



VISAGAR
you dream, we create

25th June, 2021

<p>The Manager BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort, Mumbai -400001</p> <p>BSE Scrip ID - VIVIDHA BSE Scrip Code - 506146</p>	<p>The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051</p> <p>ISIN Code- INE370E01029</p>
---	--

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Secretarial Compliance Report duly issued by Mr. Vijay Ramesh Gupta, Practising Company Secretary, for the financial year ended 31st March, 2021.

Please take the same on record and oblige.

Thanking you,

For Visagar Polytex Limited


Tilokchand Kothari
Director
DIN: 00413627



Encl: A/a

VISAGAR POLYTEX LIMITED



VRG & Associates

PRACTISING COMPANY SECRETARY

601, A-Wing, Gayatri CHS Ltd., Opp. Rajda School, Behind Pantaloons Shopping Center,
Near Platform No. 1, Borivali (West), Mumbai - 400 092.

☎ 9769680504 | ✉ vrg.gupta@gmail.com

Secretarial compliance report of Visagar Polytex Limited for the year ended March 31, 2021

I, Vijay Ramesh Gupta, Practising Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided Visagar Polytex 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 March 31, 2021 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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 to the Company during the review period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **not applicable to the Company during the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **not applicable to the Company during the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **not applicable to the Company during the review period**



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

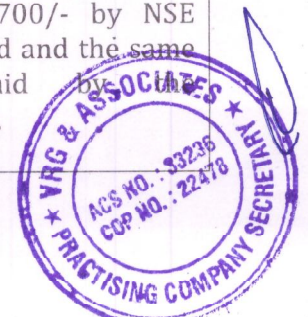
(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17- composition of board of directors- Regulation 17(1C)	Non-compliance with corporate governance requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 i.e. during the period from 01.04.2020 to 30.06.2020 the Board consisted of 2 Executive Directors & 3 Independent Director and not 6 Directors on Board as Members as Company comes under Top 2000 Market Cap as on March 31, 2020.	The Company received notice from the Stock Exchanges (NSE) for the same wherein penalty of Rs.5,36,900/- by NSE was levied and the same was paid by the Company. Further, the Company complied with the regulation by appointing a new Non-Executive - Non-Independent Director on the Board (Mr. Kailash Ram Gopal Chhapparwal) on August 03, 2020 and made her the member of the Committee on August 03, 2020.
2.	Regulation 17- composition of board of directors	Non-compliance with the requirement of the Constitution of the of board of directors i.e. during the period from 01.07.2020 to 03.08.2020 the Board consisted of 2 Executive Directors & 3 Independent Director and	The Company received notice from the Stock Exchanges (NSE) for the same wherein penalty of Rs. 1,94,700/- by NSE was levied and the same was paid by the Company.

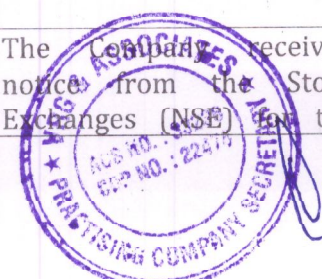


		not 6 Directors on Board as Members as Company comes under Top 2000 Market Cap as on March 31, 2020.	Further, the Company complied with the regulation by appointing a new Non-Executive - Non-Independent Director on the Board (Mr. Kailash Ram Gopal Chhapparwal) on August 03, 2020 and made her the member of the Committee on August 03, 2020.
--	--	--	---

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

(c) As informed and information provided to us, 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	of	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	NSE	Regulation 17(1), 17(1A), 17(2A), 19(1)/(2), 20(2)/(2A), and 27(2)	17(1), 17(2), 18(1), 21(2)	Non-compliance with corporate governance requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 i.e. during the period from 01.04.2020 to 30.06.2020 the Board consisted of 2 Executive Directors & 3 Independent Director and not 6 Directors on Board as Members as Company comes under Top 2000 Market Cap as on March 31, 2020.	The Company received notice from the Stock Exchanges (NSE) for the same wherein penalty of Rs. 5,36,900/- by NSE was levied and the same was paid by the Company. Further, the Company complied with the regulation by appointing a new Non-Executive - Non-Independent Director on the Board (Mr. Kailash Ram Gopal Chhapparwal) on August 03, 2020 and made her the member of the Committee on August 03, 2020.
2.		Regulation 17-composition of board of directors		Non-compliance with the requirement of the Constitution of the	The Company received notice from the Stock Exchanges (NSE) for the



		board of directors i.e. during the period from 01.07.2020 to 03.08.2020 the Board consisted of 2 Executive Directors & 3 Independent Director and not 6 Directors on Board as Members as Company comes under Top 2000 Market Cap as on March 31, 2020.	same wherein penalty of Rs. 1,94,700/- by NSE was levied and the same was paid by the Company. Further, the Company complied with the regulation by appointing a new Non-Executive - Non-Independent Director on the Board (Mr. Kailash Ram Gopal Chhapparwal) on August 03, 2020 and made her the member of the Committee on August 03, 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... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA for the review period				

For VRG & Associates


Vijay Ramesh Gupta
M No. 33236
CP No. 22478
UDIN: A033236C000502012



Date: 23/06/2021
Place: Mumbai