

(e) Justification for entering into such contracts or arrangements or transactions: **NIL**

(f) Date(s) of approval by the Board: N.A.

(g) Amount paid as advances, if any: NIL

**For and on the behalf of the Board**

**K.V. Prabhakar**

**Managing Director/ Chairman**

**DIN No. 01716813**

**Chitradurga**

**Dated:28.07.2023**

**Annexure III**

**G. SHANKER PRASAD ACS ACMA**

**PRACTISING COMPANY SECRETARY**

**#10, AG's Colony, Anandnagar, Bangalore - 560024 Tel: 080 42146796**

**E-mail: gsp@grapbind.com**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2023**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

Sree Jayalakshmi Autospin Limited,

L85110KA1991PLC011732

Chitradurga, Karnataka

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sree Jayalakshmi Autospin 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.

Based on my verification of the Company'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023 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 the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) 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)*

(v) The following Regulations and Guidelines (and any amendments thereto) prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:-

- 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 The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and amendments from time to time;
- d) The Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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 (Listing Obligations and Disclosure Requirement) Regulations 2015.
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

(vi) The other laws as applicable to the company:

- a. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- b. The Employee State Insurance Act, 1948 and the rules and regulations made thereunder.

(The relevant document and record were examined on test-check basis having regard to the company's compliance system and its operations)

During the period under review, the Company has complied with the provisions of the applicable Act, Rules, Regulations, Guidelines, etc. mentioned above subject to my observation in Annexure A.

Since the compliances with the applicable financial laws, like direct and indirect tax laws have been subject to review by statutory financial audit and other designated professionals, I have examined on a test-check basis the relevant documents and records of the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

I further report that:

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

- Adequate notice is given to all directors to schedule the Board/ Committee Meetings, agenda and detailed notes on agenda were 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.
- The decisions at the Board and the Committee meetings were taken unanimously/ requisite majority and the related discussions were duly recorded in the minutes.

I further report that 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.

**G. Shanker Prasad**  
**ACS No.: 6357**  
**CP No: 6450**

**PR No. 1366/2021**

**Place: Bengaluru**

**Date: 28.07.2023**

**UDIN: A006357E000731994**

**ANNEXURE A**

<b><u>Regulation No.</u></b>	<b><u>Alleged default</u></b>	<b><u>Companies Explanation (summary)</u></b>
1. Regulation 34 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non submission of the Annual Report within the period prescribed under this regulation.	Due to certain filling issue in BSE Listing Center the company had not been able to file Annual Return on time.

**2. The Company has not filed within the prescribed time forms required to be filed with the Registrar of Companies.**

**This report is to be read with my letter of even date which is annexed as Annexure B and forms an integral part of this report.**

## **ANNEXURE B**

To,  
The Members,  
Sree Jayalakshmi Autospin Limited,  
L85110KA1991PLC011732  
Chitradurga, Karnataka

My report of even date is to be read along with this letter.

1. The maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I 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 Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
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.

**G. Shanker Prasad**  
ACS No.: 6357  
CP No: 6450  
PR No. 1366/2021

**Place:** Bengaluru  
**Date:** 28.07.2023

### **Annexure IV**

#### **Board's explanation to the observation made in Secretarial Audit Report:**

1. Company has paid that penalty.
2. The Company has since taken steps to have all the documents filed and applied to the relevant authorities for condonation/composition of delays.

**For Sree Jayalakshmi Auto Spin Limited**

**K.V. Prabhakar**  
**Managing Director**  
**DIN:-01716813**

**Chitradurga,**  
**Dated: 28.07.2023**