

Tele: 09893126091, 0771-4048130

Email: satishbatra40@yahoo.co.in

SATISH BATRA & ASSOCIATES LLP

COMPANY SECRETARIES

2nd floor, Ashoka Plaza, Ashoka Ratan,
Vidhan Sabha Marg, Shankar Nagar,
Raipur 492007 (C. G.)

To
The Board of Directors,
Vaswani Industries Limited,
Bahesar Road, Near Cycle Park,
Vill – Sondra, Phase-II, Industrial Area,
Siltara, Raipur (C.G.) 493221

Dear Sir,

ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR 2019-20

We have been engaged by **Vaswani Industries Limited** (hereinafter referred to as 'the Company') bearing **CIN: L28939CT2003PLC015964** whose equity shares are listed on **National Stock Exchange of India Limited (Symbol: VASWANI)** and **Bombay Stock Exchange Limited (Security Code: 533576)** to conduct an audit in terms of Regulations 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circular/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circular/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance note on Annual Secretarial Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.


(Satish Kumar Batra)

CP No.: 2875

FCS No.: 1316

Date: 26th May, 2020

Place: Raipur

UDIN: F001316B000281761

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COMPANY SECRETARIES

2nd floor, Ashoka Plaza, Ashoka Ratan,
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SECRETARIAL COMPLIANCE REPORT

OF

VASWANI INDUSTRIES LIMITED (CIN: L28939CT2003PLC015964)

FOR THE YEAR ENDED 31ST MARCH, 2020

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Vaswani Industries 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 31st March, 2020 ("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; **[There was no reportable event during the period under review];**
- (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; **[There was no reportable event during the period under review];**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[There was no reportable event during the period under review];**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable as the company has not issued any debt securities];**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not Applicable as the company has not issued any Non- Convertible and Redeemable Preference Shares];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

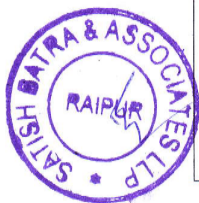
and based on the above examination, We hereby report that, during the Review Period:

- (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:-

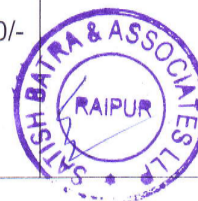
Sr. No.	Compliance Requirement (Regulations/ circular/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NA	NA	NA

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (b) 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	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Bombay Stock Exchange (BSE) & National Stock	Regulation 33: Non submission of financial results within period prescribed, under	The Stock Exchange (BSE & NSE) has imposed	The Company has paid the fine of Rs.88,500/- to BSE & NSE.



	Exchange (NSE)	this regulation. Unaudited financial results for the Quarter ended on 30th June, 2019 be approved by Board of Directors in their meeting held on 14th August, 2019 but the same could not be uploaded at the portal of exchange because the server and data of the Company got corrupted and due to the same reason filing got delayed. Further, the Board of Directors has re-approved the financials on its meeting held on 30/08/2019 and the same get uploaded at portal of exchange on the same day. There was a total delay of 15 days in submission of unaudited results.	fine of Rs.88,500/- each (Basic fine of Rs.75,000/- plus Rs.13,500/- as GST).	
2.	Bombay Stock Exchange (BSE) & National Stock Exchange (NSE)	Regulation 13(3): Non submission of Statement of Investor complaints within period prescribed under this regulation for the quarter ended September 2019. There was a delay of 1 day in submission.	The Stock Exchange (BSE & NSE) has imposed fine of Rs.1,180/- each (Basic fine of Rs.1,000/-plus Rs.800/- as GST).	The Company has paid the fine of Rs.1,180/- to BSE & NSE.
3.	Bombay Stock Exchange (BSE) & National Stock Exchange (NSE)	Regulation 29: Delay in furnishing prior intimation about the meeting of the Board of Directors. The company has failed to give prior intimation to stock exchange for it board meeting held on 14th August, 2019. There was a delay of 1 day in submission.	The Stock Exchange (BSE & NSE) has imposed fine of Rs.11,800/- each (Basic fine of Rs.10,000/- plus Rs.1800/- as GST).	The Company has paid the fine of Rs.11,800/- to BSE & NSE.



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

Sr. No.	Observations of Practising Company Secretary	Observations made in Secretarial Compliance Report for the year ended on 31.03.2019	Details of action taken by listed entity (if any)	Comments of Practising Company Secretary, on actions taken by listed entity
	NA	NA	NA	NA

NOTE:

In the entire country due to pandemic COVID-19, lockdown was imposed from the last week of March, 2020. The lockdown is continuing even as of now. As a result of which, physical inspection of original documents, records, books of account was not possible and hence based on data and information including scanned copy of documents provided to us, we have prepared the due diligence report.

I hereby affirm that this report is being issued after an online search and verification of all documents and records of the Company.

For Satish Batra & Associates LLP
Company Secretaries



Satish Kumar Batra
Designated Partner

FCS No.: 1316

C P No.: 2875

UDIN: F001316B000281761

Place: Raipur

Date: 26th May, 2020.