



June 23, 2020

The Deputy Manager

Dept. of Corp. Services

BSE Limited

P. J. Towers, Dalal Street, Fort

Mumbai – 400 001

Ref: **Scrip Code 511092**

Sub: **Submission of Annual Secretarial Compliance Report**

Respected Sir or Madam,

With reference to the above captioned subject matter and pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/ 2019 dated 8 February 2019; enclosed please find the Annual Secretarial Compliance Report for the Financial Year 2019-20.

Kindly take the same on your record & oblige.

Thanking You,

Yours Faithfully,

For **JMD VENTURES LIMITED**

Dhruva Narayan Jha

DHRUVA NARAYAN JHA

DIN: 01286654

MANAGING DIRECTOR

Enclosed: As stated above



SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE

Office Address: 20 Pannalal Basak Lane, Howrah – 711204

Email:- sanjayvyas1802@gmail.com

Phone No.:- +91 9874730085

To
The Board of Directors
JMD Ventures Limited
Mumbai – 400 053

Sub.: Annual Secretarial Compliance Report for the Financial Year 2019-20

Dear Sir,

We have been engaged by M/s. JMD Ventures Limited (hereinafter referred to as the "Company") bearing CIN: L67190MH2000PLC033180 whose Equity Shares are listed on BSE Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

Sanjay Kumar Vyas



SANJAY KUMAR VYAS
Practicing Company Secretary
ACS No. 55689, C.P. No. 21598

Place Kolkata

Date June 20, 2020

UDIN **A0556898000361467**



SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE

Office Address: 20 Pannalal Basak Lane, Howrah – 711204

Email:- sanjayvyas1802@gmail.com

Phone No.:- +91 9874730085

ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.]

The Members,
JMD Ventures Limited
Mumbai – 400 0053

We have examined:

- a) All the documents and records made available to us and explanations provided by the Company;
- b) the filings/submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate.

For the financial year ended on March 31, 2020 in respect of Compliance with the provisions of:

1. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable for the period**
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable for the period**
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period**
- e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **Not Applicable for the period**





SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE

Office Address: 20 Pannalal Basak Lane, Howrah – 711204

Email:- sanjayvyas1802@gmail.com

Phone No.:- +91 9874730085

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period**
- h) 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;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Not Applicable for the period**
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- a) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- b) The following are the details of actions taken against the Company, its Promoters, Directors, either by the 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 there under –

Sr. No.	Action Taken by	Details of Violation	Details of Action/ Observations/ violation taken E.g. fines, remarks of the warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	SEBI	Violation of Regulation 12(2) of the PIT Regulations, 1992 and Clause 36 of the Listing Agreement read with Section 21 of SC(R) Act, 1956 i.e. Non-Disclosure under SEBI PIT Regulations for	Fine of Rs 5.00 Lakh has been imposed on the Company and its Directors	Payment of Penalty (including interest on delayed payment) of Rs. 5,29,767/- has been made by Company on 17 th Dec 2019.





SANJAY KUMAR VYAS

COMPANY SECRETARY IN PRACTICE

Office Address: 20 Pannalal Basak Lane, Howrah – 711204

Email:- sanjayvyas1802@gmail.com

Phone No.:- +91 9874730085

		Issue of Shares on Pref. basis to Promoters Group on 11 th June 2011		
2.	BSE	Regulation 14 of SEBI Exchange Regulations	Trading in the Shares of the company has been restricted (moved to GSM)	The Company is yet to pay Listing Fees for FY 2018-19.
3.	BSE	Regulation 6 of SEBI LODR Regulations, 2015, Appointment of Company Secretary as Compliance Officer	Letter has been issued by BSE for payment of Penalty up to the period of compliance of said Provision	The Company has to fill the vacancy within 6 months from the date of Resignation of Compliance Officer, hence in Compliance with the related Regulations and hence penalty payment is not applicable to the Company. Reply has also been filed by the Co. to BSE.

- c) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Circulars, Guidelines, Standards, etc. mentioned above, except in respect of matters specified below:

Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company)
Violation of SEBI PIT Regulations as well as Regulation 36 of SEBI LODR Regulations, 2015	The Company has not filed Disclosure under SEBI PIT Regulations for Issue of Shares on Pref. basis to Promoters Group on 11 th June 2011	Fine of Rs 5.00 Lakh has been imposed on the Company and its Directors which has paid by the Company including Interest on delayed payments.
Regulation 14 of SEBI Exchange Regulations	The Company has not paid Listing Fees to BSE for FY 2018-19.	Trading in the Shares of the company has been restricted (moved





SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE

Office Address: 20 Pannalal Basak Lane, Howrah - 711204

Email:- sanjayvyas1802@gmail.com

Phone No.:- +91 9874730085

Shell Company	The SEBI has put the company under shell category and Forensic Audit has been conducted for which appeal has been made to SAT	to GSM) The Company has conducted the forensic audit as instructed by SEBI
---------------	---	---

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the Year ended 31 st March 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1	Whole time Company Secretary was not appointed	Whole time Company Secretary was not appointed	-	As informed Company is looking for a suitable candidate to get appointed as Compliance Officer of the Company

Sanjay Kumar Vyas

SANJAY KUMAR VYAS
Practicing Company Secretary
ACS No. 55689, C.P. No. 21598



Place: Kolkata

Date: June 20, 2020

UDIN: **A055689000361467**