

J. TAPARIA PROJECTS LIMITED

Date:- 23rd May, 2024

To,
Department of Corporate Services,
BSE Ltd.,
Ground Floor, P.J Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Ref: J. Taparia Projects Limited (Script code: 538539)

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2024 as per Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed herewith the Annual Secretarial Compliance Report dated 23rd May, 2024 for the year ended 31st March, 2024 issued by M/s. Pooja Gala & Associates, Practicing Company Secretaries.

Kindly take the above intimation on the record.

Thanking you,
For J. Taparia Projects Limited

Sakina Lokhandwala
Company Secretary and Compliance Officer
ICSI Membership No.: A60515

Registered Office: 4A, Council House Street, MMS Chambers, 1st Floor, Room No. D, Council House Street, Near Olisa Reality, Opposite Raj Bhavan, Kolkata – 700 001, West Bengal, India

Corporate Office: 306, 3rd Floor, Urban 2, Bhayli, Vadodara- 390 007 Gujarat.

Contact No: +91 7600094367 CIN: L46101WB1980PLC032979

Website: www.jtapariaprojects.com

Email: jtaparia2008@gmail.com



**Secretarial Compliance Report of J Taparia Projects Limited
for the financial year ended 31st March, 2024.**

To,

The Members

J Taparia Projects Limited

CIN: L46101WB1980PLC032979

**Registered Office: 4A, Council House Street, MMS Chambers, 1st Floor, Room No. D, Council House Street,
Near Olisa Reality, Opposite Raj Bhavan, Kolkata, West Bengal, India, 700001.**

**Corporate Office: Office No 306 3rd Floor, Urban 2 Bhayli, Vasna Road, Vadodara, Vadodara, Gujarat, India,
390007.**

I, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **J Taparia Projects Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **4A, Council House Street, MMS Chambers, 1st Floor, Room No. D, Council House Street, Near Olisa Reality, Opposite Raj Bhavan, Kolkata, West Bengal, India, 700001** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, 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 Pooja Gala & Associates, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **J Taparia Projects 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 31st March, 2024 ("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; - **Applicable to the Company during the period under review.**





- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable to the Company during the period under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the Company during the period under review.**

During the financial year 2023-24, there has been change in the control and management of the company. Mr. Sarvesh Manmohan Agrawal and Mr. Chirayu Agrawal have acquired 44,33,200 equity shares of Rs. 10/- each representing 27.37 % of the paid-up capital of the Company by way of Share Purchase Agreement dated 23rd March, 2023 between the existing promoters and acquirers.

The acquirers have made Open Offer of 48,60,000 equity shares of Rs. 10/- each at an offer price of Rs. 6/- per share representing 30.00% of the paid-up capital of the company. The Open offer opened on 13th June, 2023 and closed on 26th June, 2023 & it was successfully completed on 26th August, 2023. 48,04,130 Equity shares were tendered in the Open Offer. The present promoters after compilation of open offer are holding 92,37,330 equity shares of Rs. 10/- representing 57.02% of the paid-up Capital of the Company. Pursuant to completion of Open Offer the entire Board of the company was changed on 12th August, 2023.

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable to the Company during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - **Applicable to the Company during the period under review.**
- (i) Securities and Exchange Board of India (Procedure of Board Meeting) Regulation, 2001 – **Applicable to the company during the period under review.**
- (j) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent), Regulations 1993 - **Applicable to the company during the period under review.**

The Company at its Board Meeting dated 01st September, 2023 has changed the Registrar and Share Transfer Agent from Niche Technologies Private Limited to Purva Shareregistry (India) Private Limited, but the change of RTA is under process.

- (k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. – **Applicable to the Company during the period under review.**

The Company has submitted the quarterly disclosure under Regulation 74(5) and Regulation 76 to the BSE Limited within the prescribed time.

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.	Secretarial Standards: 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	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll 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 Yes	Nil Nil
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 Yes Yes	Nil Nil Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of The Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">(a) Identification of material subsidiary companies(b) Disclosure requirement of material as well as other subsidiaries	Yes	There is no subsidiary of the company as on 31 st March, 2024, as the company has disposed off all its investment in subsidiary.



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	Nil
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/during the financial year as prescribed in SEBI Regulations.	Yes	As informed by management, since performance evaluation report is confidential, hence the same was not reviewed by me.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	Yes Not Applicable	Nil The Company has confirmed that except the list of related party provided to me, there are no related party transaction during the F.Y 2023-2024.
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	Nil
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	The Company has maintained the SDD software database with effect from 22 nd September, 2023
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 except as provided under separate paragraph herein.	Yes	The company had received the mail from Stock Exchange regarding penal actions taken for noncompliance of Regulations 23(9) and 33 of The SEBI



	The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		(LODR) Regulations, 2015 dated 14 th December, 2023 and the penalty amount was paid on 22 nd December, 2023
12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Not Applicable	As Informed by the company, there is no other non-compliance, other than stated above

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

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	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	Yes	The auditor has resigned within 45 days from the end of quarter of a financial year
	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	Not Applicable	
	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.	Not Applicable	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-		



	<p>cooperation 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 the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: 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>	No	There were no concerns reported by the auditor.
		No	The company has not received any Disclaimer from resigned Auditor
3.	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 18th October, 2019.	Yes	The Company has obtained Annexure- A from the resigned Auditor.



- 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 specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 33 of The SEBI (LODR) Regulations, 2015	Regulation 33 of The SEBI (LODR) Regulations, 2015	Non-submission of the financial results within the period prescribed under this regulation	The BSE levied fine on the Company for non-compliance on 14 th December, 2023	Levied fine	The financial results were not submitted within the period prescribed (Late submission)	Rs. 11800/-	The Company has paid the fine to BSE Limited on 22 nd December, 2023	The Company will take utmost care from now onwards and will try to comply the same.	As on the date of this report, the company has paid the Penalty for the non-compliance of Reg 33
2.	Regulation 23(9) of The SEBI (LODR) Regulations, 2015	Regulation 23(9) of The SEBI (LODR) Regulation, 2015	Non-compliance with disclosure of related party transactions on consolidated basis.	The BSE levied fine on the Company for non-compliance on 14 th December, 2023	Levied fine	The disclosure of related party transactions were not submitted within the period prescribed (Late submission)	Rs. 5900/-	The Company has paid the fine to BSE on 22 nd December, 2023	The Company will take utmost care from now onwards and will try to comply the same.	As on the date of this report, the company has paid the Penalty for the non-compliance of Reg 23(9)



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

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31-03-2023.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

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. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We 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.

For Pooja Gala & Associates
Practicing Company Secretary

**Pooja
Amit
Gala**
Digitally signed
by Pooja Amit
Gala
Date: 2024.05.23
15:02:39 +05'30'

Pooja Amit Gala
ACS – 69393
COP: 25845
Peer Review: 2423/2022
UDIN: A069393F000431031
Place: Thane
Date: 23-05-2024

Disclaimer: - We have conducted the assignment by examining the secretarial records received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 23-24. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.

