



H.O. : 109 to 112 - A, Super Mall, Nr. Lal Bungalow, C. G. Road, Ahmedabad - 380009
Factory : 'Ashapuri Corporate House', Navrangpura, Ahmedabad - 380009
Ph. No. : +91 79 2646 2170-71 Mob. No. : +91 63535 33711, +91 63535 33706
E-mail : account@ashapurigold.com | info@ashapurigold.com
Website : www.ashapurigold.com



Gold Ornament Ltd.
Manufacturer of Antique Jewellery

Date: 25th September, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001,
MH, IN.

BSE Scrip Code:-542579

Sub: Notice of the 16th Adjourned Annual General Meeting of the Company.

Dear Sir/ Madam,

The Sixteenth Annual General Meeting ("AGM") of the Company Meeting [which was earlier scheduled on Tuesday, 24th September, 2024 at 12:00 Noon IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")] to be held on Monday, 30th, September, 2024, at 12:00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed the notice convening Sixteenth Adjourned Annual General Meeting.

This is for your information and records.

Thanking you.
Yours faithfully,
For, Ashapuri Gold Ornament Limited

Saremal Soni
Managing Director
DIN: 02288750

Encl.: As Above



ASHAPURI GOLD ORNAMENT LIMITED

Registered Office: 109 to 112A, 1st Floor Supermall, Nr. Lal Bungalow, C.G. Road, Ahmedabad - 380009, Gujarat, India
Telephone: 079-26462170/71; **Email:** account@ashapurigold.com
Contact Person: Dharmesh Shah, Company Secretary and Compliance Officer;
Email: account@ashapurigold.com; **Website:** www.ashapurigold.com
Corporate Identification Number: L36910GJ2008PLC054222

NOTICE OF THE ADJOURNED 16th ANNUL GENERAL MEETING

NOTICE is hereby given that the **16th ANNUAL GENERAL MEETING** [which was scheduled on Tuesday, 24th September, 2024 at 12:00 Noon through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")] of the members of **ASHAPURI GOLD ORNAMENT LIMITED** ("the Company") will be held on Monday, 30th September, 2024 At 12:00 Noon (ISD) Through Video Conferencing / Other Audio-Visual Means to transact the following business:

ORDINARY BUISNESS:

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31st, 2024 and the Statement of Profit and Loss for the year ended on that date together with Report of Board of Directors and Auditors' Report thereon
2. To Appoint Shri Saremal Champalal Soni (DIN: 02288750) as a Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re- appointment.

SPECIAL BUISNESS:

3. **To Reappoint Shri Rushikesh Hasmukhbhai Patel , Independent Director for another term of Five years**

To consider and if thought fit, to pass, with or without modification, the following as a **Special Resolution:**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Rushikesh Hasmukhbhai Patel (DIN:08506862), whose tenure expires on 19th July 2024 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for reappointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of Five (5) years effective from 20th July 2024 to 19 July 2029, on such remuneration as detailed in the explanatory statement annexed hereto."

“Resolved Further That the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order Of The Board
For, Ashapuri Gold Ornament Limited**

**Date:- 24.09.2024
Place: - Ahmedabad**

**Sd/-
Saremal Champalal Soni
Chairman & Managing Director
DIN:-02288750**

**Registered Office:
109 to 112A, 1st Floor, Supermall,
Nr. Lal Bunglow, C.G.Road
Ahmedabad 380009, Gujarat, IN
CIN: L36910GJ2008PLC054222**

Notes:-

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular no. 09/2023 dated September 25, 2023 (“MCA Circular”) and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (SEBI) (“the Circular”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circular, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto;
3. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act;
4. Members of the Company who are Institutional Investors are encouraged to attend and vote at AGM through VC /OAVM. Corporate Members intending to authorise their representatives to participate and vote through e-voting on their behalf at AGM are requested to send a certified copy of the Board Resolution / authorization letter to the Company at account@ashapurigold.com;
5. Since AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM.
6. Members can join AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the

Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend AGM without any restriction.

7. Pursuant to the provisions of Section 91 of the Act, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Register of members and share transfer books of the Company closed from Wednesday, 18th September, 2024 till Saturday, 24th September, 2024 (both the days inclusive);
8. The Notice of Adjourned AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's RTA / DPs. In furtherance of the Green Initiative. Members may note that the Notice and Annual Report will also be available on the Company's website i.e. www.ashapurigold.com , website of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com and on the website of Central Depository Services Ltd. (CDSL) at www.evotingindia.com;
9. Details of the Directors seeking appointment/re-appointment at the 16th AGM are provided in Annexure of this Notice;
10. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") which is mandatory for e-voting through Depository. For registration of bank details, the Member may contact their respective DPs;
11. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of Adjourned AGM (i.e.) 30th September, 2024. Members seeking to inspect such documents can send e-mail to account@ashapurigold.com;
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
13. With a view to conserve natural resources, we request the Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
14. Since AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice

A INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login.
- 2.. Members are encouraged to join the meeting through Laptops/Desktops/iPads for better experience. Further, the Members will be required to allow camera and use Internet with good speed to avoid any disturbance during the meeting.
3. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

If you have any queries or issues regarding attending AGM, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

Contact Details:-

Company Ashapuri Gold Ornament Limited
109 to 112A, 1st Floor, Supermall,
Nr. Lal Bungalow, C.G.Road
Ahmedabad 380009, Gujarat, IN
Email:- account@ashapurigold.com Phone:-079-26462170-71
Website:- www.ashapurigold.com

RTA Bigshare Services Private Limited
A-802 Samudra Complex,
Off CG Road, Near Girish Cold Drinks, Navrangpura, Ahmedabad – 380009
Email:- bssahd@bigshareonline.com Phone:-079-40024135
Website:- www.bigshareonline.com

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all mentioned facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

At the Annual General Meeting held on September 30, 2019, the Members of the Company had regularized the appointment of Shri Rushikesh Hasmukhbhai Patel (DIN:08506862) as an Independent Director of the Company, to hold office up to expiry of his term on 19th July, 2024("first term").

The Nomination and Remuneration Committee (the "NRC") of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Shri Rushikesh Hasmukhbhai Patel (DIN:08506862) as an Independent Director, for a second and final term of 5(Five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his professional background and experience and contributions made by him during his tenure, the continued association of Shri Rushikesh Hasmukhbhai Patel (DIN: 08506862) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Shri Rushikesh Hasmukhbhai Patel (DIN: 08506862)as an Independent Director of the Company, not liable to retire by rotation, for a second and final term of 5 (Five)consecutive years on the Board of the Company.

Shri Rushikesh Hasmukhbhai Patel (DIN: 08506862) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Shri Rushikesh Hasmukhbhai Patel (DIN:08506862) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Shri Rushikesh Hasmukhbhai Patel (DIN: 08506862) fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Shri Rushikesh Hasmukhbhai Patel (DIN: 08506862) is independent of the management.

Details of Shri Rushikesh Hasmukhbhai Patel (DIN:08506862) are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Shri Rushikesh Hasmukhbhai Patel (DIN:08506862) setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Shri Rushikesh Hasmukhbhai Patel (DIN:08506862)is interested in the resolution set out at Item No. 3 of the Notice with regard to his reappointment. Relatives of Shri Rushikesh Hasmukhbhai Patel (DIN:08506862)may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, in any way, in this resolution.

The Board recommends the Resolution No. 3 as a Special Resolution for approval by the members.

Date:- 24.09.2024
Place:- Ahmedabad

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CIN: L36910GJ2008PLC054222

By Order Of The Board
For, Ashapuri Gold Ornament Limited

Sd/-
Saremal Champalal Soni
Chairman & Managing Director
DIN:-02288750

ANNEXTURE TO THE NOTICE OF AGM

**BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT/
REAPPOINTMENT AT ANNUAL GENERAL MEETING**

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting are as follows.

Name of the Director	Mr. Saremal Champalal Soni
DIN	02288750
Date of Birth	June 3 rd , 1945
Age	79 years
Date of Initial Appointment	November 01 st , 2008
Date of Appointment on Current Position	January 01 st , 2024
No. of shares held in the company	32207730 equity shares of ₹1/- each
Directorship held in other companies	Nil
Membership/Chairmanships of Committee in other Public Companies	Nil
Relationship with other Directors/KMP(s)	Father of Shri. Dineshkumar Soni and Shri Jitendrakumar Soni and Grandfather of Mr. Jenik Soni
Brief Profile	Mr. Saremal Soni, aged 79 years, is the Promoter & Chairman Cum Managing director of our company. He has been the Director of our company since 2008. He has experience of more than 25 years in the Jewellery Industry. He has professional experience around 35 years in field of accounting. He presently looks after the finance & administrative activities of the Company.

**By Order Of The Board
For, Ashapuri Gold Ornament Limited**

**Date:- 24.09.2024
Place:- Ahmedabad**

**Sd/-
Saremal Champalal Soni
Chairman & Managing Director
DIN:-02288750**

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