

VIL/SEC/BSE/24

July 19, 2024

The Manager

Department of Corporate Services

BSE Limited

Floor-25, Phiroze JeeJeeBhoy Tower,

Dalal Street, Fort, Mumbai 400001

Script Code: 517393

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir/Madam,

With reference to the above captioned subject matter and pursuant to Regulation 24(A) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/ 2019 dated 8 February 2019; enclosed please find the Annual Secretarial Compliance Report for the Financial Year 2023-24.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For Vintron Informatics Limited



Surbhi Pokhriyal

Compliance Officer and Company Secretary

Place: Delhi

c.c.:

The General Manager

Listing Department

The Calcutta Stock Exchange Limited

7, Lons Range, Calcutta 700001

Vintron Informatics Limited

Regd. Office : D-88, Okhla Industrial Area, Phase -I, New Delhi-110020 Tel: 011-44126457,

Email: info@vintron.co.in, Web: vintroninformatic.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 : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

SECRETARIAL COMPLIANCE REPORT OF M/s. VINTRON INFORMATICS LIMITED FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

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 Report, for the financial year ended **31st March, 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 (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
- 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 year under review.**
- 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 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: **Annexure "A"**





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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"

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous report	Observations made in the Secretarial Compliance Report for the year ended..... (The year to be mentioned)	Compliance Requirement(Regulations/ circulars/ guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comment as of the PCS on the actions taken by the listed entity

I. I, 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.	Secretarial Standards: 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--	



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2.	Adoption and timely Updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll 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-- --YES--	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-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	--YES-- --NO-- --YES--	There is no updation of Website
4.	Disqualification of Director: None of the Director(s) of the Listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	--YES--	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">(a) Identification of material subsidiary companies(b) Disclosure requirement of material as well as other subsidiaries.	--NA-- --NA--	There is no Subsidiary
6.	Preservation of Documents: 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.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	--YES--	
8.	Related Party Transactions: <ul style="list-style-type: none">(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;(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.	--YES-- --NA--	There is no such transaction(s).





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9.	Disclosure of events or information: 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.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	The Company has necessary software to maintain structured digital database. However, during the Review Period, no UPSI entry has been maintained.
11.	Actions taken by SEBI or Stock Exchange(s), if any: The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	Please refer Annexure – A of this report.
12.	Resignation of Statutory auditors from the listed entity or its material subsidiaries 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 the listed entities.	--NO--	There is resignation of Auditor on 10.5.2024 and new Auditor appointed on 20.06.2024
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above	--NO--	Please refer Annexure – A of this report

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. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.





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- I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 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: 17th July, 2024

For Mahesh Gupta and Company
Company Secretaries



Mahesh Kumar Gupta
Proprietor

FCS No.: 2870::CP No.: 1999

Peer review certificate no: 727/2020

UDIN: F002870F000764147



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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:-

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
1.	Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.		The Promoter along with 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. annual disclosure			The company had not filed such declaration		The declaration under the regulation 31(4) not filed with the Stock Exchange within 7 working days from the end of such financial year.		
2.	Regulation 13(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	Regulation 13(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	The Company Investor submitted complaint after the prescribed period				Rs. 440000 has been paid	The Company filed Investor complaint for the quarter ended on 30 th June, 2023 and on 30 th September, 2023 after the prescribed period	Filed on 26 th October, 2023 respectively	
3.	Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	There is no independent directors during				Rs. 195000 has been paid			



4.	Regulation 18(1) of SEBI (Listing and Disclosure Requirements) Regulations, 2015	17(1)	There is no proper composition of Audit Committee							Rs. 78000 has been paid				
5.	Regulation 19(1) of SEBI (Listing and Disclosure Requirements) Regulations, 2015	17(1)	There is no proper composition of NRC Committee							Rs. 180000 has been paid				
6.	Regulation 31(1) of SEBI (Listing and Disclosure Requirements) Regulations, 2015.	31(1)	The Company submitted Shareholding pattern after the prescribed period							Rs. 104000 has been paid				
7.	Regulation 55A/76 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015		The Company submitted Reconciliation of Share Capital Auditor after the prescribed period											
8.	Regulation 74(5) of SEBI (Depository and Participant) Regulations, 2018.	74(5)	The Company has not submitted the Certificate to Stock exchange											



Annexure – B

<p>Observations/remarks of the Practicing Company Secretary in the previous reports and observation made in the secretarial compliance report for the year ended March 31, 2023</p>	<p>Observations made in the Secretarial Compliance Report for the year ended...31.3.2023 (The year to be mentioned)</p>	<p>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</p>	<p>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</p>	<p>Remedial actions, if any, taken by the listed entity</p>	<p>Comments of the PCS on the actions taken by the listed entity</p>
<p>1. 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</p>		<p>Regulation 17(1) of the SEBI LODR Regulations</p>	<p>The Listed Entity has not appointed one independent woman director. The Listed Entity has paid fine of Rs.1,95,000/- per day as per SOP issued by SEBI.</p>	<p>The Company has appointed one independent woman Director on 14.08.2023</p>	<p>Then, the Company is in compliance of Regulation 17(1) of SEBI LODR Regulations.</p>
<p>2. During the Review Period, the Listed Entity has not maintained the prescribed database of unpublished price sensitive information.</p>		<p>Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulation, 2015.</p>	<p>During the Review Period, the Listed Entity has not maintained the prescribed database of unpublished price sensitive information.</p>	<p>The non-compliance was reported to the Board of Directors of the Company and accordingly all designated persons were advised to enter details of unpublished price sensitive information and prescribed database in the necessary software already procured by the Company.</p>	<p>No unpublished price sensitive information has been maintained</p>
<p>3. Regulation 47 of SEBI(LODR)Regulations, 2015</p>		<p>Regulation 47</p>	<p>The Company has not published the notice of the board meeting held on 13th February, 2023 in the newspapers and on its website.</p>		



Observations/ remarks of the Practicing Company Secretary in the previous reports and observation made in the secretarial compliance report for the year ended March 31, 2023	Observations made in the Secretarial Compliance Report for the year ended...31.3.2023 (The year to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
4 Circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26 th November, 2018			The Company submitted Initial Disclosure after the said period of 30 days		Filed on 6.2.2023
5 Regulation 27 of SEBI (Listing Obligations and DisclosuresRequirement) Regulations 2015			The Company has filed corporate governance report after the prescribed period for the quarter ended 31st December, 2022		Listing fee paid on 17 th October, 2022
6 Regulation 14			The Company has annual listing fees to be paid after the said period of 30 days		Listing fee paid on 17 th October, 2022
7 Regulation 30 of SEBI (Listing Obligations and DisclosuresRequirement) 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	
Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.		The promoter acting in concert with every listed	The declaration under the regulation 31(4) be filed with the		



8	Observations/remarks of the Practicing Company Secretary in the previous reports and observation made in the secretarial compliance report for the year ended March 31, 2023	Observations made in the Secretarial Compliance Report for the year ended...31.3.2023 (The year to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
9	Regulation 30(2) and 30(3) of the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011	31.3.2022	entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis. annual disclosure	Stock Exchange within 7 working days from the end of such financial year.	The company has paid the penalty	the SEBI has issued notice dated 30.11.2022 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.
10	Regulation 7 of SEBI(LODR)Regulations, 2015		The Company has not published the notice of the board meeting held on 14th February, 2022 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.	Inadvertently, the advertisement regarding board meeting schedule was not published in the newspaper, hence the same was not published on website	
11	Circular SEBI/HO/IDHS/CIR/P/2018/144 dated 26 th 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 31.03.2022 filed on 30.05.2022	
12	Regulation 23(9) of SEBI (LODR) Regulation, 2015		The Company has submitted the Disclosure of related party transaction after the said period of 30 days and has not published on its website	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 31.03.2022 filed on 30.05.2022	

