

**ADD-SHOP E-RETAIL LIMITED**

**CIN: L51109GJ2013PLC076482**

**Registered office: Office No 38 Third Floor, The Emporia Building Nr. AG Chowk, Rajkot Kalavad  
Road, Rajkot, Gujarat, India, 360001  
Tel. No.: 0281-2363023**

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**Date: 30<sup>th</sup> May, 2025**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 542753

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31<sup>st</sup> March, 2025**

**Ref: Security Id: ASRL / Code: 541865**

With reference to the captioned subject, kindly find attached herewith revised Annual Secretarial Compliance Report issued under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the year ended on 31<sup>st</sup> March, 2025.

Please take note of the same on your records.

Thanking You.

**For, Add-Shop E-Retail Limited**

**Dineshkumar B. Pandya**  
**Managing Director**  
**DIN: 06647303**



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## SECRETARIAL COMPLIANCE REPORT OF ADD-SHOP E-RETAIL LIMITED FOR THE YEAR ENDED MARCH 31, 2025

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We, Jay Pandya & Associates, Company Secretaries, Ahmedabad 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 report, for the year ended **March 31, 2025** ("Review Period") in respect of compliance with the provisions of: -

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) 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; **Not Applicable during the review period**
- (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 review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the review period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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- (h) Securities and Exchange Board of India (Depositories & Participation) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the Period under Review** and circulars / guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (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	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SDD Non-compliant	SDD-PIT	-	-	-	-	-	The Company's Status is reflected as 'SDD Non-compliant' on the BSE Portal.	Company has Provided records where it is evident that it had complied with the SDD requirements, further they are in communication with the Exchange to resolve the technical matter.	-
2	Compliance with the constitution of nomination and remuneration committee	Regulation 19(1)/ 19(2)	Non-Compliance with the constitution of nomination and remuneration committee	BSE	Fine imposed by BSE	Non-Compliance with the constitution of nomination and remuneration committee	80240	As per Regulation 19 (1) of SEBI (LODR), 2015, Company has complied with constitution of nomination and remuneration committee and	Management has provided that as per the Corporate governance report filed for quarter ended 30 <sup>th</sup> June, 2024 all directors of the nomination and remuneration committee	=



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									Company has applied for waiver of SOP fine levied by the Exchange.	are Non-executive, Independent Directors.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks of the Practising Company Secretary in Previous Reports	Observations Made under the Secretarial Compliance Report for the year ended 31 <sup>st</sup> march 2024	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Details of Violation / deviations and actions Taken / Penalty imposed, if any, on the listed entity	Remedial Actions, if any taken by the listed Entity	Comment of the PCS on the actions taken by the listed entity
1	The Company's Status is reflected as 'SDD Non-compliant' on the BSE Portal.	The Company's Status is reflected as 'SDD Non-compliant' on the BSE Portal.	SDD-SAST	-	Company has provided records where it is evident that it is complying with the SDD requirements, further they are in communication with the Exchange to resolve the technical matter.	The Observation was made in the previous year's Report for the year ending 2023-24. The management is into active communication with the Stock Exchange. We have no further comments in the matter.

I. We hereby report that during the review period the compliance status of the listed entity with the following requirement:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	<b>Secretarial Standards:</b>  The compliances of listed entities are in accordance with the Secretarial Standards issued by ICSI.	Yes	-
2	<b>Adoption and timely updation of the Policies:</b>		

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	<ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations /circulars/guidelines issued by SEBI</li></ul>	Yes  Yes	-  -
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li><li>• Timely dissemination of the documents/ information under a separate section on the website</li><li>• 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</li></ul>	Yes  Yes  Yes	-  -  -
4	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies	NA	-





	(b) Disclosure requirement of material as well as other subsidiaries		The Listed Company does not have any material Subsidiary.
6	<b>Preservation of Documents:</b> 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	<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  NA	(b)-Please refer point 8(a).
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule	Yes	-

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	III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
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 under Separate paragraph herein.	Action Initiated	SEBI has passed an Interim Order cum show Cause Notice dates 6 <sup>th</sup> may, 2024 against the company, its Directors & Promoters under Under Sections 11(1), 11(4), 11(4A), 11B (1) and 11B (2) of the Securities and Exchange Board of India Act, 1992 read with Rule 4(1) of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995. The management has intimated the Stock Exchange that it does not foresee any material impact on the Financial / operation activities of the Company, as the Interim order cum show cause notice based on misinterpreted facts and assumptions and shall be contested
12	<b>Resignation of statutory auditor from the listed entity or its material subsidiaries:</b>	NA	There were no such Transactions during the period under review.

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	In case of statutory auditor from the listed entity or its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with paragraph 6.1 and 6.2 of section V-D of V of master circular on compliance with the provisions of LODR Regulations by listed entities.		
13	<b>Additional non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance was observed for any SEBI regulation / circular / guidance note etc. during the year under review.

Assumptions and limitations of scope and review:

1. Compliance of applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of 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 purpose of compliance in terms regulation 24A (2) of the SEBI (LODR) Regulation, 2015 and 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, JAY PANDYA & ASSOCIATES,  
COMPANY SECRETARIES**

**JAY D. PANDYA**  
PROPREITOR  
ACS No.: 63213  
COP No.: 24319  
FRN: S2024GJ963300  
PR No.: 5532/2024  
UDIN: A063213G000490849  
Date: 29/05/2025  
Place: Ahmedabad



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