

VENTURA TEXTILES LIMITED

Regd. office: 121, Midas, Sahar plaza, J.B. Nagar, Andheri (East), Mumbai- 400 059.

CIN: L21091MH1970PLC014865, website: www.venturatextiles.com

Tel No: (91-22) 2834 4453 / 4475. Email: mkt2@venturatextiles.com

Date: 31st July 2020

To,
The General Manager
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the Financial Year 2019-20

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

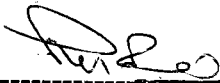
Scrip Code: 516098

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of Ventura Textiles Limited for the Financial Year 2019-20, issued by S. Anantha & Ved LLP, Company Secretaries (LLPIN:AAH – 8229).

Kindly take the same on your record.

Thanking You,

For and on Behalf of
Ventura Textiles Limited



P. M. Rao
Chairman & Managing Director
DIN: 00197973

Secretarial compliance report of Ventura Textiles Limited for the Financial Year ended March 31, 2020

{Pursuant to regulation 3(b) of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015}

We, M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai have examined:

- (a) all the documents and records made available to us and explanation provided by **Ventura Textiles Limited** having CIN L21091MH1970PLC014865 (the “**listed entity**”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity (website address: <https://www.venturatextiles.com>);
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the Financial Year ended March 31, 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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable** during the Financial Year under review);
- (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 (**Not Applicable** during the Financial Year under review);



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (*Not Applicable* during the Financial Year under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable* during the Financial Year under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (*Not Applicable* during the Financial Year under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
and circulars/ guidelines issued thereunder;

and based on the above examination, we 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:

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 19 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company is yet to appoint a Non-executive Director to comply with the requirements of Regulation 19 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- 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:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited (Stock Exchange)	Non-appointment of compliance officer under Regulation 6(1) of SEBI (LODR) Regulation ,2015	<p>1) The Company had received the letter from BSE Limited dated May 14, 2019 imposing penalty of Rs.1,06,200/- for Non-appointment of compliance officer till the quarter ended March 31, 2019; and</p> <p>2) The Company had received the letter from BSE Limited dated August 14, 2019 imposing a penalty of Rs.1,07,380/- for Non-appointment of compliance officer till the quarter ended June 30, 2019.</p>	<p>The Company had appointed Ms. Sawani Sadalage (Mrs. Sawani Karkamkar) as Company Secretary and Compliance officer of the Company w.e.f. August 29, 2019 and complied with the Regulation 6(1) of SEBI (LODR) Regulation ,2015.</p> <p>Further, the Company had also submitted a letter requesting the Stock Exchange not to levy any penalty, considering the weak financial position of the Company.</p> <p>Subsequently, no further communication received from BSE Limited in this regard.</p>



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-appointment of compliance officer under Regulation 6(1) of SEBI (LODR) Regulation ,2015	Non-appointment of compliance officer under Regulation 6(1) of SEBI (LODR) Regulation ,2015	The Company had appointed Ms. Sawani Sadalage (Mrs. Sawani Karkamkar) as Company Secretary and Compliance officer of the Company w.e.f. August 29, 2019 and complied with the Regulation 6(1) of SEBI (LODR) Regulation ,2015.	--

For S. Anantha & Ved LLP
Company Secretaries

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 SACHIN
 HUKUMCHAND
 Digitally signed by
 SHARMA SACHIN
 HUKUMCHAND
 Date: 2020.07.31
 21:44:21 +05'30'



Sachin Sharma
Designated Partner
Membership No.: A46900
CP No.: 20423
UDIN: A046900B000538512

Place: Jodhpur
Date: 31st July, 2020