

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the Financial Year ended 31st March, 2023

[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 2022-23. 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 31st day of March 2023 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 **31st day of March 2023** 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;



- 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.29th 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 conduct Annual General Meeting (AGM) in the Financial Year 2022-23 in terms of the provisions Section 96 and consequently, no pre and post AGM Compliance were carried out.
- b) 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 2022-2023 as per the provisions of Section 204 of Companies Act, 2013.
- c) The Company did not file with the Registrar, the Board Resolution for appointment of Internal Auditor in Form MGT-14 in Financial Year 2022-2023 as per the provisions of Section 138 of Companies Act, 2013.
- d) There is no rotational director on the Board of the Company.
- e) The Company did not file with the Registrar, the Board Resolution for approval of Financial Statements and Director's Report for the year ended 31.03.2023 in Form MGT-14 as per the provisions of section 117 (3) of the Act.
- f) The Company did not maintain any statutory register, records and minutes.
- g) The company did not appoint any Company Secretary or Compliance Officer during the period under review 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.
- h) There was an advance of Rs. 24,38,000/- from Customers as per the Financial Statements of the Company for the year ended 31st 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) The Company did not file any quarterly, half-yearly and annual return, Certificate, Intimations, outcomes, publications or any other documents as required to be uploaded on BSE portal by virtue of Listing Regulations.
- b) The Company did not appoint any Company Secretary and Compliance Officer during the period under review in terms of the provision of Regulation 6(1).
- c) The Company had received Suspension Notice for Non-Payment of Annual Listing Fees by BSE Limited and was consequently suspended due to Penal reasons.

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

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: A050820E003548523
Peer Review Certificate no. 5111/2023

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.

To,

The Members
Jyotirgamy 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.

Place: Delhi
Date: 06/03/2024

For: Srishti Singh & Associates
Company secretaries

