

JAY BHARAT MARUTI LIMITED

Corporate Office : Plot No. 9, Institutional Area,
Sector 44, Gurgaon-122 003 (Hr.)
T : +91 124 4674500, 4674550
F : +91 124 4674599
W : www.jbmgroup.com

JBML/SE/Q1/2025-26

May 29, 2025

National Stock Exchange of India Ltd.

Exchange Plaza, Plot C-1, Block G
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: JAYBARMARU

Scrip Code: 520066

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31, 2025 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record.

This is for your information and record please.

Thanking you,

For **Jay Bharat Maruti Limited**

Shubha Singh

Company Secretary
ICSI M. No. A16735

Works :

Plant I : Plot No. 5, MSIL, Joint Venture Complex, Gurgaon-122 015 (Haryana) T: +91 124 4887200, F: +91 124 4887300

Plant II : Village & Post - Mohammadpur Narsinghpur, Sector 36, Gurgaon - 122 001 (Haryana) T: +91 124 4935300, F: +91 124 4935332

Plant III : Plot No. 15-16 & 21-22, Sector 3A, Maruti Supplier Park, IMT Manesar, Gurgaon -122 051 (Haryana) T: +91 9999190423, 9899079952

Plant IV : Village & Post - Mohammadpur Narsinghpur, Sector 36, Gurgaon - 122 001 (Haryana) T: +91 124 4935300, F: +91 124 4935332

Regd. Office : Pace City-II, Mohammadpur Jharsa, Near Khandsa Village, Sector-36, Gurgaon-122001 (Haryana) T: +91 124 4767800. F: +91 124 4032011

CIN : L29130HR1987PLC130020 **Email Id:** corporate.secretarial@jbmggroup.com

**Annual Secretarial Compliance Report
of Jay Bharat Maruti Limited for the Financial year ended 31st March, 2025**

* I, Sunita Mathur, have examined:

- a) all the documents and records made available to me and explanation provided by Jay Bharat Maruti Limited – CIN: L29130HR1987PLC130020; BSE Scrip Code: 520066; NSE Scrip Code: JAYBARMARU (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) other document/ filing, as may be relevant, which has been relied upon to make this report,

for the **financial year ended 31st March, 2025** (“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, to the extent applicable, 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 (Buy-back of Securities) Regulations, 2018;
- 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;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 and 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable; and
- i) Securities and Exchange Board of India (Investor Education and Protection Fund) Regulations, 2009;
- j) other regulations, circulars, guidelines etc. issued by SEBI, applicable to the Company.

The Company has confirmed that regulations mentioned above under clause (b), (d), (e) & (f) are not applicable to them during the review period.

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 as applicable to it 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
NONE										

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 (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the financial year ended 2023-24	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
1.	Delayed compliance with Regulation 33 of SEBI (LODR) Regulations, 2015 for the quarter ended 30-June-2023 by 28 days with BSE and NSE		Regulation 33 of SEBI (LODR) Regulations, 2015	Imposed Fine: NSE: Rs. 1,65,200 (including GST) BSE: Rs. 1,00,300 (including GST)	NSE has reversed the fine amount i.e. Rs. 1,65,000 (including GST) vide their letter NSE/LIST/C/2 024/0417 April 09, 2024 and accordingly, BSE had also waived the fine amount i.e. 1,00,300 (including GST) (Refer SEBI vide SOP Circular ref. no. SEBI/HO/CFD /CMD1/CIR/ P/2020/48 dated January 22, 2020)	None

C) I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars Compliance status	(Yes/No /NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>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.</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	<p>Maintenance and disclosures on Website:</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 report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	-
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	-
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Company do not have Subsidiary Company
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as</p>	Yes	-

	per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/ rejected by the Audit committee</p>	<p>Yes</p> <p>NA</p>	<p>-</p> <p>No Such transaction has taken place</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.</p>	Yes	-
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the Company/ its promoters/ directors either by SEBI or by Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	<p>However, National Stock Exchange (NSE) vide its mail dated March 18, 2025 sought clarification on disclosure submitted on March 06, 2025 w.r.t. intimation on acquisition of further stake in JBM Ogihara Die-Tech Private Limited, an Associate Company, stating that the same is not intimated to the Exchange within aforesaid timeline of 12 hours from occurrence of the event or information</p>

			<p>under Regulation 30 of the Listing Regulation 2015. In response, the Company clarified vide their e-mail dated March 18, 2025 that intimation was made on time on receipt of e-mail from CDSL.</p> <p>NSE accepted the clarification and matter was closed</p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	No resignation of statutory auditors during the period under review.
13.	<p><u>No additional non-compliance observed</u></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	-

During the financial year under Review: -

1. The registered office of the Company has shifted from Delhi to Haryana at Pace City-II, Mohammadpur Jharsa, near Khandsa Village, Sector-36, Gurgaon-122001 w.e.f. 11th March, 2025, as registered by the Registrar of Companies, NCT of Delhi & Haryana ('ROC') vide its Certificate dated 26/03/2025 and post shifting New Corporate Identification Number of the Company is L29130HR1987PLC130020.
2. The Listed Company has acquired further stake in JBM Ogihara Die-Tech Private Limited, an Associate Company from 39% to 49% by way of acquisition of equity stake from its joint venture partner OGIHARA Thailand Co. Ltd. (OTC).
3. Mr. Ravi Arora, Company Secretary and Compliance Officer of the Company had resigned with effect from 15.6.2024.

4. Ms. Shubha Singh has been appointed as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from 03.08.2024.

Assumptions & Limitation of scope and Review:

Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management of the listed entity. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity. 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. My Certificate 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.

Place: Noida
Date: May 28, 2025

SUNITA
MATHUR

Digitally signed by SUNITA MATHUR
Date: 2025.05.28 13:05:48 +05'30'

Sunita Mathur

FCS No.: 1743 /C P No.: 741
ICSI UDIN: F001743G000468431
PR: 1297/2021