



SACHIN PILANIA, B.Com(H), ACS
COMPANY SECRETARY IN WHOLE-TIME PRACTICE

FORM NO. MR-3 SECRETARIAL

AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
JD Cables Limited
Arch Square X2, 14th Floor, 1401,
Salt Lake, Sector V, Near College More,
Sech Bhawan, North 24 Parganas,
Kolkata-700091

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JD Cables Limited (herein after called the company) having (CIN- U29253WB2015PLC206712). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 ("**Audit Period**") complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(The Company did not have any Foreign Direct Investment during the financial year);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

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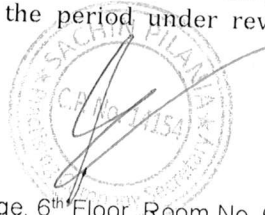
COMPANY SECRETARY IN WHOLE-TIME PRACTICE

- (vi) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (f) The Securities and Exchange Board of India (Depository Participant) Regulations, 2018; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; **(The Company is an Unlisted Public Company, hence not applicable during the financial year);**
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(The Company is an Unlisted Public Company, hence not applicable during the financial year).**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



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Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



Sachin Pilania

Practicing Company Secretary

Membership No. A 37957

COP No. 14154

Peer Review Certificate No.:2766/2022

UDIN: A037957G001242864

Date: 13th September, 2025
Place: Kolkata

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Annexure - 1

To,
The Members,
JD Cables Limited
Arch Square X2, 14th Floor, 1401,
Salt Lake, Sector V, Near College More,
Sech Bhawan, North 24 Parganas,
Kolkata-700091

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test check basis.
5. I believe that the audit evidence and information obtained from the Company's management is adequate and appropriate for me.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



Sachin Pilania
Practising Company Secretary
Membership No. A 37957
COP No. 14154

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