



# *Parveen Rastogi & Co.*

## *Company Secretaries*

### ANNUAL SECRETARIAL COMPLIANCE REPORT

#### **Secretarial Compliance Report of M/S ATLAS JEWELLERY INDIA LIMITED for the financial year ended 31<sup>ST</sup> MARCH, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ATLAS JEWELLERY INDIA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **JA-710, 7th Floor, DLF Tower "A", Plot No.10, Jasola District, New Delhi-110025**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations 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 **31<sup>st</sup> March, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, **Parveen Kumar Rastogi**, Proprietor of M/s Parveen Rastogi & Co., have examined:

- (a) all the documents and records made available to us and explanation provided by M/s ATLAS JEWELLERY INDIA 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 report, for the financial year ended **31<sup>st</sup> 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:-

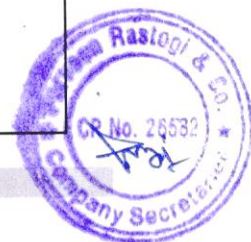
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **{Not Applicable to the Company during the Reporting Period}**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **{Not Applicable to the Company during the Reporting Period}**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **{Not Applicable to the Company during the Report Period}**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016
- (i) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder.

Based on the above examination, I 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 specified below:

Sr. No.	Com- plianc e Requir e- ment (Regu- lations / circula rs/ guide-	Regu- lation / Circul arNo.	Deviatio ns	Act ion Ta ke n by	T y p e o f A c ti o n	Details of Vio- lation	Fine Amou nt	Obser - vatio ns/ Re- mark s of the Prac- ticing Comp a-ny	Man- age- ment Re- spon se	Re- mar ks
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	lines including specific clause)							Secretary		
1.	Submission of financial results within prescribed period for	Regulation 33	Non-Submission of standalone financial results for March 2022 quarter/year	BSE	Fines	Non-submission of standalone financial results for the March 2022 quarter/year	Rs.177,000/-	Company has made detailed submission with BSE and has sought recall of the fines levied		
2	Compliance with Minimum Public Shareholding	Regulation 38	Non-maintenance of Minimum Public Shareholding for June 2022 quarter	BSE	Fine	Non-maintenance of Minimum Public Shareholding for June 2022 quarter	Rs.5900/-	The company has informed BSE that as per SEBI's order the Minimum Shareholding has to ensure within six months of comple		



								tion of open offer. The open offer is pending and hence MPS is also pending		
3	Non-Compliance with the requirements pertaining to the number of Board Meeting	Regulation 17(2)	Non-Compliance with the requirements pertaining to the number of Board Meeting	BSE	Fine	Non-Compliance with the requirements pertaining to the number of Board Meeting	Rs.11800/-	Company has made detailed submission with BSE and has sought recall of the fines levied		
4	Non-Compliance with the requirements pertaining to the number of Board Meeting	Regulation 17(2)	Non-Compliance with the requirements pertaining to the number of Board Meeting for June 2022 quarter	BSE	Fine	Non-Compliance with the requirements pertaining to the number of Board Meeting	Rs.11800/-	Company has made detailed submission with BSE and has sought recall of the fines levied		



5	Submission of financial results within prescribed period	Regulation 33	Non-Submission of standalone financial results for June 2022 quarter	BSE	Fine	Non-submission of standalone financial results for June 2022 quarter	Rs.177,000/-	Company has made detailed submission with BSE and has sought recall of the fines levied		
6	Submission of financial results within prescribed period	Regulation 33	Non-Submission of standalone financial results for September 2022 quarter	BSE	Fine	Non-submission of standalone financial results for June 2022 quarter	Rs.177,000/-	Company has made detailed submission with BSE and has sought recall of the fines levied		
7	Submission of Shareholding pattern within prescribed time	Regulation 31	Non-Submission of Shareholding Pattern for September 2022 quarter	BSE	Fine	Non-Submission of Shareholding Pattern for September 2022 quarter	Rs.87320/-	Company has made detailed submission with BSE and has sought recall of the fines levied		



8	Submission of Corporate Governance Compliance Report within prescribed time	Regulation 27(2)	Non-Submission of Corporate Governance Compliance Report within prescribed time for September 2022 quarter	BSE	Fine	Non-Submission of Corporate Governance Compliance Report for September 2022 quarter	Rs.66080/-	Company has made detailed submission with BSE and has sought recall of the fines levied		
9	Submission of financial results within prescribed period	Regulation 33	Non-Submission of financial results for March 2022 and June 2022 quarter	BSE	Suspension of Trading	Submission of financial results for March 2022 and June 2022 quarter	Suspension of Trading w.e.f. 12.12.2022	Company has made detailed submission with BSE and has sought recall of the suspension		



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Com- plianc e Requir e- ment (Regu- lations / circula rs/ guide- lines includi ng specifi c clause)	Regu- lation / Circul arNo.	Deviation s	Acti on Take nby	Type of Actio n	Detail s of Viola- tion	Fine Amou nt	Ob- serv a- tion s/ Re- mar ksof the Prac - ticin g Com - pany Secr e- tary	Man- age- ment Re- spon se	Re- mark s





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.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	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	
	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	NA	
	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.	NA	
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	





	<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, 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</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	
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	<p>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>		
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<b>Related Party Transactions:</b> (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.	Yes  Not Applicable	
9.	<b>Disclosure of events or information:</b> 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	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No 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	Yes	



	under separate paragraph herein.		
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

#### **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 report 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 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 Parveen Rastogi & Co.  
(Company Secretaries)**



**Parveen Kumar Rastogi  
(Proprietor)  
M. No.: F4764  
COP. No.: 26582**

**Place: New Delhi  
Date: 30/05/2023  
UDIN:F004764E000420861**