



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

For the financial year ended 31st March 2022

I, C. Dwarakanath, Company Secretary in Practice, have examined:

- a) all the documents and records made available to me and explanation provided by **S.J.S. Enterprises Limited** having **CIN: L51909KA2005PLC036601** and having 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, KA - 560082 (“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 31st March 2022 (“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”);

Note: The Equity Shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on 15th November 2021 and hence the compliances with SEBI Acts/Regulations/Rules as applicable, have been verified for the relevant Period starting from 15th November 2021 of the Review Period.

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 Non-Convertible Securities) Regulations, 2021 - ***Not applicable;***
 - g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - ***Not applicable;***
 - i) 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 based on the above examination, 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:-

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	<p>Regulation 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</p> <p><i>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.</i></p>	<p>Though the Audit Committee met four times during the year, in one instance, the gap was more than 120 days.</p>	<p>The Company held and conducted consecutive Audit Committee meetings on:</p> <ol style="list-style-type: none"> 1. 7th October 2021 2. 8th February 2022 <p>with a gap of more than 120 days.</p> <p>Representation has been made to National Stock Exchange of India Limited for their e-mail communication seeking clarification/ reason(s) for the said deviation.</p>

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
2	<p>Regulation 19(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended:</p> <p><i>The board of directors shall constitute the Nomination and Remuneration Committee as follows:</i></p> <p><i>(c) at least two-thirds of the directors shall be independent directors</i></p>	<p>The composition of Nomination and Remuneration Committee (NRC) was not in line with the requirement specified in SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 read with the corrigendum during the period 1st January 2022 to 7th February 2022.</p>	<p>The reconstitution was done on 8th February 2022. Thus, during the period between 1st January 2022 to 8th February 2022, one-half of the Directors of NRC were Independent Directors instead of the requirement of two-thirds of Independent Directors.</p>

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken	Observations/remarks of the Practicing Company Secretary, if any
1	National Stock Exchange of India Limited (NSE)	Non compliance of Regulation 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Two consecutive Audit Committee meetings held with a gap of more than 120 days.	E-mail communication dated 7 th May 2022 by NSE, seeking clarification/reason(s) for non-compliance of Regulation 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the information given by the Company in the Corporate Governance Report filed for the quarter ended 31 st March 2022.	The Company upon receipt of the said E-mail communication by NSE, responded by submitting a clarification letter immediately i.e. on 7 th May 2022, citing reason(s) for the said non-compliance, through NSE Electronic Application Processing System (NEAPS) as directed. However, reply is awaited from NSE in this regard.

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

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Bengaluru

Date: 26th May 2022

C. Dwarakanath
Company Secretary in Practice
FCS No: 7723; CP No: 4847
UDIN No. F007723D000396144
Peer Review Certificate No.: 647/2020