

May 29, 2023

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai – 400 001
Scrip Code- 527007

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2023.

This is for your information and records.

Yours faithfully,

For Vaarad Ventures Limited



Leena Vikram Doshi
Managing Director
DIN: 00404404

Vaarad Ventures Limited

Reg. Office: 5, Sannidhan, Plot No. 145, Indulal D Bhuva Marg, Wadala, Mumbai 400031
CIN: L65990MH1993PLC074306 Email: cs.dept@vaaradventures.com Tel. No.: 022-35566211
Website: www.vaaradventures.com



SANIL DHAYALKAR & Co.

Company Secretary

703/A-Wing, Raunak Tower, Opp. Thane Health

Care Centre, Naupada, Thane (W)-400602

Mobile: 9820251825/email: sanil@sdac.co.in

ANNEX-A

Secretarial Compliance Report of VAARAD VENTURES LIMITED

For The Year Ended 31st March 2023

To,
The Members,
VAARAD VENTURES LIMITED
Flat No 5, Samidhan, Plot No. 145,
Indulal D Bhuva Marg, Wadala Mumbai 400031

We, M/s. Sanil Dhayalkar & Co., Practicing Company Secretaries, have examined:

- All the documents and records made available to us and explanation provided by **VAARAD VENTURES LIMITED** (The Company),
- The filings/ submissions made by the listed entity to the Stock Exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the period covering from April 01, 2022 to March 31, 2023 ('Review Period') 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; ('Listing Regulations')
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





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- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the listed entity during the Review Period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the listed entity during the Review Period)
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the listed entity during the Review Period)
- g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the listed entity during the Review Period); and
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

We 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 Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) i.e. SS-1 and SS-2 issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors / Committees, as may be applicable 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	



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3.	<p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/information under a separate section on the website.</p> <p>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.</p>	Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director of the Listed Entity are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	(a) Yes (b) Yes	
6.	<p>Preservation of Documents:</p> <p>As per the confirmations given by the listed entity, and on our test check basis, it 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 Listing Regulations.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior</p>	(a) Yes (b) NA	(a) _ (b) Please refer point



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	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 transaction was subsequently approved/ ratified/ rejected by the Audit committee.		no. 8(a)
9.	Disclosures of events or information The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any. No Actions taken against the listed entity/ its Promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operator Procedures issued by SEBI through various Circular's) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	





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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		
	<p>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>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>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>	NA	No such appointment or resignation
2	Other conditions relating to resignation of statutory auditor		
	<p>1. Reporting of concerns by Auditor with respect to the Audit Committee:</p> <p>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</p>	NA	No such resignation



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	<p>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>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>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>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 / FRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material	No	No such



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subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019.	Resignation
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*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

- The listed entity has complied with the provisions of the above Regulations and circulars guidelines issued thereunder
- The listed entity has taken the following actions to comply with the observations made in previous reports:

S r N o	Compliance Requirement Regulation / circulars/ guidelines including specific clause)	Regulation/ circulars/ No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of PCS	Management Response	Remarks





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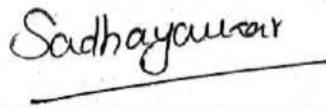
Mobile: 9820251825/email: sanil@sdac.co.in

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. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of 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.

For Sanil Dhayalkar & Co.,

Company Secretaries





Sanil Dhayalkar

Proprietor

ACS: 31036

COP: 16568

UDIN: A031036E000412846

Date: 29/05/2023

Place: Thane