



REF : GAEL\STOCK36\2024\34

Date : 14th May, 2024

BY E-FILING

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

The National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 524226

Symbol: GAEL

Dear Sir / Madam,

Sub:- Annual Secretarial Compliance Report for the financial year ended 31st March, 2024

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Securities and Exchange Board of India circular no. CIR/CFD/CMDI/27/2019 dated 08th February, 2019. Please find enclosed Annual Secretarial Compliance Report issued by CS Niraj Trivedi, Practicing Company Secretary, for the financial year ended 31st March, 2024.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,

FOR, GUJARAT AMBUJA EXPORTS LIMITED

KALPESH DAVE
COMPANY SECRETARY
(ACS-32878)



Encl.: As Above



SECRETARIAL COMPLIANCE REPORT

OF

**M/S. GUJARAT AMBUJA EXPORTS LIMITED
(CIN: L15140GJ1991PLC016151)**

FOR THE YEAR ENDED 31ST MARCH 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GUJARAT AMBUJA EXPORTS LIMITED** (CIN: L15140GJ1991PLC016151) (hereinafter referred as 'the listed entity'), having its Registered Office at Ambuja Tower, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, PO. Thaltej, Ahmedabad, Gujarat - 380054, India. 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, I hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 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:



I, Niraj Trivedi, Proprietor of NIRAJ TRIVEDI, Practicing Company Secretaries have examined: -

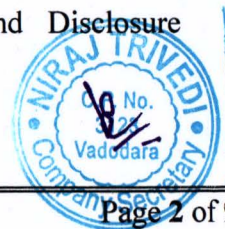
- (a) All the documents and records made available to me, and explanation provided by **GUJARAT AMBUJA EXPORTS LIMITED** (“The Listed Entity”);
- (b) The filings / submissions made by the Listed Entity to the Stock Exchanges;
- (c) Website of the Listed Entity; and
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended on 31st 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 thereunder; and
- The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), Rules made thereunder, and the Regulations, Circulars and 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 Requirements) Regulations, 2015; as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; as amended from time to time;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; as amended from time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable for review period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not Applicable for review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not Applicable for review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulation, 1993;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder;



(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
01.	The intimation for Board meeting in which declaration/ recommendation of dividend shall be given at least two working days in advance, excluding the date of intimation and date of meeting.	Reg. 29 (2)/(3) of the Securities Exchange Board of India (LODR) Regulation 2015.	Disclosures to BSE & NSE made on 5 th May, 2023, a delay by one day.	BSE & NSE (Stock Exchanges)	Fine of Rs. 10,000/- each by stock exchanges	One day delay in giving intimation of date of Board Meeting with respect to declaration/ recommendation of dividend to BSE & NSE	Rs. 10000/-	Delay was due to oversight.	Sear oversight and will take care in future	The Company has paid fine of Rs. 10,000/- each to BSE and NSE on 27th June 2023.

(b) The listed entity has taken the 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 Practicing Company Secretary	Management Response	Remarks



					Advisory/Clarification/Fine/Show Cause Notice/Warning etc.					
There was no such observation in the previous report.										

(c) I 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.	<p>Secretarial Standards:</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	None
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors 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	None



3.	<p>Maintenance and disclosure on Website:</p> <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 documents (s)/section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p> <p>None</p>
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013.</p>	<p>Yes</p>	<p>None</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure Requirement of material as well as other subsidiaries</p>	<p>(a) NA</p> <p>(b) Yes</p>	<p>The Company does not have any material subsidiary.</p>
6.	<p>Preservation of Documents:</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>	<p>Yes</p>	<p>None</p>



7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (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.	a) Yes b) NA	a) None b) None
9.	Disclosure of events or information: 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.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: - BSE & NSE has sent an email dated 14.06.2023 and imposed Fine of Rs. 10,000/- for one day delay in submission of prior intimation about the meeting of the board "recommending of dividend". Reg 29(2)/29(3) of LODR for the month of May 2023.	No	<i>The Intimation of date of Board Meeting under which dividend is to be recommended to the BSE & NSE made on 5th May, 2023 i.e. delay by One (1) day.</i>

			<i>Paid fine of Rs. 10,000/- each to both the Stock Exchange on 27th June 2023.</i>
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory 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.	NA	None
13.	No Additional Non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note, etc. except as reported above.	No Additional non-compliances observed.	None

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

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. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I 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 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.

DATE : 30TH APRIL 2024

PLACE : VADODARA

SIGNATURE :

NAME OF PCS : NIRAJ TRIVEDI

C. P. NO. : 3123

FCS : 3844

P R. No. : 1014/2020

UDIN : F003844F000277447