

Ref: JAL:SEC:2024

30th May, 2024

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, 2024

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, 2024 issued by CS Ashok Tyagi, Secretarial Auditors of the Company.

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

Thanking you,

Yours faithfully,

For JAIPRAKASH ASSOCIATES LIMITED

(SOM NATH GROVER)

Vice President & Company Secretary
FCS-4055

Encl: As above

CS ASHOK TYAGI (FCS)

Company Secretaries

E-130, Second Floor, Greater Kailash-I, New
Delhi-110048

Email Id : atyagi53@gmail.com

Mobile : 9810070575

To,
The Board of Directors,
JAIPRAKASH ASSOCIATES LIMITED
CIN: L14106UP1995PLC019017
Sector 128, Noida,
Uttar Pradesh, India, 201304

I have been engaged by Jaiprakash Associates Limited(hereinafter referred to as ('the Company') bearing CIN: L14106UP1995PLC019017 whose equity shares and debentures are listed on National Stock Exchange of India Limited and BSE Limited to conduct a verification in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

MANAGEMENT RESPONSIBILITY:

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

MY RESPONSIBILITY:

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report which is based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

My examination 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 as considered necessary and adequate for the said purpose and I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

DISCLAIMER:

I am preparing the report by examining the secretarial records including minutes, documents, registers, intimation sent to the stock exchanges, other records and returns related to the applicable laws on the Company etc. made available to me. The management has confirmed that the records submitted to us are true and correct. I have also relied upon representation given by the management of the company regarding the compliance of law, rules, regulations and happening of event, etc.

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.

Annual Secretarial Compliance Report is enclosed.

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by Ashok Tyagi
Date: 2024.05.11
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CS Ashok Tyagi
FCS No. 2968
C P No. 7322
UDIN: F002968F000354429
Peer Review Cert.: 1578/2021

Date: 11.05.2024
Place: New Delhi

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2024

*[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015
read with SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8th February, 2019]*

I **Ashok Tyagi** have examined:

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

for the year ended 31st March, 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 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; - **Applicable to the Company during the year under review.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **To the extent applicable to the Company during the year under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **To the extent applicable to the Company during the year under review.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Applicable to the Company during the year under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - **Applicable to the Company during the year under review.**

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 below:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation Name and SEBI Circular No.	Regulation Number/Circular date	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Company is required to submit newspaper advertisement pertaining to publication of Financial Results to Stock Exchanges simultaneously after publishing the same in newspaper as per Reg-47 of SEBI (LODR), Regulation 2015.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company had made a delay of more than 48 hours on disclosure regarding "Submission of Newspaper Advertisement pertaining to publication of Un-audited Financial Results for the Quarter ended 31st December, 2023" to the Stock Exchanges.	NA	NA	The Company had made a delay of more than 48 hours on disclosure regarding "Submission of Newspaper Advertisement pertaining to publication of Un-audited Financial Results for the Quarter ended 31st December, 2023" to the Stock Exchanges.	NA	The Company had made a delay of more than 48 hours on disclosure regarding "Submission of Newspaper Advertisement pertaining to publication of Un-audited Financial Results for the Quarter ended 31st December, 2023" to the Stock Exchanges.	Due to inadvertent / technical error the "Submission of Newspaper Advertisement pertaining to publication of Un-audited Financial Results for the Quarter ended 31st December, 2023" to the Stock Exchanges, Could not be uploaded within time.	-
2.	Regulation 55A of SEBI (Depository & Participants) Regulations, 1996	Securities and Exchange Board of India (Depository and Participants) Regulations, 1996	Regulation 55A of SEBI (Depository & Participants) Regulations, 1996	8,35,873 Equity Shares as on 31.03.2024 are listed on BSE but not in NSE	NA	NA	NA	NA	As per the Share Reconciliation Report under Regulation 55A of SEBI (Depository & Participants) Regulations, 1996, there is a difference of 8,35,873 Equity Shares which are not listed on NSE but listed on BSE	As and when the rightful owner(s) claim the shares and the Company provides the dispatch proof of the listing approval for the shares held in abeyance is applied and the same is provided by NSE from time to time.	-

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

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation Name and SEBI Circular No.	Regulation Number/ Circular date	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Observation made in the secretarial compliance report for the year ended. (the years are to be mentioned)	Management Response	Remark
1.	Compliance with regard to submission of copy of notice to the Stock Exchanges of postal Ballot dated 12th November, 2022 under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation S, 2015 read with Part A of Schedule III	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation S, 2015	Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Compliance with regard to submission of copy of notice to the Stock Exchanges of postal Ballot dated 12th November, 2022	NA	NA	Compliance with regard to submission of copy of notice to the Stock Exchanges of postal Ballot dated 12th November, 2022	Not Applicable	Submission of copy of notice to the Stock Exchanges of postal Ballot dated 12th November, 2022 is not visible on the website of Stock Exchange	31.03.2023	Company has accepted the advise and will remain cautious in future	NA
2.	Regulation 55A of SEBI (Depository & Participants) Regulations, 1996	SEBI (Depository & Participants) Regulations, 1996	Regulation 55A of SEBI (Depository & Participants) Regulations, 1996	8,68,896 Equity Shares as on 31.03.2023 are listed on BSE but not in NSE	NA	NA	NA	NA	As per the Share Reconciliation Report under Regulation 55A of SEBI (Depository & Participants) Regulations, 1996, there is a difference of 8,68,896 Equity Shares which are not listed on NSE but listed on BSE	31.03.2023	As and when the rightful owner(s) claim the shares and the Company provides the dispatch proof of the listing approval for the shares held in abeyance is applied and the same is provided by NSE from time to time.	NA

Additional Compliance Affirmation pursuant to Circular No. NSE/CML/2023/30 dated April 10, 2023 of National Stock Exchange Limited (NSE) & Circular 20230410-41 dated April 10,2023 of BSE Limited (BSE) are annexed as **Annexure-I**.

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Place: New Delhi

Annexure I

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NA
2.	<u>Adoption and timely updation of the Policies:</u> • 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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	NA
3.	<u>Maintenance and disclosures on Website:</u> • 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	NA
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	NA
6.	<u>Preservation of Documents:</u> 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	NA
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	NA
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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	Yes	NA
9.	<u>Disclosure of events or information:</u> 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.	No	Refer above Observations mentioned in current report.

10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NA
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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	N.A	N.A
12.	<u>Resignation of Statutory Auditor from the listed entity or its material subsidiaries:-</u> In case of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A	N.A
13.	<u>No Additional Non-compliance observed</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above.	NA	N.A

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