

ADD-SHOP E-RETAIL LIMITED
(FORMERLY KNOWN AS ADD-SHOP PROMOTIONS LIMITED)
CIN: L51109GJ2013PLC076482

Registered office: B-304, Imperial Heights, 150 Ft. Ring Road, Rajkot – 360 005, Gujarat (INDIA)
Tel. No.: 0281-2580 399

Date: 29.05.2023

To,
Dept. of Corporate Services
BSE Limited
P. J. Tower,
Dalal Street, Fort,
Mumbai-400001

Dear Sir/Madam,

BSE Scrip Code: 541865

Sub: Annual Secretarial Compliance Report.

We refer to SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, with regard to filing of Annual Secretarial Compliance Report.

Accordingly, we enclose herewith Annual Secretarial Compliance Report of the Company certified by Mr. Gaurang Shah, Practicing Company Secretaries for the financial year ended March 31, 2023.

Please take note of the same on your records.

Thanking you,

Yours faithfully,

For, Add-Shop E-Retail Limited

(Formally Known as Add-Shop Promotions Limited)


Dineshbhai B. Pandya
Managing Director
DIN: 06647303





Secretarial compliance report of Add-Shop E-Retail Limited for the year ended 31st March, 2023

I Gaurang R Shah (Company Secretary) have examined:

- a) all the documents and records made available to us and explanation provided by **ADD-SHOP E-RETAIL LIMITED** ("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 year ended **31st March, 2023** ("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 Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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 during the audit period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the audit period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the audit period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable during the audit period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) circulars / guidelines issued thereunder;






G R SHAH & ASSOCIATES

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</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)	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> • 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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	<u>Maintenance and disclosures on Website:</u> • 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 redirects to the relevant document(s)/ section of the website	Yes	
4.	<u>Disqualification of Director:</u>	Yes	






G R SHAH & ASSOCIATES

	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013		
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The listed entity does not have any material subsidiary.
6.	<u>Preservation of Documents:</u> 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	Yes	
7.	<u>Performance Evaluation:</u> 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	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) 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	Yes	





G R SHAH & ASSOCIATES

9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Yes	The details of action taken by SEBI or Stock Exchange against the company are mentioned below
12.	<u>Additional Non-compliances, if any:</u>	Yes	The details of non-compliance made by company are mentioned below

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	NA	No appointment or re-appointment during review period.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such	NA	





G R SHAH & ASSOCIATES

	<p>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>	NA	
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 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,</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>There has been no such instance where the listed entity has not provided information or shown non-cooperation to the auditor for the information required by them.</p>





G R SHAH & ASSOCIATES

	<p>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>		
3.	<p>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.</p>	NA	No resignation during review period.





G R SHAH & ASSOCIATES

(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 (Advisory/Clarification/Finne Cause Notice/Warning, etc.)	Details of Violation	Financial Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Disclosure of Related Party Transactions under SEBI (LODR) Regulations, 2015	Regulation 23(9)	The Company has not make disclosure of Related Party Transactions within fifteen days from the date of publication of its standalone and consolidated financial result for the half year ended on 30 th September, 2022	BSE	Advisory	The Company has late submitted the disclosures of related party transactions for the half year ended on 30 th September, 2022 to the stock exchange	11800	The Company had paid the penalty	We have paid the amount as per SEBI Circular ref. no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated January 22, 2020 s advised by BSE to mitigate the issue	-
2.	Statement of Deviation	Regulation 32(I)	The Company has not filed	-	-	The Company	-	The Company had submitted	We inadvertently	-



G R SHAH & ASSOCIATES

			Statement of Deviation within forty days from end of each quarter ended on 31 st December, 2022				has late submitted the Statement of Deviation for the quarter ended on 31 st December, 2022 to the stock exchange	the Statement of Deviation for the quarter ended on 31 st December, 2022 to the stock exchange but after the end of stipulated time in Regulation	forgot to file the compliance but as soon as we came to know about this compliance we filed the statement of deviation immediately.
--	--	--	--	--	--	--	--	--	---

(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 (Advisor y/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 295(1) of SEBI ICDR regulation	Regulation 295(1) of SEBI ICDR	The company has delayed the bonus issue for 17 days. The	SEBI	Fine	The company has delayed	3,40,000	The company has paid the applicable	The company has paid the applicable	



G R SHAH & ASSOCIATES

regulation	due date for compliance was	the bonus issue for	finer on time to the SEBI	finer on time to the SEBI
	17/01/2022 but the company made compliance on 03/02/2022	17 days. The due date for compliance was 17/01/2022 but the company made compliance on 03/02/2022		

FOR, GR SHAH & ASSOCIATES
Company Secretaries

Place: Ahmedabad

Date: 27/05/2023

Gaurang R Shah

Gaurang Shah
Proprietor
C.O.P. No. 14446
ACS No. 38703
UDIN: A038703E000397369
Peer Review No.: 661/2020



Gaurang