



May 30, 2024

To,
Asst. General Manager,
Dept. of Corporate Services.
BSE Limited,
14th Floor, P.J. Towers, Dalal Street,
Fort, Mumbai: 400 001, Maharashtra, Mumbai

Respected Sir,

**Sub: Annual Secretarial Compliance Report for the year ended 31st March 2024 under
Regulation 24A of SEBI (LODR) Regulations, 2015.
Ref: Company Code: 504378**

Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024.

Kindly take note of the above.

Thanking You,
Yours faithfully,
For NYSSA CORPORATION LIMITED

(_____)
Prasanna Shirke
Whole Time Director
DIN: 07654053

Encl: as above



PCS Kavita Raju Joshi

Company Secretary

FCS, MCOM

+91 9833 179293 / 88504 76488

kavitarjoshi@gmail.com

SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

**Annual Secretarial Compliance Report of "Nyssa Corporation Limited"
for the year ended March 31, 2024**

I, Kavita Raju Joshi have examined:

- (a) all the documents and records made available to me and explanation provided by **Nyssa Corporation Limited [CIN: L70101MH1981PLC024341]** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other relevant document(s)/ filing, which has been relied upon to make this certification,

for the year ended March 31, 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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, are:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;


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- (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 *(to the extent applicable)*;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *[Not applicable during the review period]*
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *[Not applicable during the review period]*
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *[Not applicable during the review period]*
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *[Not applicable during the review period]*
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 *(to the extent applicable)*;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended;
- (k) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008; *[Not applicable during the review period]*
- (l) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/guidelines issued thereunder.

I hereby report that, during the review period the compliance status of the listed entity is appended below:

Additional Affirmations

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> We have conducted a review of the compliance of listed entity in accordance with the applicable Secretarial	Yes	-


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	Standards (SS) issued by the Institute of Company Secretaries India (ICSI).		
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 / committees, as may be applicable 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	-
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 accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	The Company having the functional website and they are in a process to update the some of the pending content on the website of the Company for the F.Y. 2023-24
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013.</p>	NA	-
5	<p>To examine details related to Subsidiaries of listed entity:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	-
6	<p><u>Preservation of Documents:</u></p> <p>As per the confirmations given by the listed entity, and on our test check basis, it is preserving and maintaining records as prescribed under SEBI Regulations and</p>	Yes	-


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	disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.		
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations	Yes	-
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 transaction were subsequently approved/ratified/rejected by the Audit committee.	Yes	-
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 Listing Regulations within the time limits prescribed thereunder	Yes	-
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	-
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 Page 5 of 7 SEBI Regulations and circulars/ guidelines issued thereunder.	NA	BSE has imposed a fine Rs. 4,10,640 (Including GST) for late submission compliances under regulations 23(9), 27(2), 31, 33, 34, 6(1) and 19 of SEBI LODR. As explained by the Management they have filed waiver application for Reg. 33 & 19(1) and have paid all the fines in full.


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12	Additional Non-compliances, if any: Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	-
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*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

- (3) 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/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amt.	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Corporate Governance Report	27(2)	Late submission for the quarter ended March 2015	Fine	Fine of Rs. 1,000	Late submission	1000	As explained by the Management they have paid the fine	Fine paid	-
2.	Shareholding pattern	31	Late submission for the quarter ended March 2014	Fine	Fine of Rs. 1,000	Late submission	1000	As explained by the Management they have paid the fine	Fine paid	-
3.	Financial results	33	Late submission for the quarter ended March 2018	Fine	Fine of Rs. 1,34,000	Late submission	1,34,000	As explained by the Management they have filed waiver application	As explained by the Management they have filed waiver application	-
4.	Annual Report	34	Late submission for	Fine	Fine of Rs. 12,000	Late submission	12000	As explained by the	Fine paid	-


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			the quarter ended March 2014					Management they have paid the fine		
5.	Annual Report	34	Late submission for the quarter ended March 2015	Fine	Fine of Rs. 16,000	Late submission	16000	As explained by the Management they have paid the fine	Fine paid	-
6.	Composition of Nomination & Remuneration Committee	19	Shortfall for appt of Independent Director	Fine	Fine of Rs. 1,84,000	Late submission	1,84,000	As explained by the Management they have filed waiver application	As explained by the Management they have filed waiver application	-

(c) 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 Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amt.	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Composition on constitution of nomination and remuneration committee	19	Shortfall for appt of Independent Director	Fine	Fine of Rs. 2,17,120 (Including GST)	Non-compliance with the constitution of nomination and remuneration committee	2,17,120	The Company has in a place the Nomination and remuneration Committee	As explained by the Management they have filed a waiver application	Still reply is awaited


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