31st July, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai — 400 001

Script Code-539761

Dear Sir,


With reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report duly signed by the Practicing Company Secretary for the year ended March 31, 2020.

Please take the above information on record.

Thanking you,

Yours faithfully

For Vantage Knowledge Academy Limited

Neeta Rajesh Dedhia
Director.
Secretarial Compliance Report of Vantage Knowledge Academy Limited
For the Year Ended 31st March 2020

To,
The Members,
Vantage Knowledge Academy Limited

We have examined

(i) All the documents and records made available to us and explanation provided by Vantage Knowledge Academy Limited (The Company);

(ii) The filings/submissions made by the listed entity to BSE LIMITED (the stock exchange where its Equity Shares are listed),

(iii) Website of the listed entity,

(iv) Any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2020 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:-

(v) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(vi) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment.

(vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

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;

e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And based on the above examination we hereby report that, during the Review Period;

a. Vantage Knowledge Academy Limited, the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/ Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Regulation 46(2)(l) of SEBI (LODR) Regulations 2015 - Website</td>
<td>Company has failed to up-to-date his website as required under Regulation 46(2)(1) of SEBI (LODR) Regulations 2015</td>
<td>Company official informed that due to some technical issue the website is not showing up-to-date &amp; it will be up-to-date shortly.</td>
</tr>
<tr>
<td>2</td>
<td>Regulation 47 of SEBI (LODR) Regulations 2015 - Advertisements in Newspaper</td>
<td>Company is in the continuous default of to comply with Regulation 47 i.e Advertisements in Newspaper</td>
<td>Company has published all the Financial Results including notices of the meeting on BSE website (<a href="http://www.bseindia.com">www.bseindia.com</a>).</td>
</tr>
</tbody>
</table>
| 3       | i) Regulation 31 - Shareholding Pattern and ii) Regulation 76 – Reconciliation of Share capital Audit | Delay in filing | i) Company filed the June 2019 Quarter Shareholding Pattern on 31/07/2019.  
   ii) Company filed the June 2019 Quarter Reconciliation of Share Capital Audit and September 2019 Quarter report on 31/07/2019 & 31/10/2019 respectively.  
Company official informed that one day delay was happened due to some technical difficulties and no notice/letter was received from BSE in this regard. |
| 4       | Regulation 14 of SEBI (LODR) Regulations 2015 - Fees and other charges to be paid to the recognized stock exchange(s). | Company has not paid Annual Listing Fees and is in violation of SEBI & Exchange Regulations. Bombay Stock Exchange Suspended the | Management informed that due to some business crisis & COVID-19 pandemic, company was unable to pay the pending listing fees and other charges, however company will pay all the pending fees and charges to BSE after arrangement of fund and get it listed. |
Management further informed that company has paid part payment of listing fees.

It is observed that company has failed to submit Annual Secretarial Compliance report FY 2018-19 with BSE portal and also to update the same to company website.

During the period under review, company failed to intimate BSE about Resignation of Company Secretary/Compliance Officer from time to time.

a. Vantage Knowledge Academy Limited, the listed entity has the paid-up capital less than Rs.10 Crores and net worth less than Rs. 25 Crores and hence the compliance with the corporate governance provisions as specified in SEBI (LODRP, Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of schedule V is not applicable to the entity.

b. Vantage Knowledge Academy Limited, 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 my/our examination of those records.

c. The following are the details of actions taken against Vantage Knowledge Academy Limited, 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:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken E.g. fines, warning letter, debarment, etc.</th>
<th>Observations / Remarks of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
<td>01</td>
<td>Bombay Stock Exchange (BSE)</td>
<td>Company has not paid Annual Listing Fees and is in violation of SEBI &amp; Exchange Regulations.</td>
<td>Warning emails &amp; Notices received from BSE for nonpayment of outstanding fees. Bombay Stock Exchange Suspended the company status due to Penal reasons.</td>
<td>Management informed that due to some business crisis &amp; COVID-19 pandemic, company was unable to pay the pending listing fees and other charges, however company will pay all the pending fees and charges to BSE after arrangement of fund and get it listed.</td>
</tr>
<tr>
<td>02</td>
<td>Bombay Stock Exchange</td>
<td>Non- Compliance with Regulation 6(1) of SEBI (LODR)</td>
<td>Letter received from BSE for Non-Compliance with requirement to appoint a</td>
<td>Company official of the Company informed that the company has</td>
</tr>
</tbody>
</table>
d. The listed entity has taken the following actions to comply with the observations made in previous reports:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended 31st March 2019</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>01</td>
<td>Bombay Stock Exchange (BSE)</td>
<td>Company has not paid Annual Listing Fees and is in violation of SEBI &amp; Exchange Regulations.</td>
<td>Warning email received from BSE for nonpayment of outstanding fees.</td>
<td>Management informed that due to some business priority, company was unable to pay the listing fees and other charges, however very shortly company will pay all the pending fees and charges to BSE.</td>
</tr>
</tbody>
</table>

For Kushla Rawat & Associates
Company Secretaries
Firm Registration No: 12013MH1092100

Place: Mumbai
Date: 29/07/2020