

May 22, 2024

To,
The Manager - Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051.

Symbol: AARON

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, and circulars issued by NSE dated March 16, 2023 and April 10, 2023, we enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2024, issued by M/s. Dhirren R. Dave & Co., Practicing Company Secretaries.

The aforesaid report will also be hosted on the website of the Company at **www.aaronindustries.net**.

This is for your information and records.

Thanking You.

Yours faithfully,
For, **Aaron Industries Limited**

Nitinkumar Maniya
Company Secretary & Compliance Officer

Encl.: As above

Aaron Industries Limited

CIN: L31908GJ2013PLC077306

Regd Office:- Plot No. B-65/66, Jawahar Road No. 4, Udhyanagar, Udhna,
Surat-394210, Gujarat, India

✉ info1@aaronindustries.net

☎ +91 6352872387

🌐 www.aaronindustries.net

DHIRREN R. DAVE & CO.

Company Secretaries

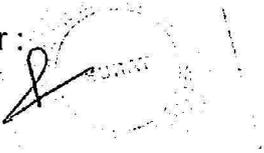
B-103, International Commerce Center (ICC), Near Kadiwala School,
Ring Road, SURAT- 395002, Phone: 0261-2460903, 2475122, 9879104642,
Email:contact@drdcs.net

Annual Secretarial Compliance Report of Aaron Industries Limited For The Financial Year Ended 31st March, 2024

To
The Members,
Aaron Industries Limited
B-65 & 66, Jawahar Road No. 4, Udhyog Nagar,
Udhana, Surat-394210, Gujarat, India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s **Aaron Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at B-65 & 66, Jawahar Road No. 4, Udhyog Nagar, Udhana, Surat – 394210, Gujarat, India. 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 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :



Date: 21.05.2024

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UDIN: A028554F000414588

We, M/s Dhirren R Dave & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Aaron Industries 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 31 March, 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 there under ; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

Date: 21.05.2024

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There are no events occurred during the year which attracts provisions of following regulations hence they are not applicable.

- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (a) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- 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 there under except in respect of matter specified in

Annexure-I.

(b) The listed entity has taken the actions to comply with the observations made in previous reports as per **Annexure-II.**

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.	Particular	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
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Date: 21.05.2024



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UDIN: A028554F000414588

	<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 /</p>	NA	None
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	<p>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: 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.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in	NA	None

Date: 21.05.2024

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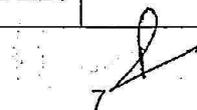
UDIN: A028554F000414588

the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
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III. 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.	<p><u>Secretarial Standards:</u></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><u>Adoption and timely updation of the Policies:</u></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 	Yes	None

Date: 21.05.2024



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	Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.		
3	<p><u>Maintenance and disclosures on Website:</u></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 document(s)/ section of the website. 	Yes	None
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of</p>	Yes	None.

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	material as well as other subsidiaries.		
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	None
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	None
8	<u>Related Party Transactions:</u> (a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes	None
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI	Yes	None

Date: 21.05.2024

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	LODR Regulations, 2015 within the time limits prescribed thereunder.		
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	None
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Actions 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	As per Annexure-I	As per Annexure-I
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	None

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.

Date: 21.05.2024

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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.

Place: SURAT
Date: 21.05.2024

**For DHIRREN R. DAVE & CO.,
COMPANY SECRETARIES
UIN: P1996GJ002900
P/R No. : 2144/2022**


**PINAL KANDARP SHUKLA
Principal Partner
ACS: 28554, CP: 10265
UDIN: A028554F000414588**

AARON INDUSTRIES LIMITED

Annexure-I

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
1.	Corporate Governance Report Regulations 27	Regulations 27	Change in category of Director	National Stock Exchange of India Limited	Clarification was asked by NSE vide letter dated: 18.04.2023	Change in category of Director The category of the Director Mr. Amar Chinubhai Doshi is changed from Executive Director & Chairpers on (C&ED) as on December 31, 2022 to Executive Director & chairpers on related to promoter(C,ED) as on March 31, 2023	NA	Company has Replied vide letter dated: 18.04.2023	No further clarification asked by NSE till the current date regarding this matter	-

AARON INDUSTRIES LIMITED

Annexure-I

2	Quarterly Submission of Shareholding Pattern for September 30, 2023 - Regulation 31-SHP	Regulation 31	Difference in SDD (System Driven Disclosures and SHP (Shareholding pattern	National Stock Exchange of India Limited	Clarification was asked by NSE vide letter dated: 05.12.2023.	Difference in SDD (System Driven Disclosures and SHP (Shareholding pattern)	NA	Company has replied vide letter dated: 05.12.2023.	No further clarification asked by NSE till the current date regarding this matter.	-
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AARON INDUSTRIES LIMITED

Annexure-II

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
1	Quarterly Submission of Shareholding Pattern for September 30, 2022 - Regulation 31 -SHP	Regulation 31	Difference in SDD (System Driven Disclosures and SHP (Shareholding pattern	National Stock Exchange of India Limited	Clarification was asked by NSE vide letter dated 16.11.2022.	Difference in SDD (System Driven Disclosures and SHP (Shareholding pattern)	NA	Company has replied vide letter dated 22.11.2022.	No further clarification asked by NSE till the current date regarding this matter.	-
2	Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015. Schedule B read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 9(1) of (PIT)	Transaction undertaken by Designated Person during the Trading Window Closure period and also falls under contra trade within a period of six months.	NA	NA	Designated Person have executed contra trades in the equity shares of the company within a period of 6months.	NA	Company has reported the violations to Stock Exchange as per SEBI circular on 05.09.2022 and also issued warning letter to DP on vide letter dated:01.09.2022.	The Board of Directors in their Meeting held on 13.09.2022, had discussed and taken note of the matter of violation and Designated Person was trained and updated with all rules and regulations about the Insider Trading policy of the Company.	-