



**JTL
INDUSTRIES
LIMITED**
(Formerly known as JTL Infra Limited)
STEEL PIPES

Registered & Corporate Office:
S.C.O. 18-19, Sector 28-C,
Chandigarh 160002, India
CIN: L27106CH1991PLC011536

T +91 172 4668 000
E contact@jtl.one
W www.jtl.one

Date: 21/05/2024

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|--|---|---|
| Corporate Relationship Department, BSE Limited. 25 th Floor, P.J. Towers, Dalal Street, Mumbai-400 001 | The Manager, Listing department, National Stock Exchange of India Ltd. 'Exchange Plaza', C- 1 Block G, Bandra Kurla complex, Bandra (East) Mumbai – 400051 | Corporate Relationship Department, Metropolitan Stock Exchange of India Ltd. Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai – 400070 |
| BSE Scrip Code: 534600 | NSE Scrip Code: JTLIND | MSEI Symbol: JTLIND |

Subject: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report duly issued by M/s S.V. Associates Company Secretaries, Practicing Company Secretary for the financial year ended March 31, 2024.

This is for your information and records.

Thanking You,

Yours Sincerely,

**For JTL Industries Limited
(erstwhile JTL Infra Limited)**

**Amrender Kumar Yadav
Company Secretary & Compliance officer**



Office : # 1494, Top Floor, Sector 42-B, Chandigarh-160036. Mob. : 9463394255, Phone : 0172-4191494
E-mail : saahilmalhotra42@gmail.com, csinfochd@gmail.com

**SECRETARIAL COMPLIANCE REPORT
OF**

M/S JTL INDUSTRIES LIMITED
(erstwhile JTL Infra Limited)
CIN: L27106CH1991PLC011536)

REGD. OFF: SCO 18-19, SECTOR 28-C, CHANDIGARH-160002

[as per the regulation 24(A) of SEBI (LODR) Regulations, 2015 as amended from time to time]

I, Sahil Malhotra, Proprietor of S.V. Associates, Practicing Company Secretary, have examined:

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

For the financial year ended 31st March, 2024 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;
- (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 year under review)**
- (e) Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the year under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities)





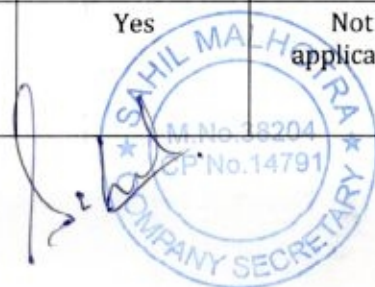
Regulations, 2021; (**Not Applicable during the year under review**)

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and other relevant Regulations, circulars/ guidelines. issued thereunder;

and based on the above examination, I hereby report including that, during the Review Period:

| Sr.No. | Particulars | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS* |
|--------|---|----------------------------------|--------------------------------|
| 1. | Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) | Yes | Not applicable |
| 2. | Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 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 | Not applicable |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website | Yes | Not applicable |
| 4. | Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | Not applicable |





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| 5. | To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | The Listed Entity is not having any material subsidiary however the listed is having a wholly owned subsidiary Company i.e, JTL Tubes Limited in which operations aren't yet commenced. |
| 6. | Preservation of Documents: 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 | Not applicable |
| 7. | Performance Evaluation: 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 | Not applicable |
| 8. | Related Party Transactions: (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 transactions were subsequently approved/ ratified/ rejected by the Audit committee | Yes | Yes. Prior approval for RPT is taken |





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| 9. | Disclosure of events or information: 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 | Not applicable |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | Not applicable |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s)has been 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 | Yes | Not applicable |
| 12. | Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc . | Yes | Not applicable |

The listed entity is in compliance with has complied with the clauses 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors

-Not Applicable as there has been no resignation of Statutory Auditors in the FY 2023-24. However, the Statutory Auditor of the Company M/s Suresh K. Aggarwal & Co. vacated the office on expiry of his tenure of five years on the conclusion of the 32nd AGM of the Company i.e, 30.08.2023. M/s N Kumar Chhabra & Co. has been appointed as the Statutory auditor of the Company for the period of five years i.e., upto the conclusion of 37th AGM of the Company.

The Additional disclosures of Annual Secretarial Compliance Report

I hereby report that, during the Review Period:

- 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 (Regulations/ circulars /guidelines including | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company | Management Response | Remarks |
|--------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
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S.V. Associates Company Secretaries

Office : # 1494, Top Floor, Sector 42-B, Chandigarh-160036. Mob. : 9463394255, Phone : 0172-4191494
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| specific clause) | | | | | | | | Secretary | | |
| NIL | | | | | | | | | | |

b) The listed entity has taken the following actions to comply with the observations made previous reports:

| 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 (Rs.) | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------------|---|---------------------|---------|
| NIL | | | | | | | | | | |

For S.V. Associates



CS Sahil Malhotra
(Proprietor)

M.No: 38204

COP No. 14791

Place: Chandigarh

Date: 13.05.2024

UDIN: A038204F000360603