



VALSON INDUSTRIES LTD.

MANUFACTURER OF ART SILK SYNTHETIC YARN

AN ISO 9001 CERTIFIED COMPANY

CIN No. : L17110MH1983PLC030117

Date: 16th May, 2023

To,
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 530459

**Sub: Annual Secretarial Compliance Report under Regulation 24A under SEBI
(LODR) Regulations, 2015**

Dear Sir,

Find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2023 issued by Mr. Punit Shah, Practicing Company Secretaries.

The same is filed under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

We request you to take the above on your records and oblige.

Thanking you,

Yours faithfully,

FOR VALSON INDUSTRIES LIMITED

S. N. Mutreja

**SURESH MUTREJA
CHAIRMAN AND MANAGING DIRECTOR**

Encl: As Above

**SECRETARIAL COMPLIANCE REPORT OF VALSON INDUSTRIES LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

I, Mr. Punit Shah, Practicing Company Secretary have examined:

- (a) All the documents and records made available to me and explanation provided by Valson 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 financial year ended 31st March, 2023 ("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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**

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(g) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**

(h) SEBI (Prohibition of Insider Trading) Regulations, 2015;

(i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars / guidelines issued thereunder;

I, hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / 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 India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.	Yes Yes	Nil Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents / information under a	Yes Yes	Nil Nil

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	<p>separate section on the website</p> <ul style="list-style-type: none">• 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	Nil
4.	<p>Disqualification of Director:</p> <ul style="list-style-type: none">• None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	The listed entity does not have any subsidiary
6.	<p>Preservation of Documents:</p> <p>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.</p>	Yes	Nil
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p>Related Party Transactions:</p> <p>The listed entity has obtained prior approval of Audit Committee for all</p>	Yes	Nil

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	<p>related party transactions; or</p> <p>The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Not Applicable	The listed entity has obtained prior approval of audit committee for all related party transactions. No transaction was subsequently approved / ratified / rejected by the Audit Committee.
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	Nil
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 except as provided under separate paragraph herein (**).</p>	Yes (No action(s) has been taken by SEBI or by Stock Exchange)	Nil
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.</p>	Yes (No additional non-compliance observed)	Nil

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing / re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Not Applicable	The statutory auditor has not resigned from the listed entity during the financial year 2022-23
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Not Applicable	The statutory auditor has not resigned from the listed entity during the financial year 2022-23
	iii. If the auditor has signed the limited review / audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Not Applicable	The statutory auditor has not resigned from the listed entity during the financial year 2022-23
2.	Other conditions relating to resignation of statutory auditor.		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: (a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the	Nil	Nil

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	<p>Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>(b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>(c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity / its material subsidiary has not provided information as required by the auditor.</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>	<p>The statutory auditor has not resigned from the listed entity during the financial year 2022-23</p> <p>The statutory auditor has not resigned from the listed entity during the financial year 2022-23</p> <p>There has been no instance where the listed entity has not provided information as required by the auditor. The listed entity does not have any subsidiaries.</p>
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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Not Applicable	The statutory auditor has not resigned from the listed entity during the financial year 2022-23. The listed entity does not have any subsidiaries.
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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)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
1.	The listed entity shall submit to the stock exchange and publish on its website a copy of the annual report sent to the shareholders alongwith the notice of the annual general meeting (AGM) not later than the day of commencement of dispatch to its shareholders.	Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	The 38 th AGM of the listed entity was scheduled to be held on 3 rd September, 2022. The annual report together with the notice of AGM was posted to the shareholders by email on 8 th August, 2022. The same was filed with BSE Limited on 10 th August, 2022.	BSE Limited	Fine imposed by BSE Limited;	The 38 th AGM of the listed entity was scheduled to be held on 3 rd September, 2022. The annual report together with the notice of AGM was posted to the shareholders by email on 8 th August, 2022. The same was filed with	Rs. 2,000 + GST	The listed entity has paid the fine imposed by BSE Limited.	The listed entity has paid the fine imposed by BSE Limited. The listed entity shall ensure to file the annual report together with the Notice of AGM with BSE Limited not later than the day of commencement of dispatch to its shareholders.	Nil

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						BSE Limited on 10 th August, 2022. There was a delay of 1 day in filing the annual report with BSE Limited				
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(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	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
1.	The listed entity is required to appoint a qualified Company Secretary as its Compliance Officer.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Non appointment of Company Secretary as Compliance Officer for the quarter ended 31 st December, 2018,	BSE Limited	Fine imposed by BSE Limited; Shares of Promoters have been frozen on account of non-payment of fine.	Non-appointment of Company Secretary as Compliance Officer for the quarter ended 31 st December, 2018.	Rs. 92,000 + 18% GST	The listed entity has appointed Ms. Neeti Alwani as Company Secretary w.e.f. 01 st March, 2021. The listed entity has not paid the fine. The listed entity has requested BSE Limited to	The listed entity had appointed Mr. Anand Dubey as Company Secretary w.e.f. 11 th June, 2019 and after his resignation, appointed	Nil

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							<p>waive the fine and de-freeze the shares of the promoters on the grounds that: The listed entity has regularized the compliance by appointing Mrs. Neeti Alwani as Company Secretary w.e.f. 01st March, 2021. Since April, 2020 till September, 2020, the listed entity had very low operations on account of COVID 19 which resulted in financial strain. The listed entity has been complying with the provisions of Companies Act, 2013 and SEBI regulations and filing all its compliances. Accordingly, the listed entity is fulfilling its</p>	<p>Ms. Khushboo Hanswal w.e.f. 03rd September, 2019. She has also resigned w.e.f. 31st December, 2019. The listed entity has appointed Mrs. Neeti Alwani as Company Secretary w.e.f. 01st March, 2021. The listed entity has requested BSE Limited to waive the fine and de-freeze the shares of the promoters on the grounds explained on column (9).</p>	
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								statutory responsibilities. BSE Limited has rejected the request of the listed entity to pay the fine. Till date the listed entity has not paid the fine.		
2.	The listed entity is required to appoint a qualified Company Secretary as its Compliance Officer.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Non appointment of Company Secretary as Compliance Officer for the quarter ended 31 st March, 2019.	BSE Limited	Fine imposed by BSE Limited; Shares of Promoters have been freezed on account of non-payment of fine.	Non-appointment of Company Secretary as Compliance Officer for the quarter ended 31 st March, 2019.	Rs. 90,000 + 18% GST	Same as above	Same as above	Nil
3.	The listed entity is required to appoint a qualified Company Secretary as its Compliance Officer.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Non appointment of Company Secretary as Compliance Officer for the quarter ended 30 th June, 2019.	BSE Limited	Fine imposed by BSE Limited; Shares of Promoters have been freezed on account of non-	Non-appointment of Company Secretary as Compliance Officer for the quarter ended 30 th June, 2019.	Rs. 71,000 + 18% GST	Same as above	Same as above	Nil

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4.	The listed entity is required to appoint a qualified Company Secretary as its Compliance Officer.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Non appointment of Company Secretary as Compliance Officer for the quarter ended 31 st December, 2020.	BSE Limited	payment of fine. Fine imposed by BSE Limited; Shares of Promoters have been frozen on account of non-payment of fine.	Non-appointment of Company Secretary as Compliance Officer for the quarter ended 31 st December, 2020.	Rs. 92,000 + 18% GST	Same as above	Same as above	Nil
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Punit Shah
Company Secretaries

Punit P Shah

Proprietor
ACS No: 20536, COP No: 7506
UDIN: A020536E000318416

Date: 16th May, 2023
Place: Mumbai

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