



Venky's (India) Limited

Regd. & Corporate Office :
'Venkateshwara House', S.No. 114/A/2,
Pune-Sinhagad Road, Pune-411030, India.
Phone : 020 - 71251530
Fax : 020 - 2425 1077, 2425 1060
www.venkys.com
CIN : L01222PN1976PLC017422



Date: 30th May, 2023

Mr. K Hari
The 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.

Dear Sir,

Subject: - Venky's – Annual Secretarial Compliance Report

Ref: - Scrip Code (i) Bombay Stock Exchange Limited - **523261** and
(ii) National Stock Exchange of India Limited - 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 5th May, 2023 for the year ended 31st March, 2023 issued by CS P. L. Shettigar, Practicing Company Secretary, Pune.

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

Thanking You,

FOR VENKY'S (INDIA) LIMITED

**ROHAN BHAGWAT
COMPANY SECRETARY &
COMPLIANCE OFFICER**

P. L. SHETTIGAR

Practicing Company Secretary

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

E.mail: laxmanshettigar@rediffmail.com

Phone

020-26990048

Mobile

9422026291

ANNUAL SECRETARIAL COMPLIANCE REPORT OF VENKY'S (INDIA) LIMITED (CIN L01222PN1976PLC017422) FOR THE YEAR ENDED 31ST MARCH 2023 ISSUED UNDER SEBI CIRCULAR NO.CIR/CFD/CMD1/27/2019 DATED 8TH FEBRUARY, 2019 - REGULATION 24A OF SEBI (LODR) REGULATIONS, 2015

I have conducted the review of the compliance of the applicable statutory provisions by Venky's (India) Limited having CIN:L01222PN1976PLC017422(hereinafter referred as 'the listed entity'), having its Registered Office at "Venkateshwara House", S.No.114/A/2, Pune-Sinhagad Road, Pune 411030. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- all the documents and records made available to us and explanation provided by the listed entity,
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- 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 during the review 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 during the review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the review period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) (Other regulations as applicable) and circulars/ guidelines issued thereunder **(Not applicable during the review period);**

I/We 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)	Observation s/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	Nil
2	Adoption and timely updation of the Policies: <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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3	Maintenance and disclosures on Website: <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 re-directs to the relevant document(s)/ section of the website 	Yes	Nil



4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5	Details related to Subsidiaries of listed entities have been examined	Not applicable.	Not applicable.
6	Preservation of Documents: 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	Nil
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. – Not applicable	Yes	Nil
9	Disclosure of events or information: 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	Nil
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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.	Yes	Nil
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil



(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)	Regulation /Circular No.	Deviations	Action Taken By	Type of Action (Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.)	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

(b) The Listed entity has taken the actions as mentioned in Annex A to comply with the observations made in the previous reports.

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.

Date: 05.05.2023

Place: PUNE

Signature

P. L. Shettigar

Practicing Company Secretary

FCS:3816 CP:2917

UDIN : F003816E000261051


PR Certificate No.1418/2021



Annex A
Venky's (India) Limited – Annual Secretarial Compliance Report for the period ended 31.03.2023

Sr No	Compliance requirement (Regulations / circulars / guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken By	Type of Action (Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.)	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	50% of the Directors in Board of Listed Company shall be independent directors.	Reg. 17 of SEBI (LODR) Regulation s, 2015	Board Composition not as per Reg. 17 of SEBI (LODR) Regulation s, 2015	Stock Exchanges	Fine	Due to demise of one of the independent directors the Composition of Board of Directors was not as per Reg.17 of SEBI (LODR) Regulations, 2015	The Company has paid aggregate fine of Rs.10.40 Lacs to both the exchanges	Non-compliance with Reg 17 of SEBI (LODR) Regulations, 2013 was stated in the Secretarial Compliance Report for period ended 31.03.2022. The non-compliance was made good on 09.09.2021 by appointing an Independent Director.	The Company has appointed Independent Director on 09.09.2021 and thereby complied with the provisions of SEBI (LODR) Regulations, 2015.	

Date: 05.05.2023
Place: PUNE


P. L. Shettigar
 Practicing Company Secretary
 FCS:3816 CP:2917, PRC No.1418/2021
 UDIN : F003816E000261051

