

# GOYAL ALUMINIUMS LIMITED

CIN: L74999DL2017PLC314879

Reg. Off: 2814/6 Ground Floor, Chuna Mandi Paharganj New Delhi-110055

E-mail: [goyals2729@gmail.com](mailto:goyals2729@gmail.com),/ [info@advitiyatrade.co](mailto:info@advitiyatrade.co)

Website: [www.goyalaluminiums.com](http://www.goyalaluminiums.com) Tel No.: 011-49536409

Date: 29.05.2024

To,

The Manager,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001.  
Scrip Code: 541152

The Manager- Listing,  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai-400051  
Symbol: GOYALALUM

**Sub.: Submission of Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2024 pursuant to the Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Ma'am,

With Reference to the above- mentioned subject, we are attaching herewith Annual Secretarial Compliance Report for the year ended 31st March, 2024 given By Anuj Gupta & Associates, Company Secretaries, in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no CIR/CFD/CMD1/27/2019 dated February 8, 2019.

This is for your information and records.

Thanking You,

For and on behalf of  
Goyal Aluminiums Limited

Sandeep Goyal  
Managing Director & CFO  
DIN:07762515

Encl: As Above

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
GOYAL ALUMINIUMS LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Goyal Aluminiums Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **2814/6 Ground Floor, Chuna Mandi Paharganj, New Delhi-110055** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- all the documents and records made available to us and the explanation provided by Goyal Aluminiums 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 financial 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 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: -

- 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 during the review 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 review period**)



- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the review period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

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

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><b><u>Secretarial Standard</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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All the policies are in conformity all applicable policies under Securities Exchange Board of India ('SEBI') Regulations are adopted with the approval of the Board of Directors of the listed entity.</li> <li>With SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/circulars /guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <p>The listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</p>	Yes	-
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	<p><b><u>To examine details related to Subsidiaries of listed entity:</u></b></p>	NA	The Company does not have any material subsidiary or



*Anuj Gupta*

	<p>a) Identification of material subsidiary companies</p> <p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p>		<p>subsidiaries. however, the Company having an associate Company namely Wroley India Private Limited</p>
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>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</p>	Yes	-
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>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.</p>	Yes	-
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p>	Yes	-
	<p>(a) 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.</p>	NA	-
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>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 there under.</p>	Yes	.
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	<p><i>During the period under review it was noticed that, the Listed Entity had failed record necessary entry in the SDD Software as per applicable regulations, for the quarter of ended of December 31<sup>st</sup> 2023 due to technical error in the software.</i></p> <p><i>However, listed entity duly complied with said SEBI (Prohibition of Insider Trading) Regulations, 2015 for the others quarter</i></p>



*Anuj Gupta*  
*CS*

			<i>March ending 2024.</i>
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No 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 there under.</p>	Yes	<p><i>During the period under review it was noticed that, the Listed Entity had delayed in disclosing/filing the Related Party Transaction with the National Stock Exchange of India Limited and BSE Limited under Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 for the half year ended on September 2023. Due to which the said Stock Exchanges freeze the shares of the promoter and promoter group.</i></p> <p><i>Further, due to the said delay in the filing, the said Stock Exchanges levied monetary fines on the Listed Entity. However, the monetary fines levied by the Stock Exchanges were duly paid by the Listed Entity.</i></p>
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>Additional non-compliance observed for all SEBI/circular/guidance note etc.</p>	Yes	<p><i>During the period under review it was noticed that, there was an inter-se-transfer of share as a gift between the promoter i.e. Mr. Sandeep Goyal to Mr. Pardeep Goyal pursuant to the Regulation 10 of SEBI(Substantial Acquisition of Shares and Takeovers) Regulation,2011 However, no prior intimation was not given to concerned Stock Exchanges as per Regulation 10(5) of said Regulation.</i></p>

**Compliance related to resignation of statutory auditor from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2018.**

Sr.no	Particulars	Compliance Status (Yes/No/N.A)	Observation / Remark by PCS
1.		Compliances with the following Condition while appointing / re-appointing an auditor	
	i. If the auditor has resigned within 45 days from the end of quarter of a financial	N.A	



*Anuj Gupta*  
 11



	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.		
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/CMDI/114/2019 dated 18 <sup>th</sup> October,2019.		

Further, based on the above examination, we hereby report, during the review period that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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	Fine amount/ (INR)	Observation Remarks of the Practicing Company Secretary	Management Response	Management Response
Not Applicable during the review period									

- (b) The listed entity has taken the following actions to comply with 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	Fines/ (INR)	Observation Remarks of the Practicing Company Secretary	Management Response	Management Response
Not Applicable during the review period									

- (c) The listed entity has suitably included the conditions as mentioned in para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMDI/114/2019 dated October 18, 2019 in terms of appointment of statutory auditor of the listed entity.

**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 certify 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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither assurance as to future viability of the listed entity nor of the efficiency or effectiveness with which management has conducted the affairs of the listed entity.

For & on behalf of  
**Anuj Gupta & Company Secretaries**



The stamp is circular with the text "Anuj Gupta & Company Secretaries" around the top edge and "New Delhi" at the bottom. In the center, there is a logo consisting of the letters "AS" inside a square. A handwritten signature, "Anuj Gupta", is written across the stamp.

**Date: 27/05/2024**  
**Place: New Delhi**  
**UDIN: A031025F000454712**

**Anuj Gupta**  
**M. No – A31025**  
**C.P. No. 13025**  
**Peer Review No. 1126 / 2022**