

# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, Delhi-110092  
Phone : 011-49503085; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

### SECRETARIAL COMPLIANCE REPORT OF M/s. VINTRON INFORMATICS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VINTRON INFORMATICS LIMITED** (the listed entity), having its Registered Office at D-88, Second Floor, Okhla Industrial Area, Phase-I, New Delhi-110020), Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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 in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- all the documents and records were made available to me and explanation provided by **VINTRON INFORMATICS 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 certification,

for the year ended **31st March, 2023** ("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 (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:-

- 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 as the Company did not issue any securities during the year under review.**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 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 year under review.**





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- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;—**Not applicable as the Company has not granted any Options to its employees during the year under review.**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021 – **Not applicable as the Company has not issued any Non-Convertible Securities during the year under review.**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.  
And circulars/ guidelines issued thereunder;

and based on the above examination, I/We 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: **as annexure - A**

Sr. No.	Compliance Requirement(Regulations/ circulars/ guide- lines 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	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning,etc.					

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **ANNEXURE - B-**





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					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

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 PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	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	--NA--	There is no resignation of Auditor.
	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; or	--NA--	
	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.	--NA--	
2.	<b>Other conditions relating to resignation of statutory auditor</b>		





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	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	--NA--	THERE IS NO RESIGNATION OF AUDITOR
	<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 relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>		
3.	<p>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.</p>	--NA--	THERE IS NO RESIGNATION OF AUDITOR





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III. I, 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)	Observation s/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> 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--	
2.	<b>Adoption and timely updation of the Policies:</b> <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--  NO  --YES--	<b>NO updation from November,2022 after change in Management.</b>
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	--YES--	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>(a) Identification of material subsidiary companies</li><li>(b) Disclosure requirement of material as well as other subsidiaries</li></ul>	--NA--  --NA--	There is no Subsidiary(s)





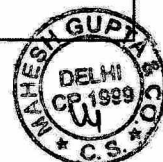
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6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 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.	--NA--  --NA--	There is no such transaction(s).
9.	<b>Disclosure of events or information:</b> 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.	--YES--	
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.	--NO--	THE SDD Software was installed in the month of March,2023
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 (**).	--YES--	As per Annexure -A
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	--YES--	As per Annexure-A





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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 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 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 :Delhi

Date: 30<sup>th</sup> May,2023

For Mahesh Gupta and Company  
Company Secretaries



Mahesh Kumar Gupta  
Proprietor

FCS No.: 2870::C P No.: 1999

Peer review certificate no. 727/2020

UDIN NO.: F002870E000417273

**ANNEXURE - A**

(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: -

Sl. No.	Compliance Requirement (Regulations/ circulars/ guide lines 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	Management Response	Remarks
1.	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").	Regulation 17(1)	The Company has not appointed one independent women director		Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.	The Listed Entity has not appointed one independent woman director. .		The composition of the Board of Directors of the Listed Entity is not as per the requirement of the Regulation 17(1) of the SEBI LODR Regulations as the listed entity has not appointed one independent woman director	The Company is searching a suitable candidate.	
2.	Regulation 47 of SEBI (LODR) Regulations, 2015	Regulation 47	The Company has not published the notice of the board meeting held on 13 <sup>th</sup> February, 2023 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 it's on website.		
3.	Circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26 <sup>th</sup> November, 2018		The Company Initial Disclosure after the said period of 30 days					A listed entity within 30 days from the beginning of financial year, disclose the fact that they are identifies as Large Corporate		
4.	Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015		Non-compliance of requirement of Structured Digital Database (SDD)					During the period under review the Company was not having SSD software to evaluate the provisions of different software available in the market and got installed in the month of March, 2023		





5.	Regulation 27 of SEBI (Listing Obligations and Disclosures Requirement) Regulations 2015	The Company has filed corporate governance report after the prescribed period for the quarter ended 31st December, 2022	The Company has filed corporate governance report for the quarter ended 31st December, 2022 after the prescribed period	The Company has filed on 6.2.2023
6.	Regulation 14	The Company has annual listing fees to be paid after the said period of 30 days	A listed entity has to pay stock exchange fees within 30 days from the beginning of financial year.	Listing fee paid on 17th October, 2022
7.	Regulation 30 of SEBI (Listing Obligations and Disclosures Requirement) Regulations 2015	The Company has to inform the Stock Exchange within 24 hours if there is change in Management	The Company has informed the Stock Exchange after the prescribed time, for resignation of Mr. Arvind Sharma, Mr. Mohan Yadav, Mrs. Rupam Chaudhary, and Ms. Kirti Gupta as director of the company, approved in the Board meeting held on 22-11-2022	Informed the Stock Exchange on 24-11-2022
8.	Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	The promoter alongwith person acting in concert of every listed entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis.	The declaration under the regulation 31(4) be filed with the Stock Exchange with in 7 working days from the end of such financial year.	
9.	Regulation 30(2) and 30(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011		The Company received the notice for non compliance of the regulation for earlier years.	The Company has replied to the person acting in concert, namely ,Good Worth Build Invest(P) Limited, Vintron Computers Pvt Ltd, Ritika Electronics Pvt Ltd., Vintron Electronics Pvt Ltd.



**ANNEXURE - B-**

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

Sl. No.	Compliance Requirement/Regulation/Deviations (Regulations/ circulars/ guidelines/ specific clause)	Regulation/Circular No.	Action Taken by	Type of Action	Details of Violation	Amount of Fine	Observations /Remarks of Practicing Company Secretary	Management Response	Remarks
<b>FOR THE FINANCIAL YEAR ENDED ON 31.03.2021</b>									
1.	Regulation 23(9) of SEBI (LODR) Regulation, 2015	Regulation 23(9)	The Company has submitted the disclosure of related party transaction after the said period of 30 days and has not published on its website				The listed entity shall submit transaction within 30 days report under from the date of publication of its standalone and consolidated financial results for the half year. disclose of related party transactions on a consolidated basis and publish the same on its website	Reg 23(9) for 31.03.2021 filed on 26.10.2021	
2.	Circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26 <sup>th</sup> November, 2018		The Company submitted Initial Disclosure after the said period of 30 days				A listed entity within 30 days from the beginning of financial year disclose the fact that they are identifies as Large Corporate	Initial disclosure for 31.03.2021 filed on 01.07.2021	
<b>FOR THE FINANCIAL YEAR ENDED ON 31.03.2022</b>									



1	Regulation 47 of SEBI (LODR) Regulations, 2015	Regulation 47	The Company has not published the notice of the board meeting held on 14th February, 2022 in the newspapers and on its website.	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.	The Listed Entity shall publish the notice of the board meeting where regarding financial results board meeting shall be discussed in newspapers and its on website.	Inadvertently, the advertisement regarding board meeting was not published in the newspaper, hence the same was not published on website
2.	Circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26 <sup>th</sup> November, 2018		The Company submitted Initial Disclosure after the said period of 30 days		A listed entity within 30 days from the beginning of financial year, disclose the fact that they are identified as Large Corporate	Initial disclosure for 31.03.2022 on 30.05.2022
3.	Regulation 23(9) of SEBI (LODR) Regulation, 2015	Regulation 23(9)	The Company has submitted the Disclosure of related party transaction after the said period of 30 days and has not published on its website		The listed entity shall submit report under publication of its standalone and consolidated financial results for the half year, disclose of related party transactions on a consolidated basis and publish the same on its website	Related party transaction report under Reg 23(9) for 31.03.2022 on 30.05.2022

