

SUNIL AGARWAL & CO.

COMPANY SECRETARIES

124-125, Ostwal Ornate, Building No. 1, 'A' Wing, Opp. Jain Temple, Bhayander (East), Thane-401105, web: www.cssunilagarwal.com

Email: sunilcs_mumbai@rediffmail.com, agarwalcs_mumbai@yahoo.co.in

SECRETARIAL COMPLIANCE REPORT OF JSW HOLDINGS LIMITED FOR THE YEAR ENDED 31ST MARCH 2020

I Sunil Agarwal, Proprietor of Sunil Agarwal & Co., Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by JSW Holdings 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 2020 (“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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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:

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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.
	NOT REQUIRED			

(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		NOT REQUIRED		

**For SUNIL AGARWAL & CO.
Company Secretaries**

SUNIL
SHIVKUMAR
AGARWAL

Digitally signed by SUNIL SHIVKUMAR AGARWAL
DN: c=IN, o=Personal, postalCode=401101, st=MAHARASHTRA,
serialNumber=5e8997def101fb07b1d1aa6061
a3664276af5a9b150da1054240a05c6b1c14f,
cn=SUNIL SHIVKUMAR AGARWAL,
Date: 2020.05.17 10:18:30 +05'30'

**SUNIL AGARWAL
(Proprietor)
FCS No. 8706
COP. No. 3286**

UDIN number F008706B000248330

**Place: MUMBAI
Date: - MAY 17, 2020**