



CIN : L74110HP2004LC027558

May 26, 2023

To

The Listing Department
Bombay Stock Exchange
Limited
Department of Corporate
Services
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

The Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Mumbai – 400 051

Trading Symbol: JHS

Scrip Code: 532771

Subject: Submission of Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015 for the Financial Year ended 31st March 2022.

Dear Sir

Please find enclosed herewith the Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31st March 2023.

This is for your information and record purpose.

Thanking You,
Yours Sincerely,

For JHS Svendgaard Laboratories Limited

Komal Jha
Company Secretary & Compliance Officer

DAHIYA & ASSOCIATES

Add: 523, Sector 19, Dwarka New Delhi-110077
Phone No. 011-41435797, Email id : Mohit@legaltank.in
Peer Reviewed No. 3054/2023

SECRETARIAL COMPLIANCE REPORT OF JHS SVENDGARD LABORATORIES LIMITED **FOR THE YEAR ENDED MARCH 31, 2023**

[Pursuant to sub-regulation 2 of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
JHS Svendgaard Laboratories Limited
Corp. office: B-1, E-23, Mohan Cooperative
Industrial Area, Mathura Road, Delhi-110044

We, **Dahiya & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by JHS Svendgaard Laboratories Limited (“**the Company**”),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (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:

- (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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable to the Company during the period under review)*
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(not applicable to the Company during the period under review)*
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the Company during the period under review)*
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

The Securities and Exchange Board of India (Registrars and Share Transfer Agents) Regulations, 1993; *(not applicable to the Company during the period under review)* and circulars/ guidelines issued thereunder;

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

S. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/Remarks by PCS
1.	Secretarial Standards: 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.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, 	Yes	---

	as per the regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website: <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	---
4.	Disqualification of Director: 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.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ol style="list-style-type: none"> a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries 	Yes	---
6.	Preservation of Documents: 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.	Performance Evaluation: 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.	<p>Related Party Transactions:</p> <p>a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>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.</p>	Yes	---
9.	<p>Disclosure of events or information:</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>	Yes	---
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	---
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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 separate paragraph herein.</p>	Yes	NSE and BSE imposed a penalty of amount 11,800/- each in accordance with Standard operating procedures for delay in uploading the voting results on exchanges for the Court convened meetings held on November 13, 2022 pursuant to order of Hon'ble NCLT, Chandigarh bench in the matter of Composition scheme of merger.
12	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	---

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 ('Circular'):

S. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
1.	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a 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</p> <p>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.</p>	Yes	<p>M/S S.N. Dhawan & Co. LLP has resigned w.e.f. August 09, 2023 on account of non acceptability of Audit fee rendered by Company i.e., within 45 days of end of Quarter.</p> <p>Thereafter, the Company has appointed M/s Tattvam & Associates as Statutory Auditor w.e.f. 09th August, 2022 to fill the casual vacancy that arises due to the resignation of the previous Auditor i.e., M/s S.N. Dhawan & Co. LLP Chartered Accountants, who shall hold to office till the conclusion of the ensuing Annual General Meeting of the Company subject to requisite compliance of the Companies Act, 2013 and other applicable laws, if any.</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation 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</p>	NA	<p>M/S S.N. Dhawan & Co. LLP has resigned w.e.f. August 09, 2023 on account of non acceptability of Audit fee rendered by Company i.e., within 45 days of end of Quarter.</p>

	<p>quarterly Audit Committee meetings.</p> <p>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 applicable.</p> <p>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 the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>		
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 18th October, 2019.	Yes	The Company has received resignation letter in the prescribed format of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

(a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Regulation 44	Delay of one (1) day	NSE and BSE imposed penalty of 11,800/- each	Penalty levied of Rs. 23,600	Delay in uploading Voting Results	Rs. 23,600/-	The Company paid the penalty on time.	The Company filed action taken report to Exchanges and take note of being Cautious in future.	NA

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

S. No.	Compliance Requirement (Regulations / circulars/	Regulation/ Circular	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing	Management Response	Remarks
--------	--	----------------------	------------	-----------------	----------------	----------------------	-------------	---	---------------------	---------

	Guidelines including specific clause)	No.						Company Secretary		
Not Applicable										

**For Dahiya & Associates,
Company Secretaries**

MOHIT Digitally signed by
MOHIT DAHIYA
DAHIYA Date: 2023.05.26
13:51:24 +05'30'

Mohit Dahiya

Partner

FCS No.: 9540

C P No.: 23052

Peer Review No.: 3054/2023

UDIN: F009540E000287103

Date: 11/05/2023

Place: New Delhi

