

Date: 18/08/2025

To
Corporate Service Deptt.
BSE Limited Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Scrip Code: 517393

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year 2024-25 under regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/ 2019 dated 8 February 2019, we are submitting herewith the Annual Secretarial Compliance Report for the Financial Year 2024-25.

This is for your kind information and record please.

Thanking you

Your faithfully,

For Vintron Informatics Limited



Chetan Sharma
Company Secretary & Compliance Officer
M.no.: A73726

Vintron Informatics Limited

Regd. Office: 1117, 11th Floor, Hemkunt Chambers, 89, Nehru Place, New Delhi – 110019 Tel: 011-44126457,

Email: info@vintron.co.in, Web: vintroninformatic.com
GSTIN: 07AAACV1596K1ZZ, CIN: L72100DL1991PLC045276



Mahesh Gupta & Co.

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, Delhi-110092
Phone : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

SECRETARIAL COMPLIANCE REPORT OF M/s. VINTRON INFORMATICS LIMITED FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

I, **Mahesh Kumar Gupta**, have examined:

- a) all the documents and records made available to me and explanation provided by **VINTRON INFORMATICS 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 Report, for the financial year ended **31st March, 2025** (“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 (Regulations) 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
- 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 as the Company has not bought back any of its securities during the year under review.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; – **Not applicable as the Company has not granted any Options to its employees during the year under review.**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not applicable as the Company has not issued any Non-Convertible Securities during the year under review.**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

And circulars/ guidelines issued thereunder;

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: **Annexure “A”**





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| | | | |
|----|---|--------------------------|----------------------------------|
| 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 entitiesAll 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 | Not uploaded on website |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-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 No Yes | There is no updation of Website |
| 4. | Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.. | Yes | Refer point no. 17 in Annexure A |
| 5. | 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. | NA NA | There is no 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: 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 | There is no such transaction(s). |





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|-----|---|-----|---|
| 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 within the time limits prescribed thereunder. | Yes | The company has given all disclosure under the Regulation except few. |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | No | The Company has started to maintain the UPSI entry since October, 2024. |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: 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 (or) The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | Yes | Please refer Annexure – A of this report. |
| 12 | Resignation of Statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities. | No | There is no resignation of Auditor |
| 13 | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above | No | Please refer Annexure – A of this report |

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 of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.





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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.

Place: Delhi

Date: 25/07/2025

For Mahesh Gupta and Co.
Company Secretaries



Mahesh Kumar Gupta
Proprietor

FCS No.: 2870::CP No.: 1999

Peer review certificate no. 6470/2025

UDIN NO.: F002870G000860936



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ANNEXURE - A

(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/ guide lines 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 | Regulation 31(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. | Regulation 31(1) | The Company has submitted Shareholding pattern for the quarter ended 31 st March, 2025 on 19.04.2025. has also filed a revised Shareholding pattern on 06.06.2025. | | | | | | The Company has submitted originally Shareholding pattern for the quarter ended 31 st March, 2025 on 19.04.2025. Since there were some discrepancies noticed. Then, Revised Shareholding pattern submitted on 06.06.2025. | |
| 2 | Regulation 3(5) and 3(6) of SEBI(Prohibition of Insider Trading Regulations), 2015 | | During the review period , no UPSI entry has been maintained till September, 2024 | | | | | | The company has complied with concerned regulation since October, 2024. | |
| 3 | Regulation 14 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. | Regulation 14 | The Company has not paid the Stock exchange annual listing fees with within time for FY 2024-25. | | | | | | The company has paid the annual listing fees of FY 2024-25 on 15.08.2024. | |





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| | | | | | | | | | | |
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| 4 | Regulation 14 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. | Regulation 14 | The Company has not paid the Stock exchange annual listing fees with within time for FY 2025-26. | | | | | | The company has paid the annual listing fees of FY 2025-26 on 16.06.2025. | |
| 5 | Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 30 | The Company has not intimated to stock exchange about Resignation of Statutory Auditor within prescribed period under regulation 30. | | | | | | Inadvertently, The company has not intimate the stock exchange about such resignation. | |
| 6 | Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 30 | The Company has not intimated to stock exchange about proceedings of the adjourned 33rd AGM of the Company within prescribed period under regulation 30. | | | | | | The company has lapsed to intimate the stock exchange about proceedings of the adjourned 33rd AGM inadvertently. | |
| 7 | Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 30 | The Company has not intimated to stock exchange about resignations of Ms. Malvika Lalwani, Mr. Umesh Kumar Dhingra, Ms. Pallavi Lalwani, Ms. Sushmaa Ssharma and Mr. Anil Pratap Singh Parihar from their respective designation in company within the prescribed period. | | | | | | The company has lapsed to intimate the stock exchange about such resignation due to unavailability of competent officer in company. | |





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| 8 | Regulation 31(4) of the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011. | | The Promoter along with person acting in concert of every listed entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis. annual disclosure for the year ended March, 2024. | | | The company had not filed such declaration | | The declaration under the regulation 31(4) not filed with the Stock Exchange within 7 working days from the end of such financial year. | No such declaration received from promoters. | |
| 9 | Relevant Regulation and Schedule of SEBI(Prohibition of Insider Trading Regulations), 2015. | Relevant Regulation and Schedule of SEBI(Prohibition of Insider Trading Regulations), 2015 | The company has not closed the trading window for the quarter March, 2025 within prescribed period of time. | | | | | | The company has closed the trading window for the quarter March, 2025 on 02.04.2025. Delay in submission due to unavailability of competent officer in company. | |
| 10 | Regulation 17(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | 17(1) | There is no independent woman directors since 11.03.2025. | | | | | | The company is looking for suitable candidate. | |
| 11 | Regulation 17 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | Regulation 17 | The Company has no proper composition at board of directors | | | | | | Directors have resigned on 10 th and 11 th March, 2025. Hence, the committee stands dissolved. Therefore, Company is looking for suitable candidates. | |





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| Sr. No. | Compliance Requirement(Regulations/circulars/guide-lines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practising Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|---|----------------------|-------------|--|---------------------|---------|
| | | | | | Advisory/ Clarification/ Fine/Show Cause Notice/ Warning,etc. | | | | | |

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

| Sr. No. | Observations/Remarks of the Practising Company Secretary in the previous report | Observations made in the Secretarial Compliance Report for the year ended..... (The year to be mentioned) | Compliance Requirement(Regulations/ circulars/ guidelines including specific clause) | Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comment as of the PCS on the actions taken by the listed entity |
|---------|---|---|--|---|--|---|
| | | | | | | |

(c) I, hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

| Sr.No. | Particulars | Compliance Status (Yes/No/NA) | Observation s/ 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). | Yes | |



Annexure – B

| | Observations/ remarks of the Practicing Company Secretary in the previous reports and observation made in the secretarial compliance report for the year ended March 31, 2024 | Observations made in the Secretarial Compliance Report for the year ended 31.3.2025 (The year to be mentioned) | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---|---|--|--|---|---|---|
| 1 | The Promoter along with person acting in concert of every listed entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis. annual disclosure | The Promoter along with person acting in concert of every listed entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis. annual disclosure, | Regulation 31(4) of the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011. | The company had not filed such declaration | No such declaration received from promoters. | |
| 2 | During the Review Period, the Listed Entity has not maintained the prescribed database of unpublished price sensitive information. | | Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulation, 2015. | During the Review Period, the Listed Entity has not maintained the prescribed database of unpublished price sensitive information. | The non-compliance was reported to the Board of Directors of the Company and accordingly all designated persons were advised to enter details of unpublished price sensitive information and prescribed database in the necessary software already procured by the Company. | The Company has started to maintain the entries pertaining unpublished price sensitive information since October, 2024. |
| 3 | Regulation 47 of SEBI(LODR)Regulations, 2015 | | Regulation 47 | The Company has not published the notice of the board meeting held on 13 th February, 2023 in the newspapers and on its website. | | The Company assures that regulation 47 shall be complied strictly in future. In this case, publication of notice of the board meeting is not possible. |



| | Observations/ remarks of the Practicing Company Secretary in the previous reports and observation made in the secretarial compliance report for the year ended March 31, 2024 | Observations made in the Secretarial Compliance Report for the year ended 31.3.2025 (The year to be mentioned) | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---|---|--|--|---|--|---|
| 4 | The Company submitted Investor complaint after the prescribed period | | Regulation 13(3) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015. | Rs. 44,000/- Penalty imposed and paid. | Filed on 6.9.2023 and on 26 th October, 2023 respectively | |
| 5 | There is no independent woman directors during | | Regulation 17(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | Rs. 1,95,000/- Penalty imposed and paid. | Appointed | |
| 6 | There is no proper composition of Audit Committee | | Regulation 18(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | Rs. 78,000/- Penalty imposed and paid. | Proper composition is established. | |
| 7 | There is no proper composition of NRC Committee | | Regulation 19(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | Rs. 1,80,000/- Penalty imposed and paid. | Proper composition is established | |
| 8 | The Company submitted Shareholding pattern after the prescribed period | | Regulation 31(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015. | | Filed on 13.9.2023 | |
| 9 | The Company submitted Reconciliation of Share Capital Audit after the prescribed period | | Regulation 55A/76 of SEBI (Listing Obligations and Disclosures Requirement) Regulations 2015 | | Filed on 14.9.2023 | |



| | Observations/ remarks of the Practicing Company Secretary in the previous reports and observation made in the secretarial compliance report for the year ended March 31, 2024 | Observations made in the Secretarial Compliance Report for the year ended 31.3.2025 (The year to be mentioned) | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|----|---|--|--|--|--|---|
| 10 | The Company has not submitted the Certificate to Stock exchange | | Regulation 74(5) of SEBI(Depository and Participant) Regulations, 2018. | | Filed on 16.07.2025 | |
| 11 | Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. | | The promoter alongwith person acting in concert of every listed entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis. annual disclosure | The declaration under the regulation 31(4) be filed with the Stock Exchange within 7 working days from the end of such financial year. | No such declaration received from promoters | |





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|----|--|------------------|--|--|--|--|--|--|---|
| 12 | Regulation 17 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | Regulation 17 | The company has no chairperson in company. | | | | | | In accordance with the regulation 15 of SEBI (LODR) Regulation, 2015, the provisions of regulation 17 are not applicable on company during the reviewed period. |
| 13 | Regulation 18(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | Regulation 17(1) | There is no proper composition of Audit Committee being the directors resigned on 10 th and 11 th March, 2025. | | | | | | Directors have resigned on 10 th and 11 th March, 2025. Hence, the committee stands dissolved. Therefore, Company is looking for suitable candidates. |
| 14 | Regulation 19(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | 17(1) | There is no proper composition of Nomination and remuneration committee being the directors resigned on 10 th and 11 th March, 2025. | | | | | | Directors have resigned on 10 th and 11 th March, 2025. Hence, the committee stands dissolved. Therefore, Company is looking for suitable candidates. |
| 15 | Regulation 20 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 | Regulation 20 | There is no proper composition of Stakeholders Relationship Committee being the directors resigned on 10 th and 11 th March, 2025. | | | | | | Directors have resigned on 10 th and 11 th March, 2025. Hence, the committee stands dissolved. Therefore, Company is looking for suitable candidates. |





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|----|--|----------------|---|--|--|--|--|--|---|
| 16 | Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 | | One of the promoter has sold the 1,63,555 shares of company has not complied with regulation — and policy of the company. | | | | | | The company was not informed in details about such sale by promoter. |
| 17 | Section 161 of Companies Act, 2013 | | The company had appointed Mr. Zishan Somabhai Meena, Mr. Narendrasinh Jadeja, and Mrs. Kajalben Chetanbhai Vyas as additional director on 22.08.2024 and they were appointed as director in adjourned AGM held on 07.10.2024 instead of 30.09.2024. | | | | | | The Company has submitted the application for compounding the offence with Regional Director, Delhi. |
| 18 | Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 33 | The company has not submitted annual financial results within the prescribed period for the FY 2023-24 | | | | | | The Company had submitted the Annual Financial Results for FY 2023-24 on 30.06.2024. Additionally, company has also paid the fine imposed of Rs. 1,82,900. |
| 19 | Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 24A | The Company has not submitted the Secretarial Compliance Report for the FY 2023-24 within prescribed period of time. | | | | | | The company had submitted secretarial compliance report on 19.07.2024. |

