



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

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Secretarial Compliance Report of JINDAL PHOTO LIMITED for the year ended 31.03.2022

I, Pragnya Parimita Pradhan, Proprietor of Pragnya Pradhan & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by the JINDAL PHOTO 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 documents/ filings, as may be relevant, which has been relied upon to make this certification.

for the year ended 31.03.2022("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");

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, as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not Applicable to the listed entity during the review period*);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- (e) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;



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- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(Not Applicable to the listed entity during the review period);
- (h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(Not Applicable to the listed entity during the review period);
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(Not Applicable to the listed entity during the review period);
- (j) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013(Not Applicable to the listed entity during the review period);

and Circulars/Guidelines issued thereunder;

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:

| Sr.No | Compliance Requirement (Regulations/ Circulars / Guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|-------|--|------------|---|
| | Nil | Nil | Nil |

- (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 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:

| Sr.No | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|-------|-----------------|----------------------|---|--|
| | Nil | Nil | Nil | Nil |



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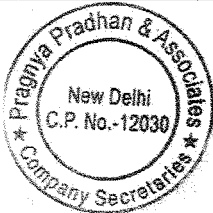
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year ended 31.03.2021 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|---|---|--|--|
| 1 | As per Regulation 17 (1) of the SEBI (LODR) Regulation, 2015, the Board Composition did not have six members during the period from April 01, 2020 to May 03, 2020. | As informed by the management, the violation was occurred due to outbreak threat of COVID-19 Pandemic and nationwide wide lockdown taken place in the country during that period. | The delay in the appointment of Director was complied by M/s JINDAL PHOTO LIMITED and duly intimated to the Stock Exchanges. | The required Compliance by the Company has done. |

I, further report that during the year under review Company has passed the Special resolution through Postal ballot process for Voluntary Delisting of the Equity Shares of the Company from BSE Limited and National Stock Exchange of India.

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|  Place: New Delhi Date: 19-05-2022 | For Pragnya Pradhan & Associates <i>Pragnya Parimita Pradhan.</i> Pragnya Parimita Pradhan (Company Secretary) ACS No. -32778 CP No. - 12030 UDIN : A032778D000344760 Peer Review No: 1564/2021 |
|---|--|