



Date: May 29, 2024.

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051.

Scrip Code: **541167**

Symbol: **YASHO**

Dear Sir/ Ma'am,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024, as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circulars issued by SEBI and Stock Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024.

The same is also being uploaded on the website of the Company at www.yashoindustries.com.

This is for your information and records.

**Thanking You,
For Yasho Industries Limited**

**Rupali Verma
(Company Secretary and Compliance officer)
M. No. A42923**

Encl: As above

YASHO INDUSTRIES LIMITED

REGISTERED OFFICE: Office No. 101/102, Peninsula Heights, C.D Barfiwala Marg, Juhu lane, Andheri (West), Mumbai - 400058, India
TEL: +91 22 62510100; FAX: +91 22 62510199; E-Mail: info@yashoindustries.com; CIN No: L74110MH1985PLC037900



Ref No: 229/2024-25

**SECRETARIAL COMPLIANCE REPORT OF YASHO INDUSTRIES LIMITED
(For the Financial Year ended March 31, 2024)**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
Yasho Industries Limited
CIN: L74110MH1985PLC037900
Office No.101/102 Peninsula Heights,
CD Barfiwala Marg, Juhu Lane,
Andheri (West) Mumbai 400058.

We, **Dhrumil M. Shah & Co. LLP** have examined:

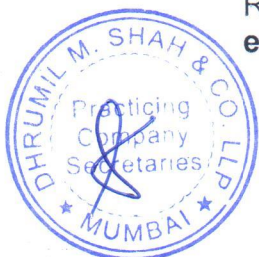
- all the documents and records made available to us and explanation provided by **Yasho Industries Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other documents/ filings, as may be relevant, which has 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:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review**

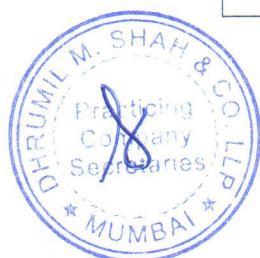


- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder and based on the above examination, 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 in **Annexure 1**.
 - b) There were no observations made in previous Annual Secretarial Compliance Reports.
- I. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

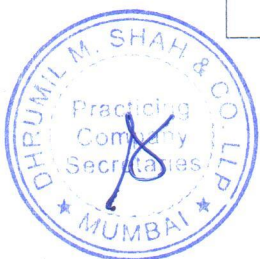
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1)	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	Nil



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
2)	Adoption and timely updation of the Policies:	Yes	Nil
	<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	Nil
3)	Maintenance and disclosures on Website:	Yes	Nil
	<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	Nil
	<ul style="list-style-type: none"> 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	Nil
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	Nil
5)	Details related to Subsidiaries of listed entities have been examined w.r.t.:	Yes	The Listed entity does not have any material subsidiary
	<ul style="list-style-type: none"> a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries 	Yes	Nil



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
6)	<p>Preservation of Documents:</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	Nil
7)	<p>Performance Evaluation:</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	Nil
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) 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	Nil
		NA	No such instances observed
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	Nil
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	Nil



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
11)	<p>Actions taken by SEBI or Stock Exchange(s), if any:</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	Refer Annexure 1
12)	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</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 paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no event of resignation of Auditor.
13)	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.</p>	Yes	Nil

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: Mumbai
Date: May 13, 2024

For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

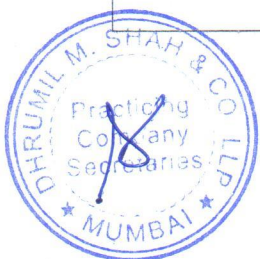
A handwritten signature in blue ink, appearing to read "Dh. Shah", written over a horizontal line.

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021F000347734

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulation/ Circular No.	Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	Non submission of Related Party Transaction in XBRL Mode
Action Taken by	BSE Limited
Type of Action	Fine
Details of Violation	Non submission of Related Party Transaction in XBRL Mode under Reg. 23(9) for the Period ended March 31, 2023
Fine Amount (₹)	41,300/-
Observations/ Remarks of the Practicing Company Secretary	The Listed Entity has made delay of seven days in submission of Related party Statement for the half year ended March, 2023
Management Response	<p>We hereby state that during the process of filing up the XBRL file, we encountered several validation errors, and the XBRL file got corrupted multiple times. Therefore, we sought assistance from the BSE team, and with their help, the issue was resolved and the same was filed by us on May 9, 2023.</p> <p>Thus, the delay in the submission of the RPT disclosure was purely due to technical difficulties encountered while preparing the XBRL file.</p> <p>Further, fine imposed by BSE Limited has been duly paid on July 28, 2023.</p>
Remarks	-



Sr. No.	2
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulation/ Circular No.	Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	The Listed Entity filled up the vacancy of the office of Compliance Officer on December 29, 2023. Ms. Rupali Verma has joined the office as Compliance Officer on February 19, 2024, after completion of her notice period with the previous organization.
Action Taken by	-
Type of Action	-
Details of Violation	Compliance Officer was appointed in the Listed Entity on February 19, 2024 with a delay of 29 days
Fine Amount (₹)	Nil
Observations/ Remarks of the Practicing Company Secretary	The Listed Entity filled up the vacancy of the office of Compliance Officer on December 29, 2023. Ms. Rupali Verma has joined the office as Compliance Officer on February 19, 2024, after completion of her notice period with the previous organization.
Management Response	<p>We hereby state that following the resignation of our previous Company Secretary and Compliance Officer w.e.f. October 21, 2023, the listed entity was in the process of appointing a suitable candidate. We had shortlisted two candidates on different occasions and issued offer letters to them, but both candidates did not join the office as committed, citing their inability to join the organization. Consequently, the prescribed time limit for appointing the officer, as mandated by the Listing Regulations, lapsed.</p> <p>Further, as per the Regulation 6(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the vacancy of the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.</p> <p>After extensive deliberation and efforts, the vacancy of the office of the Compliance Officer was duly filled on December 29, 2023, by appointing Ms. Rupali Verma as the Company Secretary and Compliance Officer</p> <p>However, the Company Secretary and Compliance Officer joined the office on February 19, 2024, after due completion of the notice period of previous employer.</p>



	<i>In view of the above, the Listed entity has filled up the vacancy of compliance Officer in terms of Regulation 6(1A) within the period of three months from the date of such vacancy.</i>
Remarks	-

