



Venky's (India) Limited

Regd. & Corporate Office :
'Venkateshwara House', S.No. 114/A/2,
Pune-Sinhagad Road, Pune-411030, India.
Phone : 2425 1530 to 2425 1541
Fax : 020 - 2425 1077, 2425 1060
www.venkys.com
CIN : L01222PN1976PLC017422



28 May, 2019

Mr. K Hari
National Stock Exchange of
India Limited,
'Exchange Plaza',
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.

The General Manager, DCS-CRD
Corporate Relationship Dept.,
Bombay Stock Exchange limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Subject: - Annual Secretarial Compliance Report of Venky's (India) Limited.

Ref: - Scrip Code (i) Bombay Stock Exchange Limited (BSE) - **523261**
(ii) National Stock Exchange of India Limited (NSE) -
VENKEYS

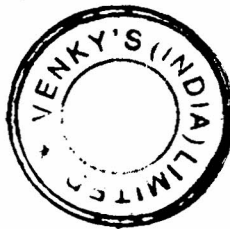
Dear Sir / Madam,

Pursuant SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing herewith Annual Secretarial Compliance Report dated 20.05.2019 for the year ended 31st March, 2019 issued by CS P. L. Shettigar, Practicing Company Secretary, Pune.

Kindly take the information on your records and acknowledge the receipt.

FOR VENKY'S (INDIA) LIMITED


ROHAN BHAGWAT
COMPANY SECRETARY



P. L. SHETTIGAR

Practicing Company Secretary

Manek Hall, Premises: Monaa Hotels Private Limited, 2, East Street, Pune-411001

E.mail: laxmanshettigar@rediffmail.com

Phone

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9422026291

SECRETARIAL COMPLIANCE REPORT OF VENKY'S (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH 2019

I, P. L. Shettigar, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by Venky's (India) Limited (the Company);
- (b) the filings / submissions made by the Company to the stock exchanges;
- (c) website of the Company; and
- (d) other relevant document / filing which has been relied upon to make this certification

for the year ended 31st March 2019 in respect of compliance with the provisions of:

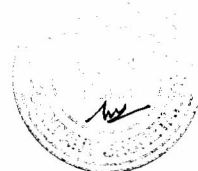
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder;
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"); and
- (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, as were relevant and applicable to the Company during the year under review, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and based on the above examination, I hereby report that, during the review period:

- (a) The Company 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.	Composition of Board as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	From 6 th December, 2018 the Composition is not as per Regulation 17 of the SEBI (LODR) Regulations.	The Company is required to have 50% Independent Directors on its Board. However, on 6 th December 2018 with the appointment of a Non Independent Director the Composition of the Board does not comply with the SEBI (LODR) Regulations, 2015 requirements. As per the explanation provided by the Company, they are in the process of identifying an Independent Director to be appointed on the Board.

- (b) The Company 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.
- (c) SEBI and / or BSE Limited and The National Stock Exchange of India Limited (where the securities of the Company are listed) have not taken any actions against the Company / its promoters / directors (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.
- (d) As this is the first Secretarial Compliance Report, the question of actions taken by the Company to comply with the observations made in previous reports does not arise.

Date : 20.05.2019
Place : Pune



Amayur
P. L. Shettigar
Practicing Company Secretary
FCS: 3816 CP:2917