

To,
The Manager,
Listing Compliance Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street Fort,
Mumbai:-400 001

Date:- 20th April, 2021

BSE SCRIPT CODE:- 542579

Subject:- Postal Ballot Notice

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 , please find enclosed herewith Postal Ballot notice which is being sent to the members, seeking their approval in the matter of:-


"MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED (BSE SME) TO MAIN BOARD OF BSE LIMITED"

Further the Postal Ballot Notice along with the Explanatory Statement as required under the Companies Act, 2013 can be downloaded from the website of the Company www.ashapurigold.com.

You are requested to take the above information on your record & acknowledge the same.

Thanking You,

Yours Faithfully,
For, Ashapuri Gold Ornament Limited


Jitendrakumar Saremal Soni
Joint Managing Director
DIN:-01795752





ASHAPURI GOLD ORNAMENT LIMITED

[CIN: L36910GJ2008PLC054222]

Regd. Office: 109 to 112A, 1st Floor Supermall, Nr. Lal Bunglow,
C.G.Road Ahmedabad - 380009, Gujarat

Ph.No: 079-26462170/71

E-mail: ashapurigold@gmail.com Website: www.ashapurigold.com

POSTAL BALLOT NOTICE

**To,
The Members,
Ashapuri Gold Ornament Limited**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, and Circular No. 39/2020 dated December 31, 2020 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (hereinafter collectively referred to as "MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations") and other applicable provisions of the Companies Act, 2013 and the Rules, Circulars, Notifications there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable provisions, if any, for seeking consent of the Members of **Ashapuri Gold Ornament Limited** ("the Company") to pass the proposed resolution mentioned in the notice, as Special Resolution through Postal Ballot only by voting through electronic means ("remote e-voting").

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act 2013 read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company (the "Board"), has appointed M/s Mukesh H. Shah & Co., Practicing Company Secretary, having CP No. 2213, to act as Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on Tuesday, May 25th, 2021, failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots (through remote e-voting). The result on the resolution proposed to be passed through Postal Ballots (through remote e-voting) shall be announced on or before Wednesday, May 26th, 2021 at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange, Bombay Stock Exchange Limited (BSE) where Equity Shares of the Company are listed.

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. Tuesday, May 25th, 2021 & it will be placed on the website of the Company: www.ashapurigold.com and on the website of Bombay Stock Exchange www.bseindia.com along with the Scrutinizer's Report.

SPECIAL BUSINESS:

ITEM NO. 1 - MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED (BSE SME) TO MAIN BOARD OF BSE LIMITED.

To consider and if thought fit, to pass, with or without modification, the following as a Special Resolution:

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions laid down in Chapter IX of SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI(LODR) Regulations, 2015 and applicable provisions of Companies Act, 2013 (read with underlying rules and regulations notified by MCA from time to time), which shall include any Statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of the members of the Company be and is hereby accorded for migration of the Company's shares presently listed at SME platform of BSE Ltd to Main Board of BSE Ltd and to follow such procedures as specified by SEBI (ICDR) Regulations, 2018 and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE to Main Board of BSE

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by BSE or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company.

Place: Ahmedabad
Date: 15.04.2021

BY ORDER OF THE BOARD,
ASHAPURI GOLD ORNAMENT LIMITED

Sd/-
SAREMAL CHAMPALAL SONI
(CHAIRMAN & MD)
DIN: 02288750

Registered Office:

109 to 112A, 1stFloor, Supermall,
Nr. Lal Bungalow, C.G.Road
Ahmedabad 380009, Gujarat.

NOTES:

1. In compliance with the MCA Circular and on account of threat posed by COVID-19 pandemic situation, the Notice is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.

Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

2. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, stating all material facts and the reasons for the proposals is annexed herewith.
3. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Friday April 16th,2021 will receive the Notice through electronic mode only.
4. A person whose name appears in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Friday April 16th,2021, shall be entitled to vote through e-voting on the resolution(s) set forth in the Notice. The voting rights of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.
5. The Notice is available on the Company's website viz. www.ashapurigold.com and on the website of e-voting - www.evotingindia.com.
6. The remote e-voting period commences from Monday, April 26th, 2021 at 09:00 a.m. (IST) and ends on Tuesday, May 25th, 2021 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Friday April 16th,2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
7. Members, who have not registered their e-mail address, are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) to enable the Company to send future communication(s) in electronic form.

8. Members are requested to carefully read the instructions printed in the Postal Ballot Notice given above before casting their vote electronically.
9. The Board has appointed M/s Mukesh H. Shah & Co., Practicing Company Secretary, Ahmedabad as the Scrutinizer ('Scrutinizer') for conducting the postal ballot through e-voting process in a fair and transparent manner.
10. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed as on the last date of e-voting, i.e Tuesday, May 25th, 2021.
11. Upon completion of the scrutiny of the Postal Ballot Forms and the votes cast through E-voting, the Scrutinizer will submit his report to the Chairperson/Company Secretary. The combined result would be announced by the Company on or before Wednesday, May 26th, 2021. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.ashapurigold.com and on CDSL and communication of the same will be sent to Bombay Stock Exchange Limited within the prescribed time.

VOTING THROUGH ELECTRONIC MEANS / E-VOTING

In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by [Central Depository Services \(India\) Ltd \(CDSL\)](http://www.evotingindia.com). Instructions on e-voting are enumerated as part of the Notice.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Monday, 26th April, 2021 (9:00 a.m.) and ends on Tuesday, 25th May, 2021 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday April 16th, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio **Number** registered with the Company
- (v) Next enter the image verification Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see **RESOLUTION DESCRIPTION** and against the same the option **"YES/ NO"** for voting. Select the option **YES or NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the further description/ entire Resolutions.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password, then enter the User ID and image verification Code click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to **Company/RTA email id**.

(xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ashapurigold@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT
[UNDER SECTION 102 OF THE COMPANIES ACT, 2013]

RESOLUTION 1: MIGRATION FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED

As the Members/Shareholders are aware that the equity shares of the Company are listed on SME platform of BSE w.e.f March 27, 2019. and as per the SEBI (Issue of Capital Disclosure and Requirements) ICDR Regulations, 2018 (as amended from time to time) the Company having paid up Share Capital of more than Rs. 10 Crore but up to Rs. 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

Your Company has been listed and traded on the SME Platform of BSE (www.bsesme.com) for more than two years and hence eligible to migrate to the Main Board of BSE as per guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018 listing on the Main Board of Bombay Stock Exchange Limited. The Board of Directors vide their meeting held on Thursday April 15th, 2021 proposed to migrate from BSE SME Segment to Main Board of BSE as it will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increase. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

The members are, therefore, requested to accord their approval for Migration of Company's Equity Shares from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Proviso to Regulation 277 of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution except their shareholding in the Company.

Place: Ahmedabad

Date: 15.04.2021

**BY ORDER OF THE BOARD,
ASHAPURI GOLD ORNAMENT LIMITED**

Sd/-
**SAREMAL CHAMPALAL SONI
(CHAIRMAN & MD)
DIN: 02288750**

Registered Office:

109 to 112A, 1stFloor, Supermall,
Nr. Lal Bungalow, C.G.Road
Ahmedabad 380009, Gujarat.



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Ph.No: 079-26462170/71

E-mail: ashapurigold@gmail.com Website: www.ashapurigold.com

Calendar of events for Postal Ballot

Sr. No.	Particulars	Date of event
1	Date of approval of the Board of Directors for considering items to be approved by the shareholders through Postal Ballot.	15 th April,2021
2	Date of Appointment of Scrutinizer for Postal Ballot.	15 th April,2021
3	Cut-off Date for determining the names of shareholders entitled to notice of postal ballot and eligibility to vote.	16 th April,2021
4	Display of the Notice of Postal Ballot on the Company's website	20 th April,2021
5	Date of completion of dispatch of notice along with Postal Ballot Form by-mail.	20 th April,2021
6	Publication of Notice in newspaper for postal Ballot process and others	26 th April,2021
7	Date of Commencement of voting (Postal Ballot Though Electronic Means)	26 th April,2021 09:00 A.M.
8	Date of Closure of voting (Postal Ballot Though Electronic Means)	25 th May,2021 05:00 P.M.
9	Date of Submission of the Report by the Scrutinizer	26 th May,2021
10	Date of declaration of postal ballot results by the Company	26 th May,2021
11	Date of Intimation of results of Postal Ballot to Stock Exchange	26 th May,2021
12	Display of the results of Postal Ballot in the Company's website	26 th May,2021