

30 May 2023,

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Sub:- Annual Secretarial Compliance Report

Ref:- Compliance of Regulation 24(a) of SEBI (LODR) Regulations, 2015

Security Code: 955630, ISIN: INE743G08068

Security Code: 955723, ISIN: INE743G08050

Security Code: 960461, ISIN: INE743G08100

Dear Sir/ Madam,

Pursuant to Regulation 24(a) of SEBI (LODR) Regulations, 2015, We enclose herewith Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2023 by DSMR & Associates, Practising Company Secretaries.

For VITP Private Limited



Kotilingan Köppu
Company Secretary
(A-17903)

Annual Secretarial Compliance Report
of
VITP PRIVATE LIMITED

for the year ended 31st March 2023

{Pursuant to the SEBI Circular No. IR/CFD/GMD/27/2019/Dated.
08.02.2019}

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VITP Private Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Capella Block, 5th Floor, Plot No.17 Software Units Layout, Madhapur Hyderabad Rangareddi Telangana- 500081, India, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined-

- (a) all the documents and records made available to us and explanation provided by VITP PRIVATE LIMITED.
- (b) the filings/ submissions made by the listed entity to the BSE Limited,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2023 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 there under; 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

Pursuant to the Notification No. SEBI/LAD-NRO/GN/2015-16/013 issued by SEBI with regard to certain provisions of Chapter IV of SEBI ((Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations) 2021 shall apply to a listed entity that has listed its non-

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convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above w.e.f 07.09.2021.

The listed entity under review had its non-convertible debt securities and has triggered the above threshold limit of Rupees Five Hundred Crore during the year 2020 – 2021.

Accordingly, listed entity shall comply with the provisions of **Regulation 16 to Regulation 27** of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations) 2021 on a 'Comply or Explain' basis until March 31, 2023 and on a mandatory basis thereafter.

However, listed entity choose to comply with some of the provisions as of now which are listed as below:

Regulation	Text	Comply or Explain	Compliance from 1 st April 2023
17	Composition of Board of Directors	Explain	Yes
17A	Maximum number of directorships.	Complied	NA
18	Audit Committee	Explain	Yes
19	Nomination and remuneration committee	Explain	Yes
20	Stakeholders Relationship Committee	Explain	Yes
21	Risk Management Committee	Explain	Yes
22	Vigil mechanism	Complied	NA
23	Related Party Transactions	Explain	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	NA	Listed entity does not have any subsidiary
24A	Secretarial Audit and Secretarial Compliance Report	Explain	Yes
25	Obligations with respect to independent directors	Explain	Yes
26	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	Explain	Yes
27	Other Corporate Governance Requirements	Explain	Yes

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

The Company has not raised any capital during the reporting period; hence reporting of compliance under these regulations does not arise.

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- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the period of our audit, there were no transactions. Hence, the reporting of Compliance under these regulations does not arise.

- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

During the period of our Audit, the Company has not done any buy back of its securities. Hence, the reporting of compliance under these regulations does not arise.

- (e) The Securities and Exchange Board of India (Share Based Employee Benefit Schemes) Regulations, 2021;

Not applicable for the period under review

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

During the period of our Audit, the Company has not issued any listed Non-Convertible Securities. Hence, the reporting of compliance under these regulations does not arise.

- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Since the Company's Equity Shares are not listed on any Stock Exchange, this regulation does not apply to the Company'

- (h) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents). Regulations, 1993 regarding the Companies Act and dealing with Client.

Based on above examination, We hereby report that, during the Review Period

I (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)	Regulation/ Circular No	Deviations	Action s taken by	Type of Deviation	Fine amount	Observations/ Remarks of the Practising Company Secretaries	Management Response	Remarks
-NA-									

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

Sl. No	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Deviation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
This being the first year of the report, it is not required to report on compliance made by the listed entity with respect to observations made in previous report.									

II. 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>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>	Not Applicable	M/s. Deloitte Haskins & Sells, Chartered Accountants were appointed as Statutory Auditors of listed entity in the place of retiring Auditors – M/s. S. R. Batliboi & Associates, LLP, Chartered Accountants, who had completed their second term of five years, in the 25 th AGM held on 22 nd July, 2022.

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2	<p>Other conditions relating to resignation of statutory auditor</p> <p>I. 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 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 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 listed entity, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</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 auditor.</p>	<p>NA</p> <p>There has been no instance of resignation of Statutory Auditors</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 18th October, 2019.	NA	There has been no instance of resignation of Statutory Auditors
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III. 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 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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
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 entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	The listed entity has adopted the policies as required under the SEBI Regulations as on 31 st March, 2023. Whistle Blower policy has already been adopted in accordance with the provisions of the Companies Act, 2013.	Nil
3	Maintenance and disclosures on Website: <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 	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.	Nil

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	accurate and specific which re- directs to the relevant document(s)/ section of the website.		
4	Disqualification of Director: None of the Director(s) of listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Based on the declarations received from the Directors, none of the Directors are disqualified under section 164 of the Companies, Act 2013.	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Company doesn't not have any subsidiary.	Nil
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.	This policy has been adopted by the listed entity as on 31 st March, 2023 pursuant to the exemption given by SEBI till that date as explained under the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 above.	Nil
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/during the financial year as prescribed in SEBI Regulations.	No	Listed entity will comply with the applicable provision of Reg. 17 in the current FY as mentioned under the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 above.

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8.	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained</p>	No	Listed entity will comply with the applicable provision of Reg. 17 in the current FY as mentioned under the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 above.
9.	<p>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, 2015 within the time limits prescribed thereunder.</p>	Nil	The provisions of Regulation 30 are not applicable to the listed entity
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	As informed to us the regulations are applicable to entities which have their equity shares listed on the exchanges
11.	<p>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 except as provided under separate paragraph herein (**).</p>	N. A.	There has no action taken against the listed entity / its promoters / directors either by SEBI or Stock Exchanges

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12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	During our Audit Period No non-compliance observed for any SEBI regulation/circular/guidance note etc.
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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.

Place: Hyderabad
 Date: 30th May, 2023

For DSMR & Associates
 Company Secretaries



Ram
 C. P. No. 4239
 Proprietor

UDIN: A014939E000420773
 Peer Review Certificate No. 1252/2001