

28th May, 2022

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, and Regulation 24 of the SEBI (LODR) Regulations, 2015 we are enclosing herewith Annual Secretarial Compliance Report dated 18th May, 2022 for the year ended 31st March, 2022 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 SECRETEARY

P. L. SHETTIGAR

Practicing Company Secretary

A-10, Aditya Nagar, Near Lokseva Hanuman Mandir, Hadapsar Gadital, Pune 411028

E.mail:

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020-26990048

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9422026291

ANNUAL SECRETARIAL COMPLIANCE REPORT OF VENKY'S (INDIA) LIMITED (CIN L01222PN1976PLC017422), HAVING ITS REGISTERED OFFICE AT "VENKATESHWARA HOUSE", S.NO.114/A/2, PUNE SINHAGAD ROAD, PUNE-411030 FOR THE YEAR ENDED 31ST MARCH 2022 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 2022 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 April, 2021 to 9 th September, 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. The Company was required to fill the casual vacancy within 3 months from the above date. However, the Independent Director was appointed by the Company on 09.09.2021 and from such date the Company is in compliance with Reg. 17 of 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 except for levy of fine for the non-compliance as mentioned in clause 'a' above details of which are as under:

Sr.No.	Action taken by	Details of Violation	Details of taken action	Observation
1	BSE and NSE	Non Compliance with Regulation 17 of SEBI (LODR) Regulations, 2015.	Fine of Rs.6,95,000/- per exchange was levied for delay in	The Company has complied with the regulations on 09.09.2021 and



		Composition of Board	complying with the composition of Board.	has paid Rs.3,45,000/- fine per exchange and has applied for waiver of fine to Esxchange for the pending amount. The decision of exchanges for waiver of fine is pending as on date of this report.
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(d) The Company has taken following actions to comply with the observations made in previous report for the year ended 31.03.2021:

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 (LODR) Regulations, 2015 i.e. Composition of Board for part of the year.	31.03.2021	The Company has appointed independent director on 09.09.2021 and complied with the provisions.	The Company has complied with the extant regulations on 09.09.2021 and has paid the fines levied by the exchanges. The Company has also applied for waiver of further fine from exchanges decision of which is pending from stock exchanges as on the date of this report.

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P. L. Shettigar
Practicing Company Secretary
FCS: 3816 CP:2917
PR Certificate No.1418/2021
UDIN : F003816D00339954

Date : 18TH MAY, 2022
Place : Pune

