



K.P. Thomas & Co.
COMPANY SECRETARIES

Ground Floor, 50/106 2A, Sahruddaya Road,
Edappilly, Ernakulam, Kochi - 682 024
Phone : 9746274706 / 9995467377
E-mail : kptfcs@gmail.com
GSTIN : 32AANPT3871B1ZP

**SECRETARIAL COMPLIANCE REPORT OF VICTORY PAPER AND
BOARDS(INDIA)LTD FOR THE YEAR ENDED 31.03.2019**

I, **K P Thomas**, Practicing Company Secretary, Proprietor of K P Thomas & Co. have examined:

- (a) All the documents and records made available to us and explanation provided by **VICTORY PAPER AND BOARDS(INDIA)LTD(the listed entity)**
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity and
- (d) Website of the Bombay Stock Exchange and the website of the Ministry of Corporate Affairs.

for the year ended 31.03.2019 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, 2018; - Not applicable during the period 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 period under review



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;- Not applicable during the period under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable during the period 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 period under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Other regulations as applicable – The Depositories Act
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:-

| Sl.No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|-------|--|------------|---|
| NIL | NIL | NIL | NIL |

- (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. |
|---------|-----------------|----------------------|---|--|
| NA | NA | NA | NA | NA |



(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.... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|--|
| NA | Not applicable, this being the 1 st Report. | NA | NA | NA |

Place: Ernakulam

Date: 25.05.2019



Name: K P THOMAS
Company Secretary

Membership No. 2134
Certificate of Practice: 8886