



Srishti Singh

ACS, LL.B.

Mob. 8858060821

Email Id: cssrishtisingh@gmail.com

Srishti Singh & Associates
Company Secretaries

#A-17/G-2, A-Block,
Dilshad Garden, New Delhi- 110095
Office No. 8, 834, Vrindavan apartment,
K Block, Kidwai Nagar, Kanpur- 208011

SECRETARIAL AUDIT REPORT
Form No. MR-3
Of
JYOTIRGAMYA ENTERPRISES LIMITED
For the Financial Year ended 31st March, 2024

[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 (F.Y.) 2023-24. 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 2024 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, 2024** 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, 2018
 - 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 Non-Convertible Securities) Regulations, 2021; **(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.
 - j) The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018
 - k) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(Not applicable during period under review)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (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 2023-24 in terms of the provisions of Section 96 within the time period stipulated under the Act. The AGM for the F.Y. 2022-23 was conducted on 30th March, 2024.

As a result, all the pre and post compliances of AGM was delayed. The company held its Annual General meeting for F.Y. 2020-2021, 2021-2022 and 2022-2023 on the same date i.e. 30th March, 2024 which was beyond the time stipulated for holding AGM under Section 96 of the Act.

- b) The Company did not file with the Registrar, the Board Resolution for appointment of Internal Auditor in e-Form MGT-14 in Financial Year 2023-2024 as per the provisions of Section 138 of Companies Act, 2013.
- c) The Company did not appoint any Company Secretary or Compliance Officer 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 during the period under review until 20.03.2024.
- d) There is certain irregularity in the Compliance of Section 196 of the Companies Act, 2013.
- e) 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, 2024, 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.
- f) The office of the Directors of the Company, viz., Mrs. Talat Kamal, Mr. Dheeraj Parashar, Ms. Rekha Pawar and Mr. Sahil Minhaj Khan raises concerns so as to compliance under Section 164(2) read with proviso to Section 167 (1) (a) due to non-filing of Financial Statement and Annual Return in other Companies in which they are directors.

(ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

- a) The Financial Results for all the Quarters starting with Quarter ended 31st December, 2021 till Quarter ended 31st December, 2023 were approved in the Board Meeting held on 06th March, 2024 and filed on 08th March, 2024 on BSE Listing Portal, contrary to the provisions of Regulation 33 and 30. Consequently such quarterly financial results were not published in accordance with Regulation 47.
- b) The Certificate under Regulation 40(9) and 40(10) for the Year ended on 31 March 2023 was filed on 14th March, 2024 i.e. beyond 30 days from the end of the F.Y.
- c) The Compliance Certificate pursuant to Regulation 7(3) for the Year ended on 31 March 2023 was filed on 14th March, 2024 i.e. beyond 30 days from the end of the F.Y.
- d) The Shareholding Pattern for all the Quarters starting with:
 - a. Quarter ended 30th June, 2018 till 30th September, 2021 was revised on 19th March, 2024; and
 - b. Quarter ended 31st December, 2021 till 31st December, 2023 was filed and revised on 14th March, 2024 and 19th March, 2024 respectively which is contrary to the provisions of the Regulation 31.
- e) The Statement of Investor Complaints for all the Quarters starting with Quarter ended 31st March, 2022 till Quarter ended 31st December, 2023 was filed on 14th March, 2024

i.e. beyond 21 days from the end of each quarter, contrary to the provisions of Regulation 13 (3)

- f) The Company did not appoint any Company Secretary and Compliance Officer in terms of the provision of Regulation 6(1) during the period under review until 20.03.2024
- g) The Company did not intimate its related party transaction under Regulation 23 on BSE portal for half year ended September, 2023
- h) The Company had received Suspension Notice for Non-Payment of Annual Listing Fees by BSE Limited and was consequently suspended due to Penal reasons. The Company having met the due compliances, listing was revoked with effect from May 24, 2024 vide Notice dated 16.05.2024

(iii) The Securities Exchange Board of India (Depositories and Participants), Regulations, 2018

- a) The Compliance Certificate under Regulation 74 (5) for all the Quarters starting with Quarter ended 31st December, 2021 till Quarter ended 31st December, 2023 was filed on 12th March, 2024 on BSE Listing Portal.
- b) The Reconciliation of Share Capital Audit for all the Quarters starting with Quarter ended 31st December, 2021 till Quarter ended 31st December, 2023 was filed beyond 30 days from quarter end, contrary to the provisions of Regulation 76.

(iv) The Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

- a) The Company did not comply with Regulation 30.

(v) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

- a) The Company did not close the trading window in terms of the above Regulations.

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.

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

**Srishti Singh
ACS NO. A50820
COP NO. 21900**

UDIN: A050820F001079672
Peer Review Certificate no. 5111/2023

Place: Delhi
Date: 30.08.2024

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.

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

Place: Delhi
Date:30.08.2024

**Srishti Singh
ACS NO. A50820
COP NO. 21900**