

P. L. SHETTIGAR

Practicing Company Secretary

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ANNUAL SECRETARIAL COMPLIANCE REPORT OF VENKY'S (INDIA) LIMITED (CIN L01222PN1976PLC017422) FOR THE YEAR ENDED 31ST MARCH 2021 ISSUED UNDER SEBI CIRCULAR NO.CIR/CFD/CMD1/27/2019 DATED 8TH FEBRUARY, 2019 - REGULATION 24A OF SEBI (LODR) REGULATIONS, 2015

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 2021 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 24 th January, 2021 to 31 st March, 2021 the Composition was not as per Regulation 17 of the SEBI (LODR) Regulations.	The Company is required to have 50% Independent Directors on its Board. However, due to demise of one of the Independent Directors on 23 rd January, 2021 the Composition of the Board was not in compliance with the SEBI (LODR) Regulations, 2015.

- (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) The Company has taken following actions to comply with the observations made in previous report for the year ended **31.03.2020**:

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
1	Non Compliance Regulation 17 of SEBI	31.03.2020	The Company had already appointed woman independent	The Company has complied with the extant regulations on 12.11.2019 and has



(LODR) Regulations, 2015 i.e. Composition of Board for part of the year.		director on 12.11.2019 and complied with the provisions.	paid the fines levied by the exchanges.
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Note: Due to lockdown imposed by the Central / State Government on account of COVID-19 pandemic, for the purpose of issuing this report, I have relied on scan copies / electronic data of certain documents received via email from the Company. Physical Verification of the original documents could not be conducted due to the lockdown.


P. L. Shettigar
Practicing Company Secretary
FCS: 3816 CP:2917
UDIN : F003816C000344134

Date : 19-05-2021
Place : Pune

