

To
The General Manager,
Dept of Corp. Services,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai – 400 001

Date: May 30, 2024

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024- Reg

Ref: VELJAN DENISON LIMITED

Scrip Code: 505232

Pursuant to Reg. 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith enclosing the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024 issued by BS AND CO LLP, Hyderabad.

This is for your information and record please.

Thanking You,

Yours Truly,
For VELJAN DENISON LIMITED,

B. Narahari
Company Secretary
M. No.: A16987

BS AND CO LLP

COMPANY SECRETARIES

LLPIN: AAE-0638,

Plot Number 695, Secretariat Colony,
Manikonda, Hyderabad, Telangana - 500089
Email: mail@bscslp.com Mobile: 9848024525

To,
The Board of Directors
VELJAN DENISON LIMITED
Plot No.44, 4th Floor, Chikoti Gardens,
Begumpet, Hyderabad-500016,
Telangana, India.

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir,

We have been engaged by Veljan Denison Limited (hereinafter referred to as the "Company") bearing CIN: L29119TG1973PLC001670 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulation and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For BS AND CO LLP
(Formerly known as BS and Company Company Secretaries LLP)




D Soumya
Designated Partner
FCS No.: 11754
C P No.: 13199
UDIN: F011754F000486327
Peer Review No.: P2008AP016900

Place: Hyderabad
Date: 29/05/2024

Secretarial compliance report of Veljan Denison Limited for the year ended 31st March 2024

We, BS and CO LLP (Formerly known as BS and Company Company Secretaries LLP), Practising Company Secretaries, have examined:

- (a) all the documents and records made available to us, and explanations provided by **Veljan Denison Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2024 ("Review Period") 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; and
- (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");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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; - **NA**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **NA**
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Non - Convertible Securities) Regulations, 2021- **NA**
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **NA**;



And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in the respect of matters as specified below

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations 2015	23(9)	The company is required to file disclosures of related party transactions with the Stock Exchange within 15 days from the date of publication of its standalone and consolidated financial results. However, there was a delay in submitting the aforesaid report for the year ended 31.03.2022.	BSE	Fine	There was a delay in submitting the aforesaid report for the year ended 31.03.2022	Rs. 82,600/-	The Company delayed filing the report under 23(9) of SEBI (LODR) Regulations 2015. However the Company has filed the same and also requested to adjust against the amount laying in BSE account paid penalty earlier in the year 2020 and subsequently obtained waived off the penalty levied by the Stock Exchange.	The Company has been regular in filing the returns on time. However, for the half year ended 31st March 2022, there was a delay because of the amendment in the regulation changing the timeline from 30 days to 15 Days.	The Company has filed the report with a delay.



Additional affirmations in Annual Secretarial Compliance Report (ASCR)

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
		Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <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	None
		Yes	None
		Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	None
		Yes	None
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records</p>	Yes	None



	as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
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 as prescribed in SEBI Regulations	Yes	None
8. Related Party Transactions:	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	None
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee	NA	None
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	None
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	None
11. Actions taken by SEBI or Stock Exchange(s), if any:	No Actions 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	None
12. Additional Non-compliances, if any:	No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. No	Particular	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No such case observed during the year</p> <p>No such case observed during the year</p> <p>No such case observed during the year</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity /material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	<p>NA</p> <p>NA</p>	<p>No such case observed during the year</p> <p>No such case observed during the year</p>



	<p>c) The Audit Committee /Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p>	<p>No such case observed during the year</p> <p>No such case observed during the year</p>
<p>3.</p>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>No such case observed during the year</p>

**For BS AND CO LLP
(Formerly known as BS and Company Company Secretaries LLP)**

D Soumya

**D Soumya
Designated Partner
FCS No.: 11754
C P No.: 13199
UDIN: F011754F000486327
Peer Review No.: P2008AP016900**



**Place: Hyderabad
Date: 29/05/2024**