

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**For the Financial Year ended 31<sup>st</sup> March, 2021**

[Pursuant to section 204(1) of the Companies Act, 2013, and Rule 9 of the  
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

**Jyotirgamy Enterprises Limited**  
118, Vishal Tower, Janakpuri,  
West Delhi, New Delhi- 110058

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JYOTIRGAMYA ENTERPRISES LIMITED** (hereinafter called the Company) for the financial year 2020-21. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of **JYOTIRGAMYA ENTERPRISES LIMITED**'s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> day of March 2021 complied with the statutory provisions listed hereunder (with the exceptions mentioned hereinafter in this report) and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **JYOTIRGAMYA ENTERPRISES LIMITED** for the financial year ended on **31<sup>st</sup> day of March 2021** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable during period under review)**
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





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**Srishti Singh & Associates**  
**Company Secretaries**

#A-17/G-2, A-Block,  
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# Office No. 8, 834, Vrindavan apartment,  
K Block, Kidwai Nagar, Kanpur- 208011

- h) The company did not appoint any Company Secretary or Compliance Officer after resignation of existing Company Secretary i.e. CS Sanchit Jaiswal on 14.08.2019 until 24.08.2020 as per the provision of Section 203 (4) of the Companies Act, 2013 read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence the vacancy caused by the resignation of old Company Secretary was filled after the expiry of six months from the date of resignation.
- i) There was an advance of Rs. 24,38,000/- from Customers as per the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020, which was not appropriated against supply of goods or provision of services within a period of Three Hundred and Sixty-Five days from the date of acceptance of such advance, and therefore, by virtue of Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014, such advance will be considered as Deposits. The Company did not comply with Section 73 read with Companies (Acceptance of Deposits) Rules, 2014
- (ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.**
- a) Disclosure of Shareholding pattern for Quarter ended June 2020 as required under Regulation 31(1)(b) was filed beyond 21 days from the end of respective quarter.
- b) Financial Results as required under Regulation 33(3)(a) for Quarter ended March 2020, June 2020, September 2020, December 2020 and March 2021 was filed beyond forty-five/sixty days, as the case may be, from the end of respective quarter.
- c) Statement of Grievance Redressal Mechanism as required under Regulation 13 (3) for June 2020 was filed beyond 21 days from the end of respective quarter.
- d) Annual Report as required under Regulation 34(1) for Financial Year ended March 2021 was not filed/ submitted.
- e) Certificate required under Regulation 40(9) from Practicing Company Secretary for Half Year ended March 2020 was filed beyond due date.
- f) Compliance Certificate as required under Regulation 7(3) for Half Year ended September 2020 was filed beyond due date.
- g) Website of the Company is not updated according to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We further report that –**

During the Audit Period, there were no instances of:

- (i) Public/Right Preferential issue of shares / debentures/sweat equity, etc.  
(ii) Redemption / buy-back of securities  
(iii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.  
(iii) Merger/amalgamation/ reconstruction, etc.  
(iv) Foreign technical collaborations





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- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 w.e.f.29<sup>th</sup> March, 2019.
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;(Not applicable during period under review)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during period under review)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable during period under review) and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during period under review)
- i) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; i.e.SS-1: Secretarial Standards on Meeting of Board of Directors and SS-2: Secretarial Standards on General meetings
- (ii) Listing Agreements entered into by the Company with BSE Limited.

Our major qualifications/observations for the period under review has been reproduced below-

**(i) The Companies Act, 2013 (The Act) and the rules made there under;**

- a) The Company did not file with the Registrar of Companies (ROC), NCT of Delhi & Haryana, the Board Resolution for appointment of Secretarial Auditor in Form MGT-14 in Financial Year 2020-2021 as per the provisions of Section 204 of Companies Act, 2013.
- b) The Company did not file with the Registrar, the documents regarding appointment of the Statutory Auditor, M/s Amit Agarwal & Co. (FRN 08359C) in Form ADT-1 to fill the casual vacancy caused by the resignation of old Auditor, B.S. Sawhney and Associates on 14/09/2020.
- c) There is no rotational director on the Board of the Company.
- d) The Company did not file with the Registrar, the Board Resolution for approval of Director's Report for the year ended 31.03.2020 in Form MGT-14 as per the provisions of section 117 (3) of the Act.
- e) The Company did not maintain any statutory register, records and minutes.
- f) The Company did not file with the Registrar, the Report on Annual General Meeting in Form MGT-15 for the Annual General Meeting (AGM) held on 28.11.2020, as required under the Provision of section 121(1) of the Companies Act, 2013.
- g) The Company did not file with the Registrar, the Annual Return in Form MGT-7 as required under the Provision of section 92 of the Companies Act, 2013 and a Certificate by a Company Secretary in Practice in form MGT-8 for the AGM held on 28.11.2020.





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**We further report that** during the Audit Period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Place: Delhi  
Date: 06/03/2024

**For: Srishti Singh & Associates**  
**Company Secretaries**



UDIN: A050820E003548303

This report is to be read with our letter of even date which is annexed as '*Annexure-I*' and forms an integral part of this report.



**Srishti Singh**

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**Annexure- 1**

To,

The Members

**Jyotirgama Enterprises Limited**

118, Vishal Tower, Janakpuri,

West Delhi, New Delhi- 110058

**Our report of even date is to be read along with this letter**

1. Maintenance of the Secretarial Records, Registers is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices I followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the company. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by Statutory Auditor and other designated professionals.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc
5. The compliance of the provisions of law, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For: Srishti Singh & Associates**  
**Company Secretaries**



Place: Delhi

Date: 06/03/2024