



VIPPY SPINPRO LTD.

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Email: admin@vippyspinpro.com, Web : www.vippyspinpro.com

VSL/2025-26/265

21st May, 2025

To,
Department of Corporate Services,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001 IN

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2025

Scrip Code: 514302

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

Kindly take the above information on record.

Thanking you,

Yours Faithfully
For Vippy Spinpro Limited

Pulkit Maheshwari
CS, Compliance Officer & CFO

Encl: As above



SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,

Janjeer Wala Square, Indore (M.P.) -452 003

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Mob.94250-56686

E-mail : csshilpeshdalal@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019)

OF

VIPPY SPINPRO LIMITED

for the year ended 31.03.2025

CIN: L01710MP1992PLC007043

BSE Code: 514302

To,

The Board of Directors

Vippy Spinpro Limited.

**414, City Centre, 570, M. G. Road,
Indore-452001**

I Shilpesh Dalal, Practicing Company Secretary, (PCS-4235) have examined:

- (a) all the documents and records made available to me and explanation provided by Vippy Spinpro 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 certification,

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 (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 to the Company, as there was no such transaction during the Period)

(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 to the Company, as there was no such transaction during the Period)

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company, as there was no such transaction during the Period)

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; (Not applicable to the Company, as there was no such transaction during the Period)

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and Circulars/guidelines issued thereunder;

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

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:-

S r. N o.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regu lation / Circu lar No.	Deviat ions	Actio n Take n by	Type of Actio n	Det ails of Viol ation	Fine Amo unt	Observati ons/Rem arks of the Practicin g Company Secretary	Manag ement Respon se	Rem arks
Not Applicable										



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

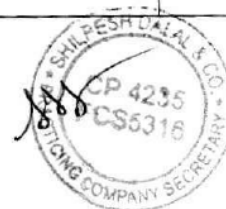
Sr . N o.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made In the secretarial compliance report for the year ended Mar 24	Compliance Requirement	Details of violation / deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The company has failed to comply with the requirements pertaining to quorum of Board meetings under Regulation 17(2A) to stock exchange accordingly the company has paid fine levied by the stock exchange	The company has failed to comply with the requirements pertaining to quorum of Board meetings under Regulation 17(2A) to stock exchange accordingly the company has paid fine levied by the stock exchange	In pursuance of SEBI(LODR) Regulation, 2015, the top 2000 listed entities, mandating the presence of one-third of the total strength of the board or three directors, whichever is higher, including at least one independent director	Company has filed waiver application against the notice with the fine of Rs. 11800/- received from stock exchange	The company has complied with the said regulation by payment of requisite Fine/Penalty	Acknowledged

(c). I 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.	<u>Secretarial Standards:</u> 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	None



2.	<u>Adoption and timely updation of the Policies:</u> <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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <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 accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	None
6.	<u>Preservation of Documents:</u> 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	None
7.	<u>Performance Evaluation:</u> 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	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	None



	(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		
9.	<u>Disclosure of events or information:</u> 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.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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	NA	None
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory audit or 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 listed entities.	NA	None
13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note, etc. except as reported above.	NA	None

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(d) We hereby confirm that, the listed entity has complied with the requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR read with the SEBI Circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities dated 31 December, 2024. **NOT APPLICABLE**



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, Shilpesh Dalal & Co
Company Secretaries


Shilpesh Dalal
Proprietor

Place: Indore

Date: 21/05/2025

FCS No.: 5316

C P No.: 4235

UDIN: F005316G000396685