

To,  
The Dept. of Corporate Services  
The Bombay Stock Exchange Ltd.  
P. J. Tower, Dalal Street,  
Mumbai - 400 023

27<sup>th</sup> May, 2024

**Subject: SUB.: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR  
ENDED 31<sup>ST</sup> MARCH, 2024**

**Ref.: Scrip Code No. 530401**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the enclosed is the Annual Secretarial Compliance Report for the financial year ended on 31<sup>st</sup> March, 2024 issued by Mr. Chetan D. Shah - Company Secretaries in Practice (Membership No. 5131 and C.P No. 3930).

Kindly take the same in your record.

Thanking you,

Yours Faithfully,

For, Vinyoflex Limited



(Vinod Khimji Tilva)  
Managing Director  
DIN:00275279



Encl: As Above



ISO 9001



QM011

**VINYOFLEX LIMITED**



CS. Chetan Shah

B.B.A., F.C.S.

COMPANY SECRETARY

24, Jalaram Society, Opp. Police H. Q., Junagadh. Mobile :98250 72055

SECRETARIAL COMPLIANCE REPORT  
OF

VINYOFLEX LIMITED

for the financial year ended 31<sup>st</sup> March, 2024

[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 & Regulation 24(A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

VINYOFLEX LIMITED

CIN: L25200GJ1993PLC019830

REGISTERED OFFICE: 307 SILVER CHAMBER TAGOR ROAD, RAJKOT, GUJARAT, INDIA, 360001

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by VINYOFLEX LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at 307 SILVER CHAMBER TAGOR ROAD, RAJKOT, GUJARAT, INDIA, 360001. 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, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Chetan D. Shah, Practicing Company Secretary have examined:

- all the documents and records made available to us and explanation provided VINYOFLEX LIMITED ("the listed entity"),
- the filings/ submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- 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, 2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India ((Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; -Not applicable during the review period.



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(Gujarat) Mobile : 93166 71289 e-mail : cdcfc@rediffmail.com



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable during the review period**
- (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;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable during the review period.**
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021:-**Not applicable during the review period.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder; and 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.	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 (PCS)	Management Response	Remarks
NIL										

- (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 No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
<b>SECRETARIAL COMPLIANCE REPORT WAS NOT APPLICABLE TO COMPANY DURING THE PREVIOUS YEAR</b>										





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 the Practicing Company Secretary
1	<b>Compliances with the following conditions while appointing / re-appointing an auditor</b>		
	<p>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</p> <p>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;</p> <p>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.</p>	NA	No such event has occurred during the reporting period. Hence, the same is not applicable.
2	<b>Other conditions relating to resignation of statutory auditor</b>		
	<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 / 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</p>	NA	No such event has occurred during the reporting period. Hence, the same is not applicable



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CS. Chetan Shah

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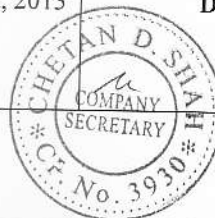
COMPANY SECRETARY

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	relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.  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.		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	Company does not have any material subsidiary. Hence, the same is not applicable

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 the Practicing Company Secretary
1	<b><u>Secretarial Standard:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	NONE
2	<b><u>Adoption and timely updation of the Policies:</u></b>  ● 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 have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI	YES	NONE
3	<b><u>Maintenance and disclosures on Website:</u></b>  ● 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 redirects to the relevant document(s)/section of the website.	YES	NONE
4	<b><u>Disqualification of Director(s):</u></b>  None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	YES, No Directors are Disqualified	NONE



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5	<p><b><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	The Company does not have any subsidiary companies. Hence, the same is not applicable
6	<p><b><u>Preservation of Documents:</u></b></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><b><u>Performance Evaluation:</u></b></p> <p>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.</p>	YES	NONE
8	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, 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 No such transactions were occurred which required subsequently approval / ratification /rejection by the audit committee.
9	<p><b><u>Disclosure of events or information:</u></b></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 thereunder.</p>	YES	NONE
10	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NONE
11	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></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 thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	NA	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges.
12	<p><b><u>Additional Non-compliances, if any:</u></b></p>	NA	Not applicable as no additional non-compliances were observed.





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No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.		
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**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 the 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: Junagadh  
Date: 27.05.2024



For, Chetan D. Shah  
Practicing Company Secretaries

Chetan D. Shah  
Proprietor  
M.No.5131  
CP No.3930  
UDIN: F005131F000452600  
PR Certificate No.4191/2023

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