



May 24, 2023

BSE Limited
Floor 25, P. J. Towers
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Scrip Code: 543271

Trading Symbol: JUBLINGREA

Dear Sirs,

Sub: Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company dated May 16, 2023 issued by Mr. Kapil Dev Taneja, Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries, for the financial year 2022-23.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For Jubilant Ingrevia Limited

Deepanjali Gulati
Company Secretary

Encl: as above

A Jubilant Bhartia Company

OUR VALUES



Jubilant Ingrevia Limited
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Noida-201 307, UP, India
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Fax: +91 120 4234895-96
www.jubilantingrevia.com

Regd Office:
Bhartiagram, Gajraula
Distt. Amroha - 244 223
Uttar Pradesh, India
CIN : U24299UP2019PLC122657

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024

Tel.: (011) 4679 0000, Fax: (011) 4679 0012

e-mail: contact@cssanjaygrover.in

Website: www.cssanjaygrover.in

Annual Secretarial Compliance Report of Jubilant Ingrevia Limited for the financial year ended 31st March, 2023

I, Kapil Dev Taneja, Partner of Sanjay Grover & Associates, a firm of Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **Jubilant Ingrevia Limited** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

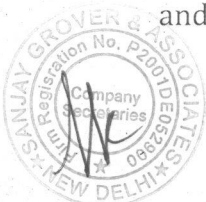
for the year ended **31 March, 2023** ("Review Period") in respect of compliance with the provisions of:

- (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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 {Not applicable during the review period};
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018{Not applicable during the review period};
- (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{Not applicable during the review period};and
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder.



I 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><u>Secretarial Standard</u></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 Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • 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	None
3.	<p><u>Maintenance and disclosures on Website:</u></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 reports under Regulation 27(2) are 	Yes	None



	accurate and specific which redirects to the relevant document(s)/ section of the website.		
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None
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	The Company does not have any material subsidiary and the Company has complied with the requirement with respect to disclosures of other subsidiaries.
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	None
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	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	



	(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.	N.A	The listed entity has not entered into any transaction without the prior approval of the Audit Committee.
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.	Yes	None
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	The Company has maintained In house software for Maintaining PIT records.
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	No	Company has received a Notice ref. no. NSE/LIST-SOP/DEBT/FINES/0172 dated November 30, 2022 from National Stock Exchange Limited ('NSE'), imposing a fine of Rs. 2360/- including GST for delay of 2 days in submission of certificate regarding fulfilment of payment obligations by the Company for its listed Commercial papers.

			<p>The Company has submitted the reply on December 02, 2022 informing the reasons for delay.</p> <p>The response from NSE is still awaited.</p>
12.	<p><u>Additional non-compliances, if any:</u></p> <p>No non-compliance has been observed under SEBI regulation/circular/guidance note etc.</p>	Yes	None

Compliance related to resignation of statutory auditors from the listed entity and their material subsidiaries as per SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a</p>	<p>N.A</p> <p>N.A</p>	<p>The auditor of the Company M/s Walker Chandiook & Co. LLP has not resigned and continued to act as the Statutory Auditor of the Company.</p>



	financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A	
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on</p>	<p>N.A</p> <p>N.A</p> <p>N.A</p>	<p>There was no such concern related to non-availability of information / non-cooperation by the management which has hampered the audit process.</p>



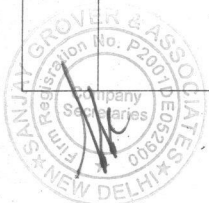
	<p>receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	N.A	
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	N.A	<p>The auditor of the Company M/s Walker Chandiok & Co. LLP has not resigned and continued to act as the Statutory Auditor of the Company.</p>

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 (Regulation s/ 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.	In terms of Regulation 57 (1) of SEBI LODR, 2015 read with SEBI Circular SEBI/HO/DD HS_Div2/P/CIR/2021/699 dated December 29, 2021 as amended, the listed entity is required to submit a certificate with the stock exchange within one working day of the interest or dividend or principal becoming due, regarding status of payment in case of non-convertible securities	Regulation 57. (1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirement) Regulations 2015 read with SEBI Circular SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021, as amended .	Redemption of commercial paper due on 28 October 2022 but certificate given on November 01, 2022.	National stock Exchange of India (NSE)	National stock Exchange of India (NSE) imposed fine of Rs. 2360 (Inclusive of GST).	Delay in Submission of certificate regarding fulfillment of payment obligation.	Rs. 2360 (Inclusive of GST).	The Company delayed in submitting the Certificate regarding fulfillment of payment obligation as per Regulation 57 (1) of SEBI LODR, 2015, read with SEBI Circular SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021 as amended, Therefore, NSE imposed a fine of Rs. 2360 (Inclusive of GST).	The Management responded that delay was due to discrepancy raised by National Securities Depository Limited in certificate of redemption received from Issuing and Paying Agent (IPA). After rectification of discrepancy, the Company filed the above stated Certificate . The Company submitted an undertaking with	No
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										the Stock Exchange stating that in future the Company will comply the SEBI Circular in letter and spirit
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b) The listed entity has taken the following actions to comply with the observations made in previous reports: **There was no observation made in previous report for the financial year ended on March 31, 2022.**

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 Practising Company Secretary	Management Response	Remarks
None										



For Sanjay Grover & Associates
 Company Secretaries
 Firm Registration No.: P2001DE052900
 Peer Review No.:1352/2021

Kapil Dev Taneja

Partner

CP No.:22944; M No.: F4019
 UDIN: F004019E000315726

Place: New Delhi
 Date: May 16, 2023