

VISION CORPORATION LIMITED

2A, 2ND FLOOR, CITI MALL, NEW LINK ROAD, ANDHERI (WEST), MUMBAI 400053

TEL: +91-22-67255361, CIN: L24224MH1995PLC086135

EMAIL: info@visioncorpltd.com WEB: www.visioncorpltd.com

Date: 30th May 2024

To,

General Manager

Department of Corporate Services,

BSE Limited

P J Towers, Dalal Street,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: 531668

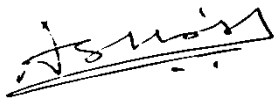
Dear Sir / Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby enclose Annual Secretarial Compliance Report issued by M/s. Abhishek Shukla & Associates, Practicing Company Secretaries for the year ended March 31, 2024.

Kindly take the above information on your records.

Thanking you,

For Vision Corporation Limited



Ashutosh Mishra
Executive Director
DIN: 02019737





Contact: 8602213095

8770936491

Abhishek Shukla & Associates

106, Royal House 11/3, Ushaganj Indore- 452001, Madhya Pradesh

Email: cs.shuklaabhishek@gmail.com, asa.csip@gmail.com

SECRETARIAL COMPLIANCE REPORT OF VISION CORPORATION LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **VISION CORPORATION 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 financial year ended March 31, 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 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 and as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as amended from time to time; **(Not applicable to the company during the period under review)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as amended from time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the period under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as amended from time to time; **(Not applicable to the company during the period under review)**



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- (f) Securities and Exchange Board of India (Issue and Listing of Non—Convertible Securities) Regulations, 2021 and as amended from time to time; **(Not applicable to the company during the period under review)**
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time;
 - (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 (To the extent applicable);
 - (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the company during the period under review)**
 - (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **(Not applicable to the company)** and circulars/guidelines issued thereunder;
- and based on the above examination, we hereby report that, during the Review Period:



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- 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	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
1	As per Regulation 27(2)(a) of SEBI (LODR), 2015, The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within twenty-one days from the end of each quarter.	SEBI (LODR) Regulations, 2015.	Discrepancy in all the Corporate Governance reports filed during the period under review.	No such information has been provided by the entity	No such information has been provided by the entity	Discrepancy in all the Corporate Governance reports filed during the period under review.	-	Discrepancy in all the Corporate Governance reports filed during the period under review.	-	-
2	As per Regulation 30 of SEBI (LODR), 2015 and clause 4	SEBI (LODR) Regulation	Delay in the filing the outcome of	-	-	Delay in the filing the	-	The entity made a delay in the intimation to stock	-	-



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(h) of Part A of Schedule III, The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the Financial results of the entity.	ions, 2015	the Board Meeting dated 30.05.2023			outcome of the Board Meeting dated 30.05.2023		exchange for the outcomes of the Board Meeting dated 30.05.2023		
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Note:

- i. Statement of Impact of Audit Qualification in the Notes to Audited Financial Results has not been attached along with the outcome of the BM dated 30.05.2023 and along with the Financial results. However, after the notice of the BSE the entity has filed the revised outcomes and Financial results.*
- ii. Outcome of the Board Meeting 09-11-2023 and the Financial Results for the quarter ended September, 2023, has been resubmitted due to Query Raised By BSE.*
- iii. Cannot comment on the compliances related to the appointment of the Mr. Aashutosh Mishra, Ms. Kalindi Mishra and other Directors appointed during the period under review due non-availability of the details, information, records and documents in relation to the same.*



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

Sr No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation /Circular	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
1	Non-Compliance	23(9)	-	SEBI	Penalty	Delay Filling	283200	We follow-up for related party transaction	Due to health problem of one of the director they not provide data on time	-

Note: Non- Compliance for periods prior to the previous year has already been informed in previous Secretarial Compliance Report.



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- I. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2	<u>Adoption and timely updation of the Policies:</u> <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 Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	Yes	None
3	<u>Maintenance and disclosures on Website:</u> <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.	No	The website is under process.
4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	NA	None



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5	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></p> <p>(a) Identification of material subsidiary companies, (b) Disclosures requirements of material as well as other subsidiaries.</p>	NA	None
6	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	None
7	<p><u>Performance Evaluation:</u></p> <p>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.</p>	NA	Unable to verify
8	<p><u>Related Party Transactions:</u></p> <p>(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.</p>	Yes NA	None
9	<p><u>Disclosure of events or information:</u></p> <p>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 there under.</p>	Yes	None



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10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Verification done to the limited extent
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 there under. <i>However, no such information has been provided by the Entity.</i></p>	No	-
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	No such event occurred during the period under review.
13	<p><u>Additional Non-compliances, if any:</u></p>	No	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 Company.



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2. Our responsibility is to certify 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 Company.

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 Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 30.05.2024

Place: Mumbai

**For Abhishek Shukla & Associates
(Company Secretaries)**



**Abhishek Shukla
(Proprietor)**

Mem No: 67793 CP No: 25404

UDIN: A067793F000505791

PR No: 4604/2023