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Gold Ornament Ltd.  
Manufacturer of Antique Jewellery

To,  
The Manager  
Listing Department  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001,  
MH,IN.

Date: 10th May, 2024

**BSE Scrip Code:-542579**

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report For The Year Ended March 31, 2024**

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant Circular(s) issued by SEBI in this regard, please find enclosed the Annual Secretarial Compliance Report of Ashapuri Gold Ornament Limited for the financial year ended March 31, 2024, issued by M/s. Mukesh H Shah & Co., Company Secretaries.

Kindly take it on record and acknowledge receipt of the same.

**Thanking you.**  
**Yours faithfully,**  
**For, Ashapuri Gold Ornament Limited**

**Saremal Soni**  
**Managing Director**  
**DIN: 02288750**



**Encl.:- A/a**





## Secretarial compliance report of Ashapuri Gold Ornament Limited for the year ended March 31, 2024

I, **MUKESH H. SHAH (Company Secretary)** have examined:

- all the documents and records made available to us and explanation provided by **Ashapuri Gold Ornament Limited** ("the listed entity"),
- the filings / submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
**(Not applicable during the audit period)**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the audit period)**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the audit period)**
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable during the audit period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- 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) | Regulation/Circular No. | Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/Warning, etc. | Details of Violation | Fine (In ₹) | Observations by Practicing Company Secretary | Management Response | Remarks |
|--------|--|-------------------------|--|----------------------|-------------|--|---------------------|---------|
| NA     |  |                         |  |                      |             |  |                     |         |

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

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)  | Regulation/ Circular No.                 | Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/Warning, etc. | Details of Violation  | Fine (In ₹)                              | Observations by Practicing Company Secretary   | Management Response                                     | Remarks |
|--------|---|--|--|---|--|--|---|---------|
|        | <i>The Listed Entity Shall Submit Details of Related Party Transaction on Consolidated Basis to Stock Exchange Within 15 Days From Publication of Financial Results for the Half Year</i> | <i>Reg. 23(9) of SEBI(LODR)Reg.,2015</i> | Fine   | <i>Delay in Submission of the Said Details for the Period from 01.10.2021 till 31.03.2022</i> | <i>35000/- along with applicable GST</i> | <i>The Company has made Delayed Disclosure under Regulation 23(9) relating to Six Months Starting from 01.10.2021 till 31.03.2022 On 16.06.2022. There was a delay of Six days in submission of disclosure u/r 23(9) for which the Fine was levied by the BSE and the company has paid the same to the Exchange.</i> | <i>The Company has paid the Fine imposed by the BSE</i> | --      |





I also report that in terms of the circulars issued by Bombay Stock Exchange Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):

| Sr No | Points to be Considered  | Compliance (Y/N/NA) | Remarks |
|-------|--|---------------------|---------|
| 1     | <p><u>Secretarial Standard</u></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>   | Y                   |         |
| 2     | <p><u>Adoption and timely updation of the Policies:</u></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 has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>  | Y<br><br>Y          |         |
| 3     | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• 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 website</li> </ul> | Y<br><br>Y<br><br>Y |         |
| 4     | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>   | Y                   |         |
| 5     | <p><u>To examine details related to Subsidiaries of listed entities:</u></p>   |                     |         |



|    |  |             |   |
|----|--|-------------|---|
|    | a) Identification of material subsidiary companies   | NA          | The Company does not have any Subsidiary      |
|    | b) Requirements with respect to disclosure of material as well as other subsidiaries   |             |   |
| 6  | 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.  | Y           |   |
| 7  | 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   | Y           |   |
| 8  | <u>Related Party Transactions:</u><br><br>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions<br><br>(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 | Y<br><br>NA | Approval Obtained                             |
| 9  | <u>Disclosure of events or information:</u><br><br>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 prescribed thereunder.  | Y           |   |
| 10 | <u>Prohibition of Insider Trading:</u><br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015   | Y           |   |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u><br><br>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the   | NA          | No Actions Taken During the Year Under Review |





|    |   |   |  |
|----|---|---|--|
|    | Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder  |   |  |
| 12 | <u>Additional Non-compliances, if any:</u><br>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Y |  |

*There was no instance of resignation/appointment of Auditors in the Company during the year under review. Further, the Company does not have any Subsidiary and therefore, the comments regarding resignation/appointment of Auditors or Subsidiary are not applicable.*

**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 of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

Place:- AHMEDABAD

Date:- 10/05/2024

UDIN:- F005827 F000345177



For,  
MUKESH H. SHAH & CO.  
COMPANY SECRETARIES

*(Handwritten signature)*

MUKESH H. SHAH  
PROPRIETOR  
C.P.NO.:-2213 FCS:-5827