



SECRETARIAL COMPLIANCE REPORT OF JAGSONPAL FINANCE & LEASING LIMITED
(CIN: L65929DL1991PLC043182)
FOR THE 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)

(Pursuant to Regulation 24A read with SEBI (Listing Obligations and Disclosure Requirements)

TO,
THE MEMBERS,
JAGSONPAL FINANCE & LEASING LIMITED,
CIN: L65929DL1991PLC043182
D- 28, FIRST FLOOR, GREATER KAILASH ENCLAVE,
PART-1, NEW DELHI – 110048

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JAGSONPAL FINANCE & LEASING LIMITED** ("hereinafter called the company"). The secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

AUDITOR'S RESPONSIBILITY:

Our responsibility is to express an opinion on compliance with the applicable laws and maintenance of records based on the audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial, and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

UNMODIFIED OPINION:

Based on my verification of the Company 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 the secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31ST MARCH, 2023** generally complied with the statutory provisions listed hereunder 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:



I have examined:

- (a) all the documents and records made available to us and the explanation provided by **JAGSONPAL FINANCE & LEASING 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,

maintained by the Company for the financial year ended on **31st March,2023** according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Depositories Act, 1996, and the Regulations and Bye-laws framed there under;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; (Overseas Direct Investment and External Commercial Borrowings Not Applicable to the Company during the Audit Period)

FOR THE YEAR ENDED 31ST 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, and guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, and 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 including:-

- (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; **(Not applicable during the review period):**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011; **(Not applicable during the review period):**



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period):**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the review period):**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the review period):**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the review period):**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021. **(Not applicable during the review period):**
- (j) other regulations as applicable and circulars/ guidelines issued thereunder;

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>SECRETARIAL STANDARDS:</u> 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	NONE



2.	<p><u>ADOPTION AND TIMELY UPDATION OF THE POLICIES:</u></p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES	NONE
3.	<p><u>MAINTENANCE AND DISCLOSURES ON THE WEBSITE:</u></p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● 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 	YES	NONE
4.	<p><u>DISQUALIFICATION OF DIRECTOR:</u></p> <p>None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	YES	NONE
5.	<p><u>DETAILS RELATED TO SUBSIDIARIES OF LISTED ENTITIES HAVE BEEN EXAMINED W.R.T.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	N.A N.A	NONE NONE
6.	<p><u>PRESERVATION OF DOCUMENTS:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	NONE



7.	<p><u>PERFORMANCE EVALUATION:</u> The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	NONE
8.	<p><u>RELATED PARTY TRANSACTIONS:</u> (a) The listed entity has obtained prior approval from Audit Committee for all related party transactions; or (b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation of whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	YES N.A	NONE The Company has obtained Prior approval Audit Committee for all Related party transactions
9.	<p><u>DISCLOSURE OF EVENTS OR INFORMATION:</u> 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.</p>	YES	NONE
10.	<p><u>PROHIBITION OF INSIDER TRADING:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NONE
11.	<p><u>ACTIONS TAKEN BY SEBI OR STOCK EXCHANGE(S), IF ANY:</u> 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 except as provided under separate paragraph herein (**).</p>	YES	NONE
12.	<p><u>ADDITIONAL NON-COMPLIANCES, IF ANY:</u> No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc.</p>	YES	NONE

P.K.S. & ASSOCIATES
COMPANY SECRETARIES



During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, and Standards as mentioned above.

I further report that the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda, and detailed notes on the agenda was sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

This Report is to be read with my letter of even date which is annexed as Annexure 1 and forms an integral part of this Report:

FOR P.K.S. & ASSOCIATES
COMPANY SECRETARIES

PRASANT KUMAR SARKAR
(PROPRIETOR)
FCS: 6996 CP: 6534
UDIN: F006996E000366401

PLACE: NEW DELHI
DATE: 24/05/2023



ANNEXURE - A

**TO,
THE MEMBERS,
JAGSONPAL FINANCE & LEASING LIMITED,
CIN: L65929DL1991PLC043182
D- 28, FIRST FLOOR, GREATER KAILASH ENCLAVE,
PART-1, NEW DELHI – 110048**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, and standards applicable to **JAGSONPAL FINANCE & LEASING LIMITED** (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on a test-check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanisms, and corporate conduct. The verification was done on a test-check basis to ensure that correct facts are reflected in secretarial and other records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, provisions of the Income Tax Act,1961, and the Goods and Service Tax Act,2017.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

P.K.S. & ASSOCIATES
COMPANY SECRETARIES



7. The audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by them or obtained from the Company electronically, and also the information provided by the company and its officers by audio and/or visual means.

**FOR P.K.S. & ASSOCIATES
COMPANY SECRETARIES**

**PRASANT KUMAR SARKAR
(PROPRIETOR)
FCS: 6996 CP: 6534
UDIN: F006996E000366401**

**PLACE: NEW DELHI
DATE: 24/05/2023**