



Vasudhagama Enterprises Limited

(Formerly Known as Ozone World Limited)

CIN: L65910GJ1989PLC012835

Registered Office: G-04, Newyork Corner Building Behind Kiran Motors,

SG Highway Bodakdev Ahmedabad GJ 380054

Corporate Office: Shop No 5 Vandana Bldg, Subash Lane, Near Vaishno Devi

Mandir Daft, Malad East, Mumbai - 400097

Email: vasudhagamaenterprises@gmail.com | Website: www.vasudhagama.com | Contact: +91 8149030844

May 30, 2024

BSE Limited

P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sir/Madam,

Scrip Code: 539291

Sub: Submission of Annual Secretarial Compliance Report for the Year ended 31st March, 2024

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting here with the Annual Secretarial Compliance Report for the year ended 31st March, 2024.

Please take the same on your record and acknowledge the receipt of same.

Thanking you,
Yours faithfully,

For Vasudhagama Enterprises Limited

SEJAL SANJIV
SHAH

Digitally signed by
SEJAL SANJIV SHAH
Date: 2024.05.30
14:42:32 +05'30'

Sejal Sanjiv Shah

Director

DIN: 09591841



SECRETARIAL COMPLIANCE REPORT OF VASUDHAGAMA ENTERPRISES LIMITED
For the year ended on 31st March, 2024
(Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
Vasudhagama Enterprises Limited
(Formerly Known as Ozone World Limited)
G-04, Newyork Corner Building Behind Kiran Motors,
SG Highway Bodakdev Ahmedabad – 380054

I Brajesh Gupta have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Vasudhagama Enterprises Limited. ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other documents/ filings, which were relevant, and relied upon to make this certification and issue this report,

For the year ended 31st 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 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:-

- i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***During the year under review, the Board allotted 1,32,65,380 equity shares of the Company of face value of Re. 10/-each ("Equity Shares"), on Preferential basis to non-promoters at a price of Rs. 26.50/- (including premium of Rs. 16.50/-) for consideration other than cash (share swap) being discharge of total purchase consideration of Rs.35,15,32,570/- (Rupees Thirty-Five crore Fifteen Lakh Thirty Two Thousand Five Hundred Seventy Only) for the acquisition of 13,26,538 equity shares of Digigames Private Limited ("DPL"), the company has completed the compliances and formalities of Listing & Trading permission of the said allotted shares with BSE Ltd. as per the applicable SEBI regulations.***
- iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable for the year under review);**
- v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable for the year under review).**
- vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable for the year under review);**

- vii) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; **(not applicable for the year under review)**;
- viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- ix) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- x) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;

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:

S. No.	Compliance Requirement (Regulations / Circulars/ Guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1	Regulation 6(1) of SEBI (LODR) Regulations 2015	Regulation 6(1) of SEBI (LODR) Regulations 2015	Resignation of Company Secretary & Compliance Officer of the company w.e.f. 28/12/2023 and requirement of appointment of new CS cum Compliance Officer, a qualified company secretary as the compliance officer.	The Company has received communication from BSE Ltd. regarding non-appointment of CS cum compliance officer under Regulation 6(1)	Penalty notice received from BSE Ltd.	delay in appointment of Company Secretary by 3 days as on 31 st March, 2024 for finding suitable candidate for the required post	3540 /- SOP fine including gst	As per the information given by the company's management, the Company is in process of finding suitable candidature for appointment as Company Secretary & Compliance Officer of the Company.	The Company's management has informed that the company is under process to make waiver application to BSE Ltd. as there is a provision for appointment of KMP with in 6 months from the date of vacation of position	-

(b) The Listed Entity has taken following Actions to comply the Observations made in Previous Reports:

S. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable as First time submission of the Report										

The additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance (ASCR) in terms of the BSE Circular reference No. 20230410-41 dated; April 10, 2023, are given in the attached Annexure.

Annexure

Additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance (ASCR) in terms of BSE Circular reference no. 20230410-41 dated: April 10, 2023

S. No.	Particulars	Compliance Status (yes/ No/ NA)	Observations/ Remarks by PCS*
1	<p><u>Secretarial Standards:</u></p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)</p>	Yes	Satisfactory
2	<p><u>Adoption and timely updation of the policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the Company. • All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/ circulars/ guidelines issue by SEBI. 	Yes	Satisfactory
3	<p><u>Maintenance and disclosures on website:</u></p> <ul style="list-style-type: none"> • The Company is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to 	yes	Satisfactory

	the relevant document(s)/ section of the website.		
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	Satisfactory
5	<p><u>To examine details related to Subsidiaries of the Company:</u></p> <ul style="list-style-type: none"> • Identification of material subsidiary companies. • Requirements with respect to disclosure of material as well as other subsidiaries. 	Yes	Satisfactory
6	<p><u>Preservation of Documents:</u></p> <p>The company 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.</p>	Yes	Satisfactory
7	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations/ companies Act, 2013</p>	yes	Satisfactory
8	<p><u>Related Party Transactions:</u></p> <ul style="list-style-type: none"> • The Company has obtained prior approval of the Audit Committee for all related Party Transactions. • In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified / rejected by the Audit Committee. 	yes	Satisfactory
9	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 read with schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	yes	Satisfactory
10	<p><u>Prohibition of Insider trading:</u></p> <p>The Company is in compliance with Regulations 3(5) & 3(6) of SEBI(Prohibition of Insider Trading) Regulations, 2015</p>	yes	Satisfactory
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action taken against the Company/ its</p>	yes	As per the details given above, The Company has

	promoters/ directors/ subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		received communication from BSE Ltd. regarding non-appointment of CS cum compliance officer under Regulation 6(1) and the BSE as given notice of Rs. 3540/- SOP fine for the same, for which management has informed the company will make waiver application as there is a provisions of filling of vacancy within 6 months from the date of vacation of KMP position.
12	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI Regulation/ circular/ guidance note etc.	yes	No other observations except stated above.

*Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'.

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.	Particulars	Compliance Status (Yes/No/NA)	Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<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; or</p> <p>iii. If the auditor has signed the limited review/ audit report for 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>	<p>NA</p> <p>NA</p>	No such cases were observed during the review period.
2.	Other conditions relating to resignation of statutory auditor		
	<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</p>	NA	No such cases were observed during the review period.

	<p>Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <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-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>	NA	No such cases were observed during the review period.
3.	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.	NA	No such cases were observed during the review period.

**For Brajesh Gupta & Co
Practising Company Secretary**



**Brajesh Gupta, Proprietor
Membership. No. ACS- 33070
C P NO.: 21306**

**Date: 30th May, 2024
Place: Indore**

UDIN- A033070F000497182