

JAY BHARAT MARUTI LIMITED

Corporate Office : Plot No. 9, Institutional Area,
Sector 44, Gurgaon-122 003 (Hr.)
T : +91 124 4674500, 4674550
F : +91 124 4674599
W : www.jbmgroup.com

JBML/SE/Q1/24-25

May 28, 2024

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Limited
Exchange Plaza, Plot C-1, Block G
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400051
Scrip Code: **JAYBARMARU**

The Secretary,
BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Scrip Code: **520066**

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015.

Dear Sirs,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31, 2024 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record.

Thanking you,
Yours sincerely,
For **Jay Bharat Maruti Limited**

(Ravi Arora)
Company Secretary
M. No.: A37075

Encl.: As above.

Works :

Plant I : Plot No. 5, MSIL, Joint Venture Complex, Gurgaon-122 015 (Haryana) T: +91 124 4887200, F: +91 124 4887300
Plant II : Village & Post - Mohammadpur Narsinghpur, Sector 36, Gurgaon - 122 001 (Haryana) T: +91 124 4935300, F: +91 124 4935332
Plant III : Plot No. 15-16 & 21-22, Sector 3A, Maruti Supplier Park, IMT Manesar, Gurgaon -122 051 (Haryana) T: +91 9999190423, 9899079952
Plant IV : Village & Post - Mohammadpur Narsinghpur, Sector 36, Gurgaon - 122 001 (Haryana) T: +91 124 4935300, F: +91 124 4935332
Regd. Office : 601, Hemkunt Chambers, 89, Nehra Place, New Delhi - 110 019 T : +91 11 26427104-06. F : +91 11 26427100
CIN : L29130DL1987PLC027342 **Email Id:** ravi.arora@jbmgroup.com

**Annual Secretarial Compliance Report
of Jay Bharat Maruti Limited for the year ended 31st March, 2024**

* I, Sunita Mathur, have examined:

- a) all the documents and records made available to us and explanation provided by Jay Bharat Maruti Limited – CIN: L29130DL1987PLC027342; BSE Scrip Code: INE571B01036; NSE Scrip Code: JAYBARMARU; CSE scrip code 10020007 (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2024 (“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, to the extent applicable, have been examined for the financial year ended 31.03.2024 (“Review Period”), include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 and 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable; and
- i) other regulations, circulars etc. issued by SEBI applicable to the Company.

and circulars/ guidelines issued thereunder;

The company has confirmed that regulations mentioned above under clause (b), (d), (e) & (f) are not applicable to them during the review period.

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 as applicable to it except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary.	Management Response	Remarks
1	33	Non-compliance with SEBI (LODR) Regulations, 2015	Delayed compliance by 28 days	NSE	Imposed fine	Delayed filing for the QRT Month 30-Jun-2023	1,65,200 (including GST)		NSE has reversed the fine vide their letter NSE/LIST/C/2024/0417 April 09, 2024	
				BSE	Imposed fine	Delayed filing for the QRT Month 30-Jun-2023	1,00,300 (including GST)		Accordingly, BSE fine also stand Waived (Refer SEBI vide SOP Circular ref. no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated January 22, 2020)	

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 /Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
There was no observation in previous report										

C) I/We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

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 India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	NIL
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of The 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	NIL
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 a separate section on the website • Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	NIL
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	NIL
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Company do not have Subsidiary Company
6.	Preservation of Documents:		

	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	NIL
7.	Performance Evaluation: 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	NIL
8.	Related Party Transactions: (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	No Such transaction has taken place
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	Yes	NIL
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: National Stock Exchange (NSE) vide its letter NSE/LIST-SOP/COMP/FINES/0964 dated September 14,2023 issued a Notice of Non Compliance of SEBI LODR Regulations 2015, Under R 33 for month /QRT June 2023 and imposed a fine of Rs. 1,65,200 (including GST) and BSE Imposed a Fine of Rs.100,300 (including GST)	Yes	On representation of the company NSE has reversed the fine vide their letter NSE/LIST/C/2024/0417 April 09, 2024 The above waiver letter has been shared with BSE as well for their record purposes. Accordingly, BSE

			fine also stand Waived (Refer SEBI vide SOP mentioned earlier in the ASCR
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries 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.	NA	No resignation of statutory auditors during the period under review.
13.	<u>No any additional non-compliance observed</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	NIL

During the Year under Review: -

1. Mr. Dharmpal Agarwal (DIN: 00084105) and Mr. Achintya Karati (DIN: 00024412), Ceased to be Independent Directors with effect from 31.03.2024 due to completion of their tenure.
2. The Board of Directors in its meeting held on February 14, 2024 has approved the:
 - 2.1. appointment of Mr. Shekar Viswanathan (DIN: 01202587) as an Additional Director to be designated as Independent Director of the company with effect from April 01, 2024, subject to the approval of the shareholders.
 - 2.2. re-appointment of Mr. Surendra Kumar Arya (DIN: 00004626) as Chairman in the capacity of Non-Executive Director (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) with effect from April 01, 2024, liable to retire by rotation on such remuneration as approved by the Board of Directors subject to approval of the shareholders.
 - 2.3. re-appointment of Mr. Anand Swaroop (DIN: 00004816) as Executive Director designated as Whole Time Director for a further period of 3 (three) years with effect from April 01, 2024 till March 31, 2027 subject to the approval of the shareholders.
 - 2.4. re-appointment of Ms. Pravin Tripathi (DIN: 06913463), as Independent Director for a second term of 5 (five) consecutive years with effect from July 10, 2024 subject to the approval of shareholders.
 - 2.5. continuation of Mr. Rajiv Gandhi (DIN: 07231734) on the Board of the Company as Non-Executive Director (Nominee Director), not liable to retire by rotation, subject to the approval of the shareholders.

3. Shareholders of the Company at Annual General Meeting held on September 16, 2023 had accorded their approval for shifting of Registered Office of the Company from NCT Delhi to State of Haryana. Confirmation of Regional Director-North for shifting of Registered Office is awaited. Further, the Board of Directors vide resolution by circulation dated March 26, 2024 accorded its consent to fix the Registered Office of the Company from 601, Hemkunt Chamber, 89 Nehru Place, New Delhi - 110019 to Plot No 5 MSIL Joint Venture Complex Gurugram-122015, Haryana
4. The existing Equity Shares of the Company, having face value of Rs.5/- each fully paid up, had been sub-divided /splited into Equity Shares having face value of Rs.2/- each fully paid up ranking pari passu with each other in all respect w.e.f. October 26, 2023.

Assumptions & Limitation of scope and Review:

Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis. 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. Our Certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Noida
Date: May 28, 2024

SUNITA
MATHUR Digitally signed by
SUNITA MATHUR
Date: 2024.05.28
12:59:29 +05'30'

Sunita Mathur
FCS No.: 1743 /C P No.: 741
ICSI UDIN: F001743F000467197
PR: 1297/202