



VAS INFRASTRUCTURE LTD.

CIN NO : L65100MH1994PLC076538

Regd. Off. : Plot No. 757/758, Jwala Estate, Soniwadi, Near Kora Kendra, S. V. Road,
Borivali (W), Mumbai - 400 092. Tel. : 022-2899 3092 / 0841 Fax : +91-22-2899 7806
Email : cs@vasinfrastructureltd.com # Website : www.vasinfrastructureltd.com

REF.NO:VAS /BOMSTOCK/2023

May 31, 2023

The Listing Manager
Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400 001

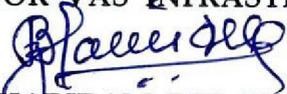
Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report under Regulation
24(A) of SEBI (LODR) Regulation 2015, for the Year ended 31.3.2023
Ref: Company No. 531574

As required. we are enclosing Annual Secretarial Compliance Report for the
year ended 31.03.2023 received from M/s. Khushal B Bajaj (Cop no 18087)
dt 30-05-2023 Practising Company Secretary as per Regulation 24(A) of SEBI
(LODR) Regulation 2015 for the year ended 31.3.2023.

Please take the same on your records.

Yours faithfully,
FOR VAS INFRASTRUCTURE LTD.


(HARIRAM BIJLANI)
COMPANY SECRETARY



enc:a/a



**SECRETARIAL COMPLIANCE REPORT OF VAS INFRASTRUCTURE
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023**

I, Khushal Bherulal Bajaj, Practicing Company Secretary, Nagpur, has examined:

- (a) all the documents and records made available to us and explanation provided by VAS INFRASTRUCTURE 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 Minutes, Policies, Committees, to make this certification,

For the 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) 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 (**during the period under review not applicable to the Company**);
- (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 (**during the period under review not applicable to the Company**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**during the period under review not applicable to the Company**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**during the period under review not applicable to the Company**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (**during the period under review not applicable to the Company**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Listed Entity)
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. (Not applicable as the Listed Entity has not delisted/propose to delist its
- (l) Equity Shares from any Stock Exchange during the financial year under review) and circulars/guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:


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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued from time to time.
- (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.
The Company is maintaining all disclosure on website from time to time.

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 /Remark's by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute or Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 And mandatorily applicable.</p>	NO	It is observed that the Company has appointed a Chartered Accountant Firm for the purpose of Secretarial Audit as per LODR 24A.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	YES	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a Functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website 	YES	


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4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.	YES	
5.	<u>Details related to Subsidiaries or listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed Entity has no Subsidiaries.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records a 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.	<u>Performance Evaluation:</u> 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	
S.	<u>Related Party Transactions:</u> (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	YES	

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	Committee		
9.	<u>Disclosure of events or information:</u> 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.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
II.	<u>Actions taken by SEBI or Stock Exchange (s), if any</u> 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 except as provided under Separate paragraph herein (**).	YES	
12.	<u>Additional Non-compliances, if any:</u> No any c. additional non-compliance observed for all SEBI Regulation /circular / guidance note etc.	NO	It is observed that the Company has appointed Chartered Accountant Firm for the purpose of Secretarial Audit.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CII/CFD/CMDV114/2019 dated 18th October, 2018:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
L	Compliances with the following conditions while appointing/re-appointing On auditor		

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	<p>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</p> <p>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</p> <p>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.</p>	N/A	There was no resignation by the Statutory Auditor in the Listed Entity, Hence not applicable.
2.	Other conditions relating to resignation or Statutory auditor		
	<p>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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 Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such</p>	N/A	

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<p>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 have 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>N/A</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:</p> <p>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 auditors</p>	<p>N/A</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.	N/A	
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*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

**I hereby report that, during the Review Period:

The following are the details of actions taken against the listed entity/its promoters/directors/material 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 there under:

Sr. No.	Action taken by	Details of violation	Details of action taken g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Securities Appellate Tribunal, Mumbai	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulation 1992)	Securities and Exchange Board of India has passed an order dated 16.03.2023 against VAS Infrastructure Limited including other Group Companies for not making disclosures under Securities and Exchange Board of India Act, 1992 and Rules and Regulations made thereunder at the time. The allotment of Equity Shares during the Financial Year 2009-2010 whereby the	The Notices for shares acquired more than 5% limit may be transferred to the Investor Protection Fund (IPF) or Sold and the proceeds thereof (for Sale of shares more than 5%) be deposited with the IPF within a period of 3 months .Further the Promoters are also debarred from accessing the Securities market and also restrained from buying selling or otherwise dealing in shares either directly or indirectly for a period of one year from the date of order .


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Sr. No.	Action taken by	Details of violation	Details of action taken g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
			shareholding of the Promoters was 5% and more. Securities and Exchange Board of India has directed the Company.	

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management or the listed entity.
2. Our responsibility is to certify based upon our examination or relevant documents and information. This is neither an audit nor an expression or opinion
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 30/05/2023
Place: Nagpur



CS Khushal Bherulal Bajaj
M No. A49466 CP 18087
PR No. 2453/2022
UDIN: A049466E000432365