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JYOTI STRUCTURES LIMITED

Corporate Office: Valecha Chambers
6th Floor, New Link Road Oshiwara
Andheri (West) Mumbai -400053
Corporate Identity No: L45200MH1974PLC017494

Ref: JSL/HO/CS/GEN/24-25/260

Date: May 28, 2024

BSE Limited, Phiroze Jeejeeboy Towers, Dalal Street, Fort, Mumbai 400 001. BSE Scrip Code: 513250	National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. NSE Scrip Symbol: JYOTISTRUC
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Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024.

In accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2024.

Kindly acknowledge the receipt and update the same in your records.

Thanking You.
Yours Faithfully,

For Jyoti Structures Limited

SONALI
KRISHNAJI
GAIKWAD
Digitally signed by
SONALI KRISHNAJI
GAIKWAD
Date: 2024.05.28
12:30:54 +05'30'

Sonali K Gaikwad
Company Secretary
ACS 31201



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

**Secretarial Compliance Report of Jyoti Structures Limited for the financial year ended
March 31, 2024.**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
JYOTI STRUCTURES LIMITED
CIN: L45200MH1974PLC017494
Valecha Chambers, 6th Floor, New Link Road,
Andheri (West), Mumbai - 400053, Maharashtra.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Jyoti Structures Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Valecha Chambers, 6th Floor, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra, India, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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 the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I Sandeep A. Dubey, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by 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) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended March 31, 2024 (“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 SEBI;

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

- (a) Securities and Exchange Board of India (Listing Obligation 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; Not Applicable to the Company during the under review period.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Complied by the Company.
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable during the financial year under review.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Complied by the Company.
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable; Complied by the Company.
- (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 to the extent of securities issued; Complied by the Company.
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; Complied by the Company.
- (k) other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (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:

<i>Sr. No.</i>	<i>Compliance Requirement (Regulations / circulars/ guidelines including specific clauses)</i>	<i>Regulation/ Circular No.</i>	<i>Devi- actions</i>	<i>Action Taken by</i>	<i>Type of Action</i>	<i>Details of Violation</i>	<i>Fine Amount</i>	<i>Observations /Remarks of the Practising Company Secretary (PCS)</i>	<i>Manage -ment Response</i>	<i>Remarks</i>
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.					
Not Applicable										

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

<i>Sr. No.</i>	<i>Observations/ Remarks Of the Practising Company Secretary in the previous reports (PCS)</i>	<i>Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)</i>	<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	<i>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</i>	<i>Remedial actions, if any, taken by the listed entity</i>	<i>Comments of the PCS on the Actions taken by the listed Entity</i>
No Such observation was observed in the previous report hence Not Applicable.						

(c) I Sandeep A. Dubey Company Secretary in practice hereby report that, during the review period the compliance status of the listed entity with the following requirements:

<i>Sr. No.</i>	<i>Particulars</i>	<i>Compliance Status (Yes/ No/NA)</i>	<i>Observation s/Remarks by PCS*</i>
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1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	YES	The Company has complied with Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).
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 of the listed entities. ● 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	The Company has complied with SEBI (LODR) Regulation 2015 and other regulations, Notification / circulars / guidelines issued by SEBI.
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The listed entity is maintaining a functional website. ● Timely dissemination of the documents/ information under aseparate 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. 	YES	The Company has maintained its website, and 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.

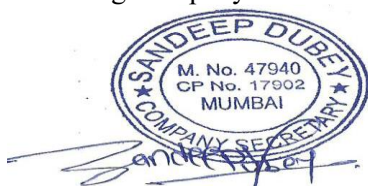
4.	<p><u>Disqualification of Director(s):</u></p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	YES	No Director's disqualified during the audit period.
5.	<p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	YES	The Company has made the necessary disclosure of subsidiaries & associates companies and also published the consolidated financial result of the company. The details of subsidiaries company mentioned in Board Report.

6.	<p><u>Preservation of Documents:</u></p> <p>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	The Company has maintained and preserve all the statutory records and Book & Accounts at the registered office of the Company.
7.	<p><u>Performance Evaluation:</u></p> <p>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.</p>	YES	Board evaluate the performance of the Company time to time and take necessary progressive action.
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>	YES	During the FY, The Company has made the related party disclosure, and all the transaction executed with arm length basis with the permission of Board.

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>	YES	The Company has made disclosure as required under Reg. 30 along with Schedule III Of SEBI (LODR) Regulations 2015.
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>	YES	The Company has complied with Regulation 3(5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015.

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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	YES	<p>The Company was in delay of Regulation 17(1A) and Regulation 23(9) of SEBI (LODR) 2015 for the quarter ended September 2023, except this there are no disciplinary actions including penalties imposed by the SEBI or the Stock Exchanges against the company. The penalty amount paid by the company on December 16th December 2023.</p>
12.	<p><u>Resignation of Statutory Auditor from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraphs 6.1 and 6.2 of sections V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	YES	<p>During the FY, there is no change in statutory Auditor of the Company.</p>
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	NO	Not Applicable

For Sandeep Dubey & Associates
Practicing Company Secretaries



Sandeep A. Dubey
Proprietor
/M. No. 47940; CP No.17902
UDIN: A047940F000463410

Place: Mumbai
Date: 27/05/2024

Note: This report is to be read with our letter of even date which is annexed as ‘ANNEXURE A’ and forms an integral part of this report.

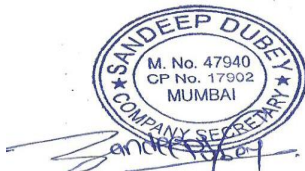
Annexure A

To
Jyoti Structures Limited
Andheri West, Mumbai-40053.

Our report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based’ on our verification of the same.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and “appropriateness of financial records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
5. The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the listed entity.
6. As regards the books, papers, forms, reports and returns filed by the listed entity under the above-mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
7. This report 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.

For Sandeep Dubey & Associates
Practicing Company Secretaries



Sandeep A. Dubey
Proprietor
M. No. 47940; CP No CP No.17902

Place: Mumbai
Date: 27.05.2024