



## **Secretarial Compliance Report of S.J.S. Enterprises Limited**

For the financial year ended 31<sup>st</sup> March 2023

I, C. Dwarakanath, Company Secretary in Practice, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **S.J.S. Enterprises Limited** [formerly *S.J.S. Enterprises Private Limited*] (hereinafter referred as '**the listed entity**'), bearing **CIN: L51909KA2005PLC036601**, having its Registered Office at Sy No 28/P16 of Agra village and Sy No 85/P6 of B.M Kaval Village Kengeri Hobli Bangalore Bangalore Rural - 560082 Karnataka. Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

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

for the year ended **31<sup>st</sup> March 2023 ("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 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;***
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - ***Not applicable;***
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - ***Not applicable;***
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - ***Not applicable;***
- j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and Circulars/ Guidelines issued thereunder;

I hereby report that, during the Review Period, compliance status of the listed entity is appended as below:

Sl. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by the Practicing Company Secretary
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-

Sl. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by the Practicing Company Secretary
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website;</li> <li>Timely dissemination of the documents/ information under a separate section on the website;</li> <li>Web-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.</li> </ul>	Yes	-
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> a) Identification of material	Yes	-

Sl. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by the Practicing Company Secretary
	<p>subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>		
6.	<p><b>Preservation of Documents:</b></p> <p>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.</p>	Yes	-
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees <del>at the start of every financial year</del>/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><b>Related Party Transactions:</b></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; <del>or</del></p> <p><del>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</del></p>	Yes	-

Sl. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by the Practicing Company Secretary
9.	<b>Disclosure of events or information:</b>  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	-
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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 <del>except as provided under separate paragraph herein.</del>	NA	The Listed Entity has received a few query letters and clarification letters from the Stock Exchanges during the Review Period and has responded suitably for all those letters. However, no action has been initiated against the Listed Entity by the Stock Exchanges/ SEBI so far, with respect to any of the said letters.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI Regulations/ Circulars/ Guidance notes etc.	NA	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sl. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by the Practicing Company Secretary
<b>1.</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	Auditor has not resigned during the Review Period.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	Auditor has not resigned during the Review Period.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Auditor has not resigned during the Review Period.
<b>2.</b>	<b>Other conditions relating to resignation of Statutory Auditor</b>		
	<b>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</b>		
	a) In case of any concern with the	NA	No such concerns

Sl. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by the Practicing Company Secretary
	<p>management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and</p>	<p>NA</p> <p>NA</p>	<p>reported during the Review Period.</p> <p>No such case/ concerns reported during the Review Period.</p> <p>No such case during the Review Period.</p>

Sl. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by the Practicing Company Secretary
	<p>the auditor.</p> <p><b>ii. Disclaimer in case of non-receipt of information:</b></p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No such case during the Review Period.
<b>3.</b>	The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	No Auditor resignation during the Review Period.

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. Refer **Sl.No.11** of column '**Observations/ Remarks by the Practicing Company Secretary**' in the previous Table for more information and **Annexure-A** to this report.
- b) The listed entity has taken the following actions to comply with the observations made in previous reports: Refer **Annexure-B**.

#### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. I have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place: Bengaluru**

**Date: 15<sup>th</sup> May 2023**

**C. Dwarakanath**  
**Company Secretary in Practice**  
**FCS No: 7723; CP No: 4847**  
**UDIN No. F007723E000321311**  
**Peer Review Certificate No.: 647/2020**

## Annexure-A

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amt.	Observations/ Remarks of PCS	Remarks
1	2	3	4	5	6	7	8	9	10
1.	NA								
2.	NA								

## Annexure-B

Sr. No.	Compliance Requirement (Regulation s/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amt.	Observations/ Remarks of PCS	Remarks
1	2	3	4	5	6	7	8	9	10
1.	The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.	Regulation 18(2)(a) of SEBI (LODR) 2015	Though the Audit Committee met four times during the year, in one instance, the gap was more than 120 days.	No action taken by any Regulator, except clarification sought	Clarification letter received from National Stock Exchange of India Limited	Same as Column (4)	NIL	The Company held and conducted consecutive Audit Committee meetings on: 1. 7 <sup>th</sup> October 2021 2. 8 <sup>th</sup> February 2022 with a gap of more than 120 days.  Representation was made to National Stock Exchange of India Limited for their e-mail communication seeking clarification/ reason(s) for the said deviation.	No action expected as no such specific direction received/ penalty imposed.
2.	The board of directors shall constitute the Nomination and	Regulation 19(1)(c) of SEBI (LODR), 2015, as amended	The composition of Nomination and Remuneration Committee	No action taken by any Regulator	NIL	Same as Column (4)	NIL	The reconstitution was done on 8 <sup>th</sup> February 2022. Thus, during the period between 1 <sup>st</sup> January 2022 to 8 <sup>th</sup> February 2022, one-half of the Directors of NRC were Independent Directors instead of the requirement	No action expected as the composition requirement was met

Sr. No.	Compliance Requirement (Regulation s/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amt.	Observations/ Remarks of PCS	Remarks
1	2	3	4	5	6	7	8	9	10
	Remuneration Committee as follows:  (c) at least two-thirds of the directors shall be independent directors		(NRC) was not in line with the requirement specified in SEBI (LODR) (Third Amendment) Regulations, 2021 read with the corrigendum during the period 1 <sup>st</sup> January 2022 to 7 <sup>th</sup> February 2022.					of two-thirds of Independent Directors.	prior to duly conducting an NRC meeting within the end of FY 2021-22.

*Note: Both the observations made in Annexure-B pertain to the FY 2021-22. The Company having been listed on 15<sup>th</sup> November 2021, the Annual Secretarial Compliance Report is applicable only from FY 2021-22 and hence the question of observations in the reports pertaining to years prior to FY ended 31<sup>st</sup> March 2022 does not arise; consequently, reporting about cases where insufficient steps to address the concerns raised/ observations made in years earlier than FY ended 31<sup>st</sup> March 2022 will not be applicable.*