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at village Chohal, Distt Hoshiarpur, Punjab 146024. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's 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 authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Seema Khanna proprietor of SEEMA K & ASSOCIATES have examined:

- (a) all the documents and records made available to us and explanation provided by JCT LIMITED ("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 31<sup>st</sup> March, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

There was no reporting under following regulations during the review period:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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 by PCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	yes	
2	<b>Adoption and timely updation of the Policies:</b> <input type="checkbox"/> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities <input type="checkbox"/> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	yes yes	
3	<b>Maintenance and disclosures on Website:</b> <input type="checkbox"/> The Listed entity is maintaining a functional website <input type="checkbox"/> Timely dissemination of the documents/ information under a separate section on the website <input type="checkbox"/> 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	Information dissemination at Website was delayed sometimes due to technical issues with site.
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	yes	
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	
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	
7	<b>Performance 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	
8	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	NA	
9	<b>Disclosure of events or information:</b> 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	
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	Maintained in password protected excel before purchase of software in 2022-23
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been 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 except as provided under	No	Fine was imposed by SEBI which was paid by the company

	separate paragraph herein (**).		
12	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	No	

**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: N.A.**

Compliances with the conditions while appointing/re-appointing an auditor: N.A.

Other conditions relating to resignation of statutory auditor: N.A.

- (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 (Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response
1.	Non-submission of the financial results within the period prescribed under LODR	Regulation 33	Late submission due to delay in holding Board meeting	SEBI	Fine	Delay in submission of financial results due to delay in approval of said results by Board	88500	The Company was not able to conduct board meeting within time prescribed due to ill health of Chairman of Audit committee	The Company has already paid the penalty amount

- (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
1.	Composition of Board of Directors	Regulation 17	Appointment of new independent director was not made in next Board meeting	BSE	Fine	Delay in appointment of independent director of said results by Board	159300	The Company was not able to search a competent person for appointment as ID due to covid	The penalty was waived off by the BSE.

**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: Delhi**

**Date: 24/05/2023**

**Signature:**



**SEEMA KHANNA (SEEMA K & ASSOCIATES)**

**CP No. : 4397**

**UDIN : F008054E000370922**

**PR No. : 2006/2022**