

April 23, 2024

Ref. No.: **AIL/SE/8/2024-25**

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400001, MH.

Scrip Code: **543534**

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051, MH.

Symbol: **AETHER**

Dear Madam / Sir,

**Subject: Secretarial Compliance Report for the Financial Year ended on March, 31, 2024**

In accordance with Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we herewith submit the Secretarial Compliance Report for the Financial Year ended on March 31, 2024, issued by M/s. Dhirren R. Dave & Co., Practicing Company Secretaries, as annexed.

We request you to kindly take the information on your records.

Thank you.

**For Aether Industries Limited**



**Chittrarth Rajan Parghi**

Company Secretary & Compliance Officer  
Mem. No.: F12563



Encl.: As enclosed

# **DHIRREN R. DAVE & CO.**

## **Company Secretaries**

B-103, International Commerce Center (ICC), Near Kadiwala School,  
Ring Road, SURAT- 395002, Phone: 0261-2460903, 2475122, 9879104642,  
Email:contact@drdcs.net

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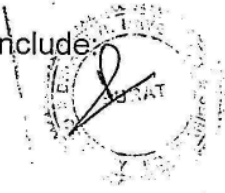
### **Annual Secretarial Compliance Report of Aether Industries Limited For the Financial Year ended 31<sup>st</sup> March, 2024**

To,  
The Members,  
**Aether Industries Limited**  
Plot No. 8203, GIDC Sachin,  
Surat, Gujarat -394230

We, M/s. Dhirren R Dave & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Aether Industries 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 31 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 thereunder; 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:



Date: 22.04.2024

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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

There are no events occurred during the year which attracts provisions of following regulations hence they are not applicable:

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (d) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

and circulars/guidelines issued thereunder.

We hereby report that, during the Review Period the compliance status of the listed entity is appended below:



Date: 22.04.2024

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<p><b><u>Secretarial Standards:</u></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).</p>	Yes	None
2	<p><b><u>Adoption and timely updation of the Policies:</u></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 has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI.</li> </ul>	Yes	None
3	<p><b><u>Maintenance and disclosures on Website:</u></b></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</li> </ul>	Yes	None

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	relevant document(s)/ section of the website.		
4	<b><u>Disqualification of Director:</u></b> None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013.	Yes	None
5	<b><u>To examine details related to Subsidiaries of listed entities:</u></b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	<b><u>Preservation of Documents:</u></b> 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.	Yes	None
7	<b><u>Performance Evaluation:</u></b> 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	Yes	None
8	<b><u>Related Party Transactions:</u></b> (a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	None

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	(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.		
9	<b><u>Disclosure of events or information:</u></b> 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.	Yes	None
10	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> Actions 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.	As per Annexure-I	As per Annexure-I
12	<b><u>Additional Non-compliances, if any:</u></b> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	None

Date: 22.04.2024

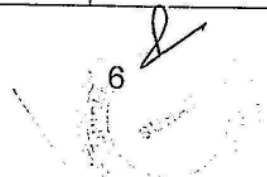
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particular	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	<b>Compliance with the following conditions while appointing/re-appointing an auditor</b>		
	<p>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</p> <p>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;</p> <p>or</p> <p>iii. If the auditor has signed the limited review/ audit report for</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>None</p>

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	<p>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.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. 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>	NA	None

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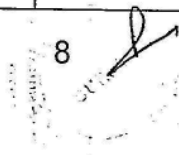
UDIN: A028554F000211297



	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has 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> <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> <p>ii. Disclaimer in case of non-</p>		
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Date: 22.04.2024

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	<p>receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>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.</p>	NA	None

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of matter specified in **Annexure-I.**

(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.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management response	Remarks
Not Applicable										

Place: SURAT  
Date: 22.04.2024

For DHIRREN R. DAVE & CO.,  
COMPANY SECRETARIES  
UIN: P1996GJ002900  
P/R No. : 2144/2022

  
PINAL KANDARP SHUKLA  
Principal Partner  
ACS: 28554, CP: 10265  
UDIN: A028554F000211297

St. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
1	Clarification on News Item appearing in <a href="http://www.etnownews.com">www.etnownews.com</a>	Regulation 30 of SEBI (LODR) Regulations, 2015	Clarification/Confirmation on News Item filed on 19.12.2023	Bombay Stock Exchange of India Limited & National Stock Exchange of India Limited	Clarification sought by BSE & NSE vide letter dated 20.12.2023.	01. With reference to "Aether Industries Ltd signs partnership deal with Tesla". Whether such negotiations/events were taking place? If so, you are advised to provide the said information along with sequence of events in chronological order from the start of negotiations/events till date. 02. Whether you/Company are aware of any	NA	Company has replied vide letter dated 20.12.2023.	Clarification response was filed in the matter within the prescribed time.	-

Date : 22.04.2024

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