



Ref. VTXL:SCY: MAY: 2023-24

Dated: 27-May-2023

BSE Limited, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI-400001. Scrip Code: 502986	The National Stock Exchange of India Ltd, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), MUMBAI-400 051 Scrip Code: VTL
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SUB: COMPLIANCE UNDER REGULATION 24(A) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Sir,

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report duly issued by M/s. Ashok K Singla & Associates, Company Secretary in Practice, for the financial year ended 31st March, 2023.

This is for your kind information and records.

Thanking You,

Yours faithfully,

FOR VARDHMAN TEXTILES LIMITED

**(SANJAY GUPTA)
COMPANY SECRETARY**



(M) : 78140 - 02345

(M) : 93572 - 03395

(R) : 0161-2553115

ASHOK K SINGLA & ASSOCIATES

COMPANY SECRETARIES

Regd. Off. : BXX-1374, Krishna Nagar, Near Gurudwara Mai Nand Kaur, Ghumar Mandi, Ludhiana - 141 001. Punjab

H.O. : 261, Aggar Nagar Enclave, Barewal Road, Ludhiana-141 012.

E-mail : asingla_cs@yahoo.co.in aksingla1000@gmail.com

Ref. No.

Date :

SECRETARIAL COMPLIANCE REPORT OF VARDHMAN TEXTILES LIMITED FOR THE YEAR ENDED 31.03.2023

To,
The Board of Directors
Vardhman Textiles Limited

We Ashok K Singla & Associates, Company Secretaries have examined:-

- all the documents and records made available to us and explanation provided by **Vardhman Textiles Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchange,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")

The specific regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable for the review period)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable for the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/ No/NA)	Observation 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	
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	Yes Yes	
3.	Maintenance and disclosures on Website:		





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	The listed entity is maintaining a functional website.	Yes	
	Timely dissemination of the documents/information under a separate section on the website.	Yes	
	Web-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	
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.	Yes	
5.	To examine details related to Subsidiaries of listed entities: a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries.	N.A. Yes	The company does not have any material 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:		

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	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (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	 Not Any
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) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/its promoters/ Directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12.	Additional Non-compliances, if any: No any additional non compliance observed		No additional

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	for all SEBI regulation/circular/guidance note etc.	Yes	non-compliance.
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(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular no.	Deviations	Actions Taken by	Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular no.	Deviations	Actions Taken by	Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

I further report that:-

In terms of SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019 SEBI had inter alia required the listed entity to amend the terms of appointment of its statutory auditors in terms of clauses 6(A) and 6(B) of the said circular. In this regard I report that the Company has re-appointed the statutory auditor of the listed entity during the review period and the terms of appointment of its existing statutory auditor includes the conditions mentioned in clauses 6(A) and 6(B) of the said circular.

for Ashok K Singla & Associates
Company Secretaries

(Ashok Singla)
FCS No.:2004
CP No.:1942



Place: Ludhiana
Date: 05.05.2023

UDIN: F002004 E000 256 434

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