25th July, 2020

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


Ref: Viaan Industries Limited (Scrip Code: BSE: 537524)

Dear Sir/Madam,


We request you to take the same on record.

Thanking you,

For Viaan Industries Limited

DARSHIT INDRAVADAN SHAH
Director & CFO
DIN: 06614591
To,
The Board of Directors
Viaan Industries Limited
Unit No. 702, 7th Floor,
Shalimar Morya Park Off New Link Road, Andheri West
Mumbai City -400053.


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 (LODR) Regulations, 2015 as amended read with SEBI 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 Management of the Company to maintain records, devise proper system to ensure compliance with the provision of all applicable SEBI Regulation and circular/guild lines issued there under from time to time and issue report thereon.

Our responsibility is to verify compliances by the Company with provision of all applicable SEBI Regulations and circulars/guildlines issued 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 manner which involved such examination and verification as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Santoshkumar K. Pandey
(Practicing Company Secretary)
Membership No: 8546
COP: 5484
Place: Mumbai
Date: 17/07/2020
Annual Secretarial Compliance Report
(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)
of
Viaan Industries Limited
for the financial year ended 31st March, 2020

I, Santoshkumar K. Pandey, have examined:

(a) all the documents and records made available to us and explanation provided by Viaan 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) Such other documents and filings made by the Company 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; 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 to the Company as the Company has issued Equity shares on Preferential basis to the Non-Promoters of the Company.

(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, 2019-2020 and disclosures were made to BSE Limited.

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable as No buy back of shares was made by the Company.

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable to the Company.
(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 during the year.

(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 listed any preference shares during the year.

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Applicable to the Company as the Promoters has acquired certain shares during the year, 2019-2020 and necessary disclosers were made to BSE Limited.

(i) All other regulation and circulars/guidelines issued thereunder and as applicable to the Company from time to time.

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:-Nil

<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></td>
<td>Not Applicable</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(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/our 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:

<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</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>BSE Limited</td>
<td>The Company has received the Notice under Regulation 6(1) of SEBI (LODR) Regulation, 2015 for Non – Compliance with the</td>
<td>BSE Limited has imposed a penalty of Rs. 108,560/-</td>
<td>The Company has paid the Penalty on 22nd</td>
</tr>
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</tbody>
</table>
2. **BSE Limited**

   The Company has received the notice under Regulation 6(1) of SEBI (LODR), 2015 for noncompliance with the Appointment of the Company Secretary as Compliance officer of the Company for the Quarter ended March, 2019 vide its letter dated 14th May, 2019.

   BSE Limited has imposed a penalty of Rs. 68,440/- (58,000+GST) for such Non Compliance vide its letter dated 14th May, 2019.

   The Company has paid the Penalty on 1st August, 2019 to BSE Limited.

3. **BSE Limited**

   The Company has received the notice under regulation 34 Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018 issued by SEBI with respect to noncompliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Standard Operating Procedure for suspension and revocation of trading of specified securities of listed entities.

   BSE Limited has imposed a penalty of Rs. 4,720/- (Rs. 4,000 + GST) for below mentioned Non Compliance:

   Regulation 34:

   Non-submission of the Annual Report within the period prescribed under this regulation.

   The Company has paid the penalty on 16th October, 2019 to BSE Limited.

   Further, the BSE Limited intimated the company about the fine amount of Rs. 4,720/- which was levied for non-compliance with Regulations, 2015 for year ended March 31, 2019 is being withdrawn.

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

<p>| Sr.No | Observations of the Practicing Company Secretary in previous reports | Observations made in the secretarial compliance | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the |</p>
<table>
<thead>
<tr>
<th></th>
<th>actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Insiders have yet to submit trading plan to the Company &amp; as inform by the management same will be done shortly.</td>
</tr>
<tr>
<td>2</td>
<td>Insiders have yet to submit trading plan to the Company &amp; as inform by the management same will be done shortly.</td>
</tr>
</tbody>
</table>

It is noted that due to the lock-down arising out of COVID-19 pandemic, report for the review period is issued by examining documents and records provided to us through electronic mode since physical verification was not possible.

Place: Mumbai  
Date: 17/07/2020  
Signature:  
Santoshkumar Pandey  
(Practicing Company Secretary)  
Membership No. 8546  
COP: 5484  
ICSI UDIN: A008546B000466993