

P. L. SHETTIGAR

Practicing Company Secretary

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ANNUAL SECRETARIAL COMPLIANCE REPORT OF VENKY'S (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH 2020 ISSUED UNDER SEBI CIRCULAR NO.CIR/CFD/CMD1/27/2019 DATED 8TH FEBRUARY, 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 2020 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 to 12 th November, 2019 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, on 6 th December 2018 with the appointment of a Non Independent Director the Composition of the Board was not in compliance with the SEBI (LODR) Regulations, 2015 requirements. However, on 12 th November, 2019 the Company has appointed a Woman Independent Director and is now in compliance with the extant provisions.

- (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) Following are the details of the action taken against the Company by BSE Limited and The National Stock Exchange of India Limited (where the securities of the Company are listed) (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.

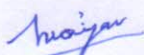
Sr.No.	Action taken by	Details of Violation	Details of taken action	Observation
1	BSE and NSE	Non Compliance with Regulation 17 of SEBI (LODR) Regulations, 2015. Composition of Board	Fine of Rs.17,05,000/- per exchange was levied for delay in complying with the composition of Board from 06.02.2018 to 12.11.2019.	The Company has complied with the regulations on 12.11.2019 and has paid the fines levied by the exchanges.



- (d) The Company has taken following actions to comply with the observations made in previous report for the year ended 31.03.2019:

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.	31.03.2019	The Company has appointed woman independent director on 12.11.2019.	The Company has complied with the extant regulations on 12.11.2019 and has paid the fines levied by the exchanges.

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 F003816B000293380

Date : 28.05.2020
Place : Pune

