

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: 30th May, 2019

To,
The General Manager
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Dear Sir/ Madam,

Sub.: Annual Secretarial Compliance Report for Financial Year - 2018-19
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 2018-19, 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 year ended
March 31, 2019**

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

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

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

for the financial year ended March 31, 2019 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 thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015};
- 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* for the year under review);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*Not Applicable* for the year under review);

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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (*Not Applicable* for the year under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable* for the year under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (*Not Applicable* for the 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 financial year ended March 31, 2019:

- (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	Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996).	Discrepancies in Reconciliation of Share Capital Audit Report of the Company for the Quarter ended 30 th September 2018	The Company is yet to appoint the Company Secretary and Compliance Officer in terms of Regulation 6(1) of the SEBI (LODR) Regulations, 2015, hence, the membership number of the Company Secretary could not be entered in the Reconciliation of Share Capital Audit Report of the Company filed for the quarter ended 30 th September, 2018.
2	SEBI (LODR) Regulations, 2015	Regulation 19(1)(b) of SEBI (LODR) Regulations, 2015	The Company is yet to appoint a Non-executive Director to comply with the requirements of Regulation 19(1)(b) of SEBI (LODR) Regulations, 2015.

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- (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 Ltd.(Stock Exchange)	Regulation 17 (1) of SEBI (LODR) Regulations, 2015 (Non Compliance with the requirement of appointment of Woman Director)	The Company had received a letter from BSE Ltd., dated. 31 st October, 2018, imposing a penalty of Rs.5,42,800/-	The Company had appointed Mrs. Ratnakumari Girija Maganti as Woman Director w.e.f. 19 th October, 2018 and complied with the requirements of Regulation 17(1) of SEBI (LODR) Regulations, 2015. 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.
2	BSE Ltd.(Stock Exchange)	Non-appointment of Compliance Officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015.	The Company had received a letter from BSE Ltd., dated. 12 th February, 2019, imposing a penalty of Rs.1,08,560/-	As per information and explanation received from the Management, the Board of Directors / Promoters of the Company are trying very hard to appoint the Company Secretary and are hopeful to appoint a Company Secretary as earliest as possible, to comply with the requirements of SEBI (LODR) Regulations, 2015.

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(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 listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For S. Anantha & Ved LLP
Company Secretaries

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Ved Prakash
Designated Partner
ACS: 36837
CP No.: 16986
Place: Mumbai
Date: May 29, 2019

