



Date:-May 30th, 2024

To,
The General Manager- Listing
The Corporate Relation Department,
BSE Limited
PJ Tower, 25th Floor, Dalal Street,
Mumbai-400 001.

Subject: Annual Secretarial Compliance Report for the year ended March 31st 2024
Ref: RO Jewels Ltd – Scrip Code – 543171

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, enclosed herewith is the Annual Secretarial Compliance Report for the year ended March 31, 2024.

For, RO Jewels Ltd.

Shah Shubham Bharatbhai
Digitally signed by Shah
Shubham Bharatbhai
Date: 2024.05.30
18:25:33 +05'30'

Subham Bharatbhai Shah
Managing Director
(DIN: 08300065)

810, Eighth Floor, Adore Asspire, Nr. Gulbai tekra BRTS Stoo Panirapole to University Road S A C Ahmedabad City Ahmedabad-380015 Gujarat. India.

COMPANY'S GSTIN : 24AAJCR2945R1ZP

COMPANY'S CIN : L74999GJ2018PLC105540

+079 22144429

shubhamshah@rojewels.co.in

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Neelam Somani & Associates

COMPANY SECRETARIES

Address: C-1001, Sarovar landmark, Gordhanvadi Cross Road, Kankaria,
Ahmedabad-380022, Gujarat

Email: neelamsomani90@gmail.com

Contact: +91-8638402502

To,
RO Jewels Limited,
810, Eighth Floore, Addore Asspire,
Nr. Gulbai Tekra BRTS Stop, Panjrapole
To University Road, Ahmedabad-380015

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **RO Jewels Limited** (hereinafter referred as 'the listed entity'), having its registered office at 810, Eighth Floore, Addore Asspire, Nr. Gulbai Tekra BRTS Stop, Panjrapole to University Road, Ahmedabad-380015. 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 the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Neelam Rathi, Practicing Company Secretary at M/s. Neelam Somani & Associates, have examined:

- (a) the documents and records made available to us and explanation provided by 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 financial year ended on March 31, 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: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure



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Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations');

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period);**

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period);**

e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the listed entity during the Review Period);**

g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder.

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

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as 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 Practising Company Secretary | Management Response | Remarks |
|----------------|--|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| Not Applicable | | | | | | | | | | |

(b) The listed entity has taken 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 Practising Company Secretary | Management Response | Remarks |
|----------------|--|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| Not Applicable | | | | | | | | | | |



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II. 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) | Observations/Remarks by PCS* |
|---------|---|-------------------------------|--|
| 1. | Compliances with the following conditions while appointing/re-appointing an Auditor | | |
| | 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 | Yes | The Auditor has not issued the Limited review/audit report for such quarter |
| | 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 | - | - |
| | 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. | No | Due to expiry of Peer Review Certificate the auditor has not issued the audit report for the last quarter of FY 2023-24. |
| 2. | Other conditions relating to resignation of statutory auditor | | |



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|---|--|-----|-----------------------------------|
| | <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> <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 Listed entity, 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 events during the 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. | Yes | |

**Observation/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'*



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

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|---|-------------------------------|---|
| 1. | <u>Secretarial Standards:</u> 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. | Yes | NA |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors/committees of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. | Yes | NA |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">● The Listed entity 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 the relevant document(s)/section of the website | Yes | Incomplete submission of documents on the website of the Company. |
| 4. | <u>Disqualification of Director:</u> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | NA |



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|-----|---|---------------|---|
| 5. | <p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | NA | The company does not have any subsidiary company as on Financial Year ended 31.03.2024 |
| 6. | <p><u>Preservation of Documents:</u></p> <p>As per the confirmation given by the listed entity and on our test check basis, 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 | NA |
| 7. | <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.</p> | Yes | NA |
| 8. | <p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p> | Yes NA | NA Prior Approval was obtained by the Company. |
| 9. | <p><u>Disclosure of events or information:</u></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 thereunder.</p> | No | Advisory issue by stock exchange date 4/10/2023 for the outcome of board meeting dated 09/02/2023 not submitted within 30 minutes |
| 10. | <p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | Yes | The company has been maintaining the database internally. |



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| | | | |
|-----|--|-----|--|
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Any action(s) has been 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 except as provided under separate paragraph herein (**). | Yes | Action has been taken against the Company under the Standard Operating Procedure issued by SEBI. |
| 12. | <u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NA | No Additional non-compliance by the Company |

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 Listing Regulations 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, Neelam Somani & Associates
Company Secretary**

NEELAM Digitally signed
by NEELAM
RATHI
RATHI Date: 2024.05.30
18:23:28 +05'30'

Date: May 30, 2024

Place: Ahmedabad

Neelam Rathi

FCS: 10993

CP: 12454

PR No: 5612/2024

UDIN: F010993F000499712