

# JMJA & Associates LLP

Company Secretaries & Corporate Counsellors

## Secretarial Compliance Report of Veritas (India) Limited for the year ended March 31, 2019

We, JMJA & Associates LLP, have examined:

(a) all the documents and records made available to us and explanation provided by **Veritas (India) Limited (CIN:L23209MH1985PLC035702)** ("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 March 31, 2019 ("During the Period under review") 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable during the period under review);**
- e. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable during the period under review);**
- f. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable during the period under review);**
- g. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable during the period under review);**
- h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable during the period under review);**



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and circulars/ guidelines issued thereunder; 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 respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Late submission of the Annual Financial Results for the year ended on March 31, 2018	The Company has paid the penalty to the Bombay Stock Exchange Limited for the delay in time. Further, this is a first non-compliance of the Regulation 33 due to implementation of IND-AS and transition of the Company's accounts from Non-IND AS to IND AS.

- b. the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- c. the following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (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 action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Bombay Stock Exchange Limited	The results required to be submitted as per SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 are not submitted in prescribed time	The Company has paid Rs. 70,200 towards penalty post TDS to BSE.	The delay in submission of the Financial Results for the year ended March 31, 2018 was due to transition of IND- AS.



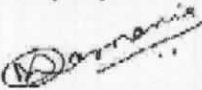
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		with the Exchange and the Exchange has levied penalty		
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- d. the listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2018 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For JMJA & Associates LLP  
Company Secretaries in Practise



CS Mansi Damanika  
Designated Partner  
Membership No.: F7471008120



Place: Mumbai  
Date: May 29, 2019