

Ref: JAL:SEC:2020

28th May, 2020

BSE Limited

25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
MUMBAI 400 001

The Manager

Listing Department

National Stock Exchange of India Ltd

“Exchange Plaza”, C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

SCRIP CODE: 532532

NAME OF SCRIP: JPASSOCIAT

Sub: Annual Secretarial Compliance Report of Jaiprakash Associates Limited for the financial year ended 31st March, 2020

Dear Sirs,

In compliance with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are forwarding herewith the Annual Secretarial Compliance Report of Jaiprakash Associates Limited for the financial year ended 31st March, 2020 issued by CS Ashok Tyagi (FCS), Secretarial Auditor of the Company.

Kindly take the above Annual Secretarial Compliance Report on the Exchanges' records.

Thanking you,

Yours faithfully,

For JAIPRAKASH ASSOCIATES LIMITED



(M.M. SIBBAL)

Jt. President & Company Secretary

Encl: As above

Annexure– A

**Secretarial Compliance Report of Jaiprakash Associates Limited for the year
ended on March 31, 2020**

I, CS Ashok Tyagi have examined:

- (a) all the documents and records made available to me and explanation provided by **Jaiprakash Associates Limited** (“ the Listed Entity”),
- (b) the filings/submissions made by the Listed Entity to the stock exchanges,
- (c) websites of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the Financial Year ended March 31, 2020 (“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”); **Not applicable to the Company for the year under review;**

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

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR); **To the extent applicable to the Company for the year under review;**
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable to the Company for the year under review;**
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – **To the extent applicable to the Company for the year under review;**
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company for the year under review;**

- e) The Securities and Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014;**Not applicable to the Company for the year under review;**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –**To the extent applicable to the Company for the year under review;**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable to the Company for the year under review;**
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015-**To the extent applicable to the Company for the year under review;**
- (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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 55A of SEBI(Depository & Participants) Regulation 1996		As per the Share Reconciliation Report under Regulation 55A of SEBI(Depository & Participants) Regulation 1996 there is a difference of 871533 Equity Shares which are not listed on NSE but listed on BSE*.

***Note:**

As per the management's explanation, NSE had given "in-principle" listing approval for issue of 70,72,80,317 equity shares of Rs.2 each as bonus shares & 21,80,10,985 allotted pursuant to Scheme of Amalgamation, listing for remaining 36,94,751 & 5,12,841 equity shares was kept in abeyance due to court cases, complaints, etc. NSE did not give the listing approval for shares held in abeyance i.e. for which dispatch proof/credit of shares to the registered holders was not given by the Company. However, as and when the rightful owner(s) claim the shares and the Company provides the dispatch proof, the listing approval for the shares held in abeyance is applied and the same is provided by NSE from time to time. BSE had approved listing of entire lot of equity shares issued by the Company upon bonus allotment and pursuant to allotment in terms of Scheme of Amalgamation.

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ materials subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of actions taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NOT APPLICABLE			

- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports: (Please see Annexure 2)

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended.....	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Listing Fee for the year 2018-19 to NSE & BSE	Not Applicable	No Action was required	No action was required as there was a minor delay in payment of Listing Fees due to wrong quoting of GST No. in the Invoice and revision of Invoice.

Place: New Delhi
Date: May 26, 2020

ASHOK
TYAGI

Digitally signed
By ASHOK TYAGI
Date: 2020.05.26
16:53:39 +05'30'

CS ASHOK TYAGI
FCS 2968
PCS 7322
UDIN: F002968B000283261