



# VIAAN INDUSTRIES LTD

*Racing Towards A Billion Hearts*

Date: 30/05/2019

To,  
BSE Limited  
The Corporate Relationship Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai – 400 001.

Sub: Submission of Annual Secretarial Compliance Report for year ended 31<sup>st</sup> March 2019

Dear Sir,

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated 28<sup>th</sup> May, 2019 for the Financial Year 2018-19 issued by our Secretarial Auditor Mr. Santoshkumar K.Pandey, Practicing Company Secretary.

We request you to take the same on record.

Thanking you,  
For Viaan Industries Limited

Darshit Shah  
(Executive Director/ CEO)★  
DIN:- 06614591



# SANTOSHKUMAR KAMLESHCHANDRA PANDEY

Practicing Company Secretary

ACS No. 8546 / COP No. 5484

Add.: 403, Maruti Mansion, 17 Raghunath Dadaji Street, 4th Floor, Fort, Mumbai - 400 001.

Mob.: +91 98210 51427, E-mail : pandeysk2004@yahoo.co.in



To,  
The Board of Directors  
Viaan Industries Limited  
B-804, 8th Floor, Hubtown Solaris, N.S Phadke Road,  
Opp Teli galli, Near Regency Hotel, Andheri(east)  
Mumbai-400069  
Dear Sir/ Madam,

## Annual Secretarial Compliance Report for the Financial Year 2018-19

I, have been engaged by **Viaan Industries Limited** (hereinafter referred to as 'the Company') bearing CIN: L52100MH1982PLC291306 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th 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 circulars/ 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 circulars/ 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 Compliance 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.

*S.K. Pandey*

Santoshkumar K. Pandey  
(Practicing Company Secretary)  
Membership No.: 8546  
COP: 5484  
Date: 28/05/2019  
Place: Mumbai



**SANTOSHKUMAR KAMLESHCHANDRA PANDEY**

**Practicing Company Secretary**

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**Secretarial compliance report of Viaan Industries Limited for the year ended 31<sup>st</sup> March, 2019**

I, **Santoshkumar K. Pandey** (Practicing Company secretary) have examined:

- (a) all the documents and records made available to us and explanation provided by **Viaan Industries Limited**,
- (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 **31<sup>st</sup> March, 2019** ("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; - **Applicable to the Company during the period of Audit to the extent of its Equity shares being listed at BSE Limited**
  - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- **Applicable as the Company has Issued & allotted 1465500 fully Convertible Debentures into Equity shares on Preferential Basis to Non-promoter at an issue price of Rs. 29/- (including premium of Rs. 28/- per share), which was converted into Equity Shares during the year.**
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable as the Promoters have acquired certain shares during the year and disclosures were made to BSE Limited.**
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable as no Buyback of shares was made by the Company.**
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable.**
  - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable as the Company has not Issued and listed any debt securities during the financial year under review.**
  - (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 and listed any preference shares during the financial year under review**
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - **Applicable as the Promoters have acquired certain shares during the year & discloser was made to BSE Limited.**
- and circulars/ guidelines issued thereunder;

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

S.K. Pandey

**SANTOSHKUMAR KAMLESHCHANDRA PANDEY****Practicing Company Secretary**

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- (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
	<b>Regulation 5(1) SEBI (Prohibition of Insider Trading) Regulations, 2015</b> Insider has formulated a trading plan and presented it to the compliance officer for approval and public disclosure pursuant to which trades may be carried on his behalf in accordance with such plan.	Insider have not submitted any trading plan to the Company.	Insider have yet to submit trading plan to the Company & as inform by the management same will be done shortly.

- (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 examination of those records.

- (c) 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.	BSE Limited	Company has received the notice under Regulation 19(1) and 19(2) for Non-compliance with the constitution of nomination and remuneration committee for the quarter ended September, 2018 vide its letter dated 31 <sup>ST</sup> October, 2018	BSE Limited has imposed a penalty of Rs. 2, 17,120 (1, 84,000+GST) for such non-compliance vide its letter dated 31 <sup>ST</sup> October, 2018.	The Company has paid the penalty on 21 <sup>ST</sup> December, 2018 and reconstituted the Committee on 15 <sup>th</sup> day of November 2018.
	BSE Limited	Company has received the notice under Regulation 6(1) of SEBI (LODR) Regulation, 2015 for Non-compliance with the Appointment of Company Secretary as Compliance Officer of the Company for	BSE Limited has imposed a penalty of Rs.1,08,560/- (92000+GST) for such non-compliance vide its letter dated February 12, 2018.	Company has paid the penalty on 22 <sup>nd</sup> May, 2019 to BSE Limited. The Company has appointed Company Secretary and Compliance officer on 28 <sup>th</sup> February, 2019.

S.K. Pandey



**SANTOSHKUMAR KAMLESHCHANDRA PANDEY****Practicing Company Secretary**

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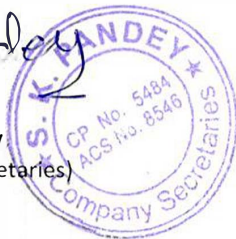
		Quarter ended December 2018 vide its letter dated February 12, 2018.		
	BSE Limited	Company has received the notice under Regulation 6(1) of SEBI (LODR) Regulation, 2015 for Non-compliance with the Appointment of Company Secretary as Compliance Officer of the Company for Quarter ended March, 2019 vide its letter dated 14th May, 2019	BSE Limited has imposed a penalty of Rs. 68,440/- (58000+GST) for such non-compliance vide its letter dated 14th May, 2019.	The Company has not paid the penalty as on the date of this report. The Company has appointed Company Secretary and Compliance officer on 28 <sup>th</sup> February, 2019.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the company.**

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
Not Applicable				

S.K. Pandey

Santoshkumar. K. Pandey  
(Practicing Company Secretaries)  
C P No. 5484  
ACS: 8546



Place: Mumbai  
Date: 28/05/2019