

**Date: 30.05.2024**

To,  
BSE Limited  
Corporate Relation Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

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

**Scrip Code: 514394**

Dear Sir,

Please find enclosed herewith the Secretarial Compliance Report for the financial year ended March 31, 2024, received from M/s Parveen Rastogi & Co., (Company Secretaries) in compliance with the Regulation 24A of SEBI (LODR) Regulations 2015.

Kindly take the information on records.

Thanking you

Yours Faithfully

For ATLAS Jewellery India Limited

  
(Chandan Mahapatra)  
Company Secretary

Encl: As Above



# Parveen Rastogi & Co.

## Company Secretaries

### **SECRETARIAL COMPLIANCE REPORT OF M/S ATLAS JEWELLERY INDIA LIMITED**

#### **FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

I, Parveen Kumar Rastogi, Proprietor of M/s Parveen Rastogi & Co., Practicing Company Secretaries, have examined:

- All the documents and records made available to me and explanations provided by M/s **Atlas Jewellery India 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 31<sup>st</sup> March, 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 there under; 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; **{Not Applicable to the Company during the Reporting Period}**
- 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 to the Company during the Reporting Period}**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **{Not Applicable to the Company during the Reporting Period}**



**Head Off. : Flat No. 3, Sood Building, Teil Mill Marg, Ram Nagar, Paharganj, New Delhi-110055**

**Branch Off. : CS-54 & 55, 1st Floor, Ansal Plaza, Vaishali, Ghaziabad - 201010**

**Residence : 109-C, Pocket-F, MIG Flats, GTB Enclave, Dilshad Garden, Delhi - 110093**

**(O) : 0120-4323445, Mobile : 98112-13445, E-mail : rastogifcs3@hotmail.com, rastogifcs3@gmail.com**

**Web : csparveenrastogi.com**

- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **{Not Applicable to the Company during the Reporting Period}**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- i) SEBI (Delisting of Equity Shares) Regulations, 2021 **{Not Applicable to the Company during the Report Period}**
- j) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- k) Other regulations as applicable and circulars/guidelines issued there under;

**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.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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**A. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**

1.	Submission of quarterly/ half-yearly/annual financial results within prescribed period for financial year 2023-2024	Regulation 33 SEBI (LODR) Regulations, 2015	Non-Submission of quarterly/ half-yearly/annual financial results for financial year 2023-2024	BSE	Query raised by BSE for non-compliance with the said regulation.	Non-Submission of quarterly/ half-yearly/annual financial results for financial year 2023-2024	None	As observed from the record of the company, it is noticed that the company had duly replied to the BSE Queries/ notice	The company had within the prescribed time intimated the stock exchange	None
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								without any delay explaining there-in the reasons for the delay/inability of the company to submit the financial results for the financial year ended 31 <sup>st</sup> March 2024.	ge through listing center the reason for the delay and the causes which led to the company inability to submit the financial result for the financial year ended 31 <sup>st</sup> March 2024	
2.	Compliance with Minimum Public Shareholding	Regulation 38	Non-maintenance of Minimum Public Shareholding for financial year 2023-34	None	None	Non-maintenance of Minimum Public Shareholding for financial year 2023-24.	None	On perusal of the company's record, revealed that SEBI vide its order bearing number. WTM/MB/CFD/DCR/12284/20-21/22 dated 17 <sup>th</sup> June 2021, had allowed the promoter and PAC to complete the pending	Post the death of Sole promoter (2 <sup>nd</sup> October 2022) the company has been following up with PAC and spouse of the promoter for the	None



							open offer within 45 days of the said order. Further, the company was directed to comply with the minimum shareholding norms within 6 month from the completion of the current open offer directed in the said order of 17 <sup>th</sup> June 2021. Therefore, the open offer is still pending as on the date of audit and hence company is unable to comply with SEBI direction.	completion of the open offer.  The company has also made detailed written submission with SEBI on 23 <sup>rd</sup> Jan 2024 related with the pending open offer and seeking necessary direction and reply is still awaited From SEBI.		
3.	Non-Compliance with the requirements pertaining to the number of Board Meeting during the financial year 2023-24	Regulation 17(2)	Non-Compliance with the requirements pertaining to the number of Board Meeting during the financial year 2023-24	BSE	Query raised by BSE for non-compliance with the said regulation.	Non-Compliance with the requirements pertaining to the number of Board Meeting during the financial year 2023-24	None	We observed that the Company has filed the corporate governance report for all the quarters within the prescribed time along	The company had been regularly filing the CGR along with detailed notes mentioned	None



							with detailed notes explaining the reasons for the company's inability to comply with regulation 17(2).	<p><b>ning therein the reasons for not holding , its board and committee meetings which was primarily due to the amass resignation along with the death of the sole promoter. And presently no one has come forward to take the position of the promoters. The company has also provided clarification to BSE as and</b></p>	
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									when sought for pending CGR matters.	
4.	Shareholding Data ( BENPOS)	Regulation 31	None	NA	NA	NA	None	<p>On the perusal of company's record, we observed that NSDL and CDSL have with end the quarterly BENPOS information due non-payment of annual custodian charges/fees by the company.</p> <p>As a consequence, the company has not been able to repair shareholding report.</p>	<p>The company due to certain force majeure condition had been unable to pay annual custodian fees for the financial year 2023-24. The company and its promoter to made request to both NSDL and CDSL to continue to provide BENPOS data and give further time to settle</p>	None



									its dues. However, NSDL and CDSL did not extend the request sought.	
5.	Submission of Shareholding pattern within prescribed time.	Regulation 31	Non-Submission of Shareholding Pattern during the financial year 2023-24 for all quarters	<b>BSE</b>	Query raised by BSE for non-compliance with the said regulation.	Non-Submission of Shareholding Pattern during the financial year 2023-24 for all quarters	None	Company has made detailed submission with BSE related to non-submission of shareholding pattern, informing them about NSDL and CDSL withholding the BENPOS Data, resulting in company's inability to file the shareholding pattern	<b>The company due to certain force majeure condition had been unable to pay annual custodian fees for the financial year 2023-24. The company and its promoter to made request to both NSDL and CDSL to continue to provide BENPO</b>	<b>None</b>





								<p>S data and give further time to settle its dues. However, NSDL and CDSL did not extend the request sought.</p>	
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Further, the company informed the BSE about the NSDL and CDSL withholding the BENPO S Data, and sought their intervention, resulting in company's inability to file the shareholding pattern



6.	Submission of Corporate Governance Compliance Report within prescribed time	Regulation 27(2)	Discrepancies in CGR-Report	<b>BSE</b>	BSE has raised discrepancies in CGR-Report	Discrepancies in CGR-Report related to regulation 17, 18 and 19.	<b>None</b>	Submission of Corporate Governance Compliance Report for all the quarters with detailed notes related to regulation 17, 18 and 19.	<b>Company has submitted CGR Report with detailed notes /Clarification related to regulation 17, 18 and 19.</b>	<b>None</b>
7.	Composition of board of directors	Regulation 17(1)	Company does not have optimum combination of board of directors during the financial year 2023-24	<b>BSE</b>	None	Company does not have optimum combination of board of directors during the financial year 2023-24	<b>None</b>	We observed that the Company has filed the corporate governance report for all the quarters within the prescribed time along with detailed notes explaining the reasons for the company's inability to comply with regulation 17(1).	<b>The company had been regularly filing the CGR along with detailed notes mentioning therein the reasons for not holding , its board and committee meetings which was primarily due to the amass resignation along with the</b>	<b>None</b>



									death of the sole promoter. And presently no one has come forward to take the position of the promoters. The company has also provided clarification to BSE as and when sought for pending CGR matters.	
8.	Constitution of Committees under SEBI(LODR) Regulations, 2015	Regulation 18(1), 19(1)/(2), 20(2), 21(2)	Company does not have requisite committees during the financial year 2023-24	BSE	None	Company does not have requisite committees during the financial year 2023-24	None	We observed that the Company has filed the corporate governance report for all the quarters within the prescribed time along with detailed notes explaining the reasons	The company had been regularly filing the CGR along with detailed notes mentioning therein the reasons for	None



							for the company's inability to comply with the said regulations	<b>not holding, its board and committee meetings which was primarily due to the amass resignation along with the death of the sole promoter. And presently no one has come forward to take the position of the promoters. The company has also provided clarification to BSE as and when sought for pending CGR</b>	
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**B) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;**

1.	Non-Compliance with SDD	Regulation 3(5) & 3(6)	Non-Compliance with SDD	BSE	Query raised by BSE for non-compliance with the said regulation.	NONE	SDD Non-Compliance	We observed that company has made detailed submission along with SDD compliance certificate from practicing company secretary	<b>The Company is of the view that its SDD software and the compliance requirements are squarely made by the company and there has been no default in this regard.</b>  <b>It has made detailed submission with BSE and sought to know the</b>	None
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										default being alleged. Reply from BSE is awaited.
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b) The listed entity has taken the following action to comply with the observations made in previous reports:

Sr. No.	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2023.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	In the previous report, we noticed the following observation:  Fines imposed by BSE under SEBI(LODR) Regulations, 2015, which are as follows:  1. Regulation 33;- Rs.177,000/-, Rs.177,000/-, Rs.177,000/-  2. Regulation 38;- Rs.5900/-  3. Regulation 17(2);- Rs.11800/-, Rs.11800/-  4. Regulation 27(2); Rs.66080/-  5. Regulation 31;- Rs.87320/-	Fines imposed by BSE under SEBI(LODR) Regulations, 2015, which are as follows:  1. Regulation 33;- Rs.177,000/-, Rs.177,000/-, Rs.177,000/-  2. Regulation 38;- Rs.5900/-  3. Regulation 17(2);- Rs.11800/-, Rs.11800/-  4. Regulation 27(2); Rs.66080/-  5. Regulation 31;- Rs.87320/-	Fines imposed by BSE under SEBI(LODR) Regulations, 2015, which are as follows:  1. Regulation 33;- Rs.177,000/-, Rs.177,000/-, Rs.177,000/-  2. Regulation 38;- Rs.5900/-  3. Regulation 17(2);- Rs.11800/-, Rs.11800/-  4. Regulation 27(2); Rs.66080/-  5. Regulation 31;- Rs.87320/-	A request for waive off of the fine amount has been filed by the Company and the same is pending before BSE	None



**Additional Affirmations:**

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard:</u> The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <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  Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <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>	Yes  Yes  Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Not Applicable	The company does not have Board, hence not applicable
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	None
6.	<u>Preservation of Documents:</u> The listed entity is preserving and	Yes	None



	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		
7.	<u>Performance Evaluation:</u> 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	Not Applicable	The company does not have Board, hence not applicable
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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	Not Applicable	The company does not have Audit Committee, hence not applicable.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Yes	We noticed that BSE has issued a SHOW CAUSE NOTICE BEARING No. LIST/COMP/AJ/SCN/3390/2023-2024, dated 18.03.2024, in the matter of compulsory delisting of securities of the company from BSE Limited.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory	Yes	Resignation of statutory auditor of the company, M/S Tarun Kandhari & Co. LLP (Chartered





	auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		Accountants) on 7 <sup>th</sup> June 2023.
13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Not Applicable	None

**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.

**FOR PARVEEN RASTOGI & CO.  
(COMPANY SECRETARIES)**

**PARVEEN KUMAR RASTOGI  
(PROPRIETOR)**

**M. NO.: F4764**

**COP. NO.: 26582**

**PR No. : 5486/2024**

**PLACE: NEW DELHI**

**DATE: 30.05.2024**

**UDIN: F004764F000502791**