Vintron

VIL/SEC/BSE/2021/2020.07
Monday, 27 July 2020

THE MANAGER
DEPARTMENT OF CORPORATE SERVICES
BSE LIMITED
FLOOR-25, PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI-400001

Subject: **ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31/03/2020**

Dear Sir,

Pursuant to the provisions of SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A of the of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, please find enclosed herewith the Annual Secretarial Compliance Report duly signed and issued by the Company Secretary in Wholetime Practice for the financial year ended on 31st March, 2020.

You are requested to kindly take note of the same, and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
FOR VINTRON INFORMATICS LIMITED

VINTRON INFORMATICS LIMITED New Delhi 110020

(ARVIND SHARMA)
Managing Director
DIN: 00012177

CC TO:

THE MANAGER
LISTING DEPARTMENT
THE DELHI STOCK EXCHANGE LIMITED
DSE HOUSE, 3/1 ASAF ALI ROAD
NEW DELHI-110 002

THE GENERAL MANAGER
LISTING DEPARTMENT
THE CALCUTTA STOCK EXCHANGE LIMITED
7, LYONS RANGE
CALCUTTA-700001

Vintron Informatics Limited
Regd. Office & Work : D - 107 & 108, Okhla Industrial Area, Phase - I, New Delhi-110020, Tel. : 011-43740000, Fax : 011-4374004
E-mail : vil_vintron@hotmail.com, **Website** : www.vintroninformatics.com
GSTIN : 07AAACV1596K1ZZ, CIN : L72100DL1991PLC045276

Mahesh Gupta &Company
Company Secretaries
Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, Delhi-110092
Phone : 011-22533508; 9312406331; E-Mail: maheshgupta.co@gmail.com

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SECRETARIAL COMPLIANCE REPORT OF VINTRON INFORMATICS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2020

I, **Mahesh Kumar Gupta**, have examined:

a) all the documents and records made available to me and explanation provided by **Vintron Informatics 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 clarification,

for the year ended **31st March, 2020** (**"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 (Regulations) 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 as the Company did not issue any securities during the financial year under review**
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 as the Company has not bought back any of its securities during the financial year under review**
e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. – **Not applicable as the Company has not granted any Options to its employees during the financialyear under review**
f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financialyear under review**
g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not Applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the financial year under review**
h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

And circulars/ guidelines issued thereunder;

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And based on the above examination, I hereby report that, during the Review Period:

a) The listed entity has compiled 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of SEBI (LODR) Regulations, 2015	After the resignation of Mrs. Kajal Gupta from the post of Company Secretary, the company is in default of this regulation of quarters ended June, 2019 and September,2019.	A Listed entity shall appoint a qualified company secretary as the compliance officer.
2.	Regulation 14 of SEBI (LODR) Regulations, 2015	The Company has paid listing fees or charge as applicable to stock exchange on 4th September, 2019 after the said period of 30 days.	The listed entity shall pay listing fees or charges as applicable to stock exchange within 30 days from the end of financial year.
3.	Regulation 20(3A) of SEBI (LODR) Regulations, 2015	No such meeting was held during the year.	The Stakeholders Relationship Committee shall meet at least once in a year.
4.	Regulation 23(9) of SEBI (LODR) Regulations, 2015	The listed entity has not submitted the disclosure of related party transactions and has also not published the same on its website.	The Listed Entity shall submit within 30 days from the date ofpublication of its standalone and consolidated financial results for the half year, disclosure of related party transactions on a consolidated basis and publish the same on its website.
5.	Regulation 25(3) of SEBI (LODR Regulations, 2015	No such meeting was held during the year.	The independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors.
6.	Regulation 29 of SEBI (LODR) Regulations, 2015	The listed entity did not inform the stock exchange about the board meeting held on 10th February, 2020.	The Listed Entity shall give prior intimation to the stock exchange in which financial results is to be considered.

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7.	**Regulation 30(6) read with Para A Part A of Schedule III of SEBI (LODR) Regulations, 2015**	The matter related to the re-appointment of whole-time director was not disclosed to the stock exchange.	The Listed Entity shall disclose to the stock exchange the event related to change in directors within 24 hours of the occurrence of the event.
8.	**Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015:**	Audited Financial Results were submitted after the said period of 60 days, on 31st May, 2019.	The listed entity shall submit its audited standalone Financial Results within 60 days from the end of the financial year.
9.	**Regulation 47 of SEBI (LODR) Regulations, 2015**	The listed entity has not published the notice of the board meeting held on 10th February, 2020 in the newspapers and on its website.	The Listed Entity shall publish the notice of the board meeting where financial results shall be discussed in newspapers and on its website.
10.	**Circular no. LIST/COMP/05/2019-20 dated 11th April, 2019**	The Company submitted Initial Disclosure after the said period of 30 days on 14th October, 2019	The listed entity shall submit the Initial Disclosure within 30 days from the beginning of the financial year.
11.	**Regulation 74(5) of SEBI (Depository and Participants) Regulations, 2015**	The Company has not submitted the certificate to Stock exchange for the quarter ended September, 2019. Also, for the quarter ended 31st March, 2020, the same was submitted beyond the prescribed period of 15 days.	Within 15 days of receipt of the certificate of security from the participant the issuer shall confirm to the depository that securities comprised in the said certificate have been listed on the stock exchangeand shall send a certificate to this effect to the depository and to every stock exchange where the security is listed

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder is so far as it appears from my examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE	Non-Compliance with Regulation 33 of SEBI (LODR) Regulations, 2015 that financial results were not filed within prescribed due date for the year ended 31st March, 2019	Notice dated 14th June, 2019	The listed entity has filed the financial results in PDF form on 31st May, 2019 and in XBRL mode on 1st June, 2019
2.	BSE	Non -payment of listing fees to BSE	Notice dated 9th August, 2019	Paid on 4th September, 2019 along with interest thereon
3.	NSDL	Non-payment of annual custody fees of Rs. 59,630/-	Notice dated 26th August, 2019	Paid on 4th September, 2019 along with interest thereon
4.	BSE	Non-submission of Initial Disclosure/confirmation as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26th Nov 2018	Notice dated 11th October, 2019	The Company Submitted the Initial Disclosure on 14th October, 2019
5.	BSE	Non-compliance with Regulation 6(1) of SEBI (LODR) Regulations, for the quarter ended 31st December, 2019	Fine of Rs 25,960/-imposed via Notice dated 12th February, 2020	Paid on 27th February 2020

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	As per Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015, the listed entity shall submit its audited standalone Financial Results within 60 days from the end of the financial year	Audited Financial Results for the year ended on 31st March, 2018 were submitted after the said period of 60 days.	The Listed Entity has paid the penalty of Rs. 1,86,860/- to the stock exchange on 22nd June, 2018	–
2.	As per Regulation 47 of SEBI (LODR) Regulations, 2015, the listed entity shall publish the financial results as specified in Regulation 33 in the newspaper within	Financial Results for the year ended 31st March, 2018 were published in the newspapers after 48 hours.	Financial Results were published in the newspapers on June 23,	–

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	48 hours of the conclusion of the meeting of the Board of Directors at which the financial results were approved.		2018	
3.	As per Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) Regulations, 2015, the listed entity shall disclose events or information to stock exchange within 30 minutes of the closure of the Board Meeting.	The Financial Results for the period ended 31st March, 2018 was disclosed to the stock exchange after 30 minutes from the conclusion of the Board Meeting.	Financial Results were submitted to the Stock Exchange on June 22, 2018	—
4.	As per Regulation 44(3) of SEBI (LODR) Regulations, 2015, the listed entity shall be required to submit details regarding the voting results to the stock exchange within 48 hours of conclusion of its Annual General Meeting.	The voting results were submitted to the stock exchange after 48 hours of conclusion of its Annual General Meeting held on 25.9.2018.	The voting results were submitted to the stock exchange on October 6, 2018	—

e) The Listed Entity has suitably modified the terms of appointment of its present statutory auditors to give effect to para 6(A) and 6(B) of SEBI Circular dated October 18, 2019 bearing no. CIR/CFD/CMD1/114/2019.

Date: 27-07-2020 **Place:Delhi**	**For Mahesh Gupta & Company** **Company Secretaries** MAHESH GUPTA & CO. DELHI CP 1999 C.S. **Mahesh Kumar Gupta** **Proprietor** **FCS 2870::CP 1999** **UDIN:F002870B000507946**

Note: *The Government of India has notified a complete lockdown in the country from March 25, 2020 for prevention and containment of Covid-19. This has resulted in many restrictions, including free movement of people. Therefore, we were not able to personally visit the office of the Listed Entity for verification of physical documents and has obtained most of the documents in electronic mode. The explanation from the Listed Entity has also been obtained either telephonically or electronically.*