



Company Secretary (Membership No. 60165)

**Pranay Mandhana & Associates**

Peer Review certificate no. 5613/2024

117 Central Avenue Road

Gitanjali talkies Square, Nagpur - 440 018

## SECRETARIAL COMPLIANCE REPORT

Secretarial Compliance Report of YASHRAJ CONTAINEURS LIMITED for the financial year ended  
31<sup>st</sup> March, 2024

To

The Members

### **YASHRAJ CONTAINEURS LIMITED**

B-1, 1<sup>st</sup> Floor, Madhav Niwas CHSL Opp S V Road,  
Natakwala Lane, Borivali (W), Mumbai -400092

**I Pranay Mahesh Mandhana**, Practising Company Secretary have examined:

- a) All the documents and records made available to me and explanation provided by **YASHRAJ CONTAINEURS LIMITED (CIN: L28120MH1993PLCO73160)** (“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 31<sup>st</sup> 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 there under; and
  - b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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) Regulations, 2014; -
- f) Not Applicable

- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -
- h) Not Applicable
- i) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; - Not Applicable
- j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996

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.	<p><b>Secretarial Standards:</b></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</p> <p><b>Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations /circulArS/ guidelines issued by SEBI</li> </ul>	YES	
3.	<p>Maintenance and disclosures on</p> <p><b>Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-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</li> <li>• website</li> </ul>	YES	The Company has filed all the disclosures on the stock exchange within/beyond the prescribed time.

4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company i s/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES ---	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>Identification of material subsidiary companies</p> <p>Disclosure requirement of material as well as other subsidiaries</p>	NA	The company does not have any subsidiary
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 per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	YES	
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/during the 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; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently</p>	YES	
	<p>approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</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, 2015 within the time limits</p>	YES	

	prescribed thereunder.		
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	
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 (**).	NO	Separately mentioned in Detailed Observations attaching to this report.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	It is observed that the Company has not appointed Whole time Company Secretary as per the requirement Law.

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 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	YES	During the year under review, Statutory Auditors, Satyaprakash Natani & Co, has completed its first year of first term and thereafter they were appointed as Statutory Auditors of the Company at the AGM held on 10.08.2023 for the period of one year.

	<p>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.</p>		
2.	Other conditions relating to resignation of Statutory Auditor		
	<p>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-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 have 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>	YES	
	<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>		

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	
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**(\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/**

guidelines issued thereunder, except in respect of matters specified below:

During the year, Corporate Insolvency Resolution process (CIRP ) was initiated against the company Yashraj Containeurs Limited vide order of NCLT Mumbai Bench dated 22-02-2024 in CP No 533/IBC/MB/2023 under section 10 of the Insolvency and Bankruptcy Code 2016 i.e. Initiation by the corporate debtor.

Thereafter IRP has been appointed & necessary compliances are under Process

- (a) 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.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary.
1	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Promoter and Promoter Group Shares are pending for Dematerialization.	Company was required to hold 100% of Shareholding of Promoter and Promoter Group in Dematerialized form; however 1000 Equity Shares of the Promoter and Promoter Group held by Mr. Vinodrai Vrijlal Valia is pending for Dematerialization.
2	Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Company was required to appoint Company Secretary cum Compliance Officer for the Financial Year 2023- 2024.	It is observed that the Company has not appointed Whole time Company Secretary as per the requirement of Law.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the co/Practicing Company secretary, if any.
1	Securities Appellate Tribunal, Mumbai	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulation 1992)	Securities and Exchange Board of India has passed an order dated 10 <sup>th</sup> October, 2019 against Yashraj Containeurs Limited including other group companies for not making disclosures under	The Notices for shares acquired more than 5% limit may be transferred to the Investor Protection Fund (IPF) or Sold and the proceeds thereof (for Sale of shares more than 5%)

			Securities and Exchange Board of India Act, 1992 and Rules and Regulations made there under at the time. The allotment of Equity Shares during the Financial Year 2009-2010 whereby the shareholding of the Promoters was 5% and more. Securities and Exchange Board of India has directed the Company to go for an open offer for the above mentioned shares.	be deposited with the IPF within a period of 3 months .Further the Promoters are also debarred from accessing the Securities market and also restrained from buying selling or otherwise dealing in shares either directly or indirectly for a period of one year from the date of order.  Till date certain restrictions are imposed by BSE, thereby co is not able to dispose of shares
2	Securities and Exchange Board of India	Section 26 and 27 read with Section 24 (1) of the Securities and Exchange Board of India Act, 1992 (Act 15 of 1992), Section 24 and read with Section 26 read with 23M(1) of Securities Contracts (Regulation) Act, 1956	Securities and Exchange Board of India had filed a case on 28 * January, 2016 against Yashraj Containeurs Limited, its Directors and including its other Group Companies for not making disclosures under Securities and Exchange Board of India Act, 1992 and Rules and Regulations made thereunder at the time. SEBI has made allegations that there were Unfair Trade Practice and increase in the price of Equity Shares during the period December 2005 to January 2006 and Non-Disclosure of the disposal of Equity Shares of Promoters i.e. of 9.80 lacs, to file returns etc	Company along with its Directors and including its other Group Companies have filed Compounding (Settlement) Application with SEBI. Final order has not been passed till date

(b) 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 2024	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the action taken by the listed entity
1.	Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Promoter and Promoter Group Shares are pending For Dematerialization	The Company has not taken any steps for pending of Dematerialization of Shares of Mr. Vinodrai Vrijlal Valia	The Company was required to hold 10096 of Shareholding of Promoter and Promoter Group in Dematerialized form; however 1000 Equity Shares of the Promoter and Promoter group held by the Company in physical format and are pending for Dematerialization
2,	Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Company was required to appoint Company Secretary cum Compliance Officer for the Financial Year 2023- 2024.	No action taken for appointment of Wholetime Company Secretary in the Company	Company was required to appoint Company Secretary as the Company Secretary resigned on 10.08.2021 and no new Company Secretary as a Compliance officer is appointed in the Company. Wef 10-05-2024

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 or the listed entity.
2. My responsibility is to certify based upon the examination or relevant documents and information. This is neither an audit nor an expression or opinion
3. I 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.

Date : 15.02.2025  
Place : Nagpur  
UDIN : A060165F003943924



CS Pranay Mandhana  
Practising Company Secretary  
ACS No. A60165  
CP No. 23399

