

May 24, 2023

To
The General Manager-Department of
Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Scrip Code: 543298

To
Manager- Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot No. C/ 1, G Block,
Bandra (East) Complex, Mumbai-400051
Scrip Code: VINEETLAB

Dear Sir/Madam,

Sub: Report under Regulation 24A (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing the Secretarial Compliance Report issued by the Practising Company Secretary for the financial year ended on March 31, 2023.

This is for your information and records.

For Vineet Laboratories Limited


Gaddam Venkata Ramana
Managing Director
DIN: 00031873





**SECRETARIAL COMPLIANCE REPORT OF VINEET LABORATORIES LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31-03-2023**

Under Regulation 24A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined:

1. all the documents and records made available to us and explanation provided by **Vineet Laboratories Limited** ("the listed entity"),
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

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

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) 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 - Not Applicable for the Review Period;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable for the Review Period;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable for the Review Period;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable for the Review Period;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars / guidelines issued thereunder;



Based on the above examination, I hereby report that, during the Review Period:

I.

(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.No.	Compliance Requirement /Circulars/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
Not Applicable										

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

S.No.	Compliance Requirement /Circulars/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	Section 149 of the Companies Act, 2013	-	Non-inclusion of	-	-	-	-	As mentioned in our report dated May 30,	The non-inclusion in	Ms.Thotakura Uma



	<p>read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Every individual, who intends to get appointed as an Independent Director in a company, shall before such appointment apply online to the Indian Institute of Corporate Affairs at Manesar for inclusion of his name in the data bank for a period of one year or five years or for his life-time, and from time to time take steps as specified in sub-rule (2) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, till he continues to hold the office of an Independent</p>		<p>the names of the Independent Directors in the data bank before their appointment as such.</p>		<p>2022: The names of both the Independent Directors - Mr.Dilip Vishnu Acharekar (DIN: 08849689) and Ms.Thotakura Uma Sangeetha (DIN: 08120320) - are still to be included in the data bank of the Indian Institute of Corporate Affairs. Both were appointed as Independent Directors on the Board of the Company effective November 16, 2020.</p>	<p>the data base was inadvertent.</p>	<p>Sangeetha resigned from the Board w.e.f June 5, 2022. Mr.Dilip Vishnu Acharekar got his name included in the data bank of the Indian Institute of Corporate Affairs on June 6, 2022.</p>
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Director in any company.									
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II. 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

Sr.No	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <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 resignation of Auditor</p> <p>No resignation of Auditor</p> <p>No resignation of Auditor</p>
2	<p>Other conditions relating to resignation of statutory auditor</p> <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 / noncooperation 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</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No resignation of Auditor</p> <p>No instance of non-availability of information / non-cooperation by the management reported to the Audit Committee.</p> <p>No resignation of Auditor</p>



	<p>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>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>	NA	No resignation of Auditor
ii.	<p>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>	NA	No instance of non-availability of information / non-cooperation by the management reported to the Audit Committee.
3.	<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>	NA	No resignation of Auditor



III. 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)	Observations /Remarks of the Practicing Company Secretary
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2	<u>Adoption and timely update of the Policies:</u> <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 & updated on time as per the regulations / circulars / guidelines issued by SEBI 	Yes	
3	<u>Maintenance and disclosures on Website:</u> <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	
4	<u>Disqualification of Director:</u> 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	
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	No subsidiaries to the Listed Entity
6	<u>Preservation of Documents:</u> 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	Yes	



	under SEBI LODR Regulations, 2015.		
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during financial year as prescribed in SEBI Regulations	Yes	
8	<u>Related Party Transactions:</u> (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.	Yes NA	Prior approval obtained from Audit Committee
9	<u>Disclosure of events or information:</u> 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	
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 except as provided under separate paragraph herein	Yes	
12	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	NA	No additional non-compliance observed for any SEBI regulation / circular / guidance note etc



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 report 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.

Place: Hyderabad
Date : 24-05-2023

For P S Rao & Associates
Company Secretaries



P S Rao
Practising Company Secretary
M.No:F10322,C P No: 3829
UDIN: F010322E000365699
P R.No:P2001TL078000