

VRL/SEC/EXCHANGE

13.05.2024

National Stock Exchange of India Ltd. 5 th Floor, Exchange Plaza Bandra (E), Mumbai- 400 051 Script Code: VENUSREM	BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai Script Code: 526953
---	--

Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

With Reference to the above- mentioned subject, we are attaching herewith Annual Secretarial Compliance Report for the year ended 31st March 2024 given by M/s. P. Chadha and Associates, Company Secretaries, in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Kindly take the above on your record.

Thanking you.

**Yours faithfully,
for Venus Remedies Limited**


Neha
(Company Secretary)

VENUS REMEDIES LIMITED

Corporate Office :

51-52, Industrial Area, Phase- I, Panchkula (Hry.)
134113, India

Regd. Office :

SCO 857, Cabin No. 10, 2nd Floor, NAC, Manimajra,
Chandigarh (U.T.) 160101, India

Website : www.venusremedies.com

www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC009705

Unit-I :

51-52, Industrial Area, Phase-I, Panchkula (Hry.) 134113, India
Tel. : +91-172-2933090, 2933094, Fax : +91-172-2565566

Unit-II :

Hill Top Industrial Estate, Jharmajri EPIP, Phase-I, (Extn.),
Bhatoli Kalan, Baddi (H.P.) 173205, India
Tel. : +91-1792-242100, 242101

Unit-V :

VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368,
Werne, Germany





PRINCE CHADHA
B.COM., C.S.

P. Chadha & Associates
House No. 48, Sector 41-A
Chandigarh – 160036

(M) 75086-35880, e-mail : prince.chadha88@gmail.com

Secretarial compliance report of Venus Remedies Limited for the year ended March 31, 2024

[Pursuant to Regulation 24A of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I/we, **Prince Chadha, Proprietor of P. Chadha & Associates, Company Secretaries** have examined:

- a) all the documents and records made available to us and explanation provided by Venus Remedies Limited (“the Listed entity”) having Corporate Identification Number (CIN) L24232CH1989PLC009705 and registered office at SCO-857,2nd Floor, Cabin No. 2, NAC, Manimajara, Chandigarh-160101.
- b) the filings/ submissions made by the listed entity to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).
- c) website of the listed entity i.e. www.venusremedies.com,
- d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, **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 (“LODR Regulations”);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
[To the extent applicable]
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
[To the extent applicable]
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
[N.A. to Listed entity during the year under review]
- e) *Securities and Exchange Board of India* (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
[N.A. to Listed entity during the year under review]

- f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
[N.A. to Listed entity during the year under review]
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
[To the extent applicable]
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
[N.A. to Listed entity during the year under review]
- j) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, I/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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary (PCS)	Management Response	Remarks
1	33	Regulation 33, SEBI (LODR) 2015	The Company has received a mail & notice dated 14 th December 2023 from NSE for non compliance	NSE	Clarification & Fine	Refer Note - I	Rs. 65000	Refer Note - I	Refer Note - I	-
2	33	Regulation 33, SEBI (LODR) 2015	The Company has received a mail and notice dated 14 th December 2023 from BSE Ltd for non compliance	BSE	Clarification & Fine	Refer Note - II	Rs. 50000	Refer Note - II	Refer Note - II	-

Refer Note - I

Detail of violation : During the scanning process, one page of the standalone P&L statement was skipped, leading to non-compliance with regulation 33 of SEBI (LODR) 2015.

Observations/ Remarks of the Practicing Company Secretary: The company submitted its complete financial results through XBRL within the required timeframe to the NSE, fulfilling its regulatory obligations. However, during the scanning process, one page of the standalone P&L statement was skipped, resulting in a violation under regulation 33 of SEBI (LODR) 2015.

Management Response: The management acknowledges that during the scanning of documents, one page of the standalone P&L statement was inadvertently skipped, leading the stock exchanges to consider it a violation under regulation 33 of SEBI (LODR) 2015 and impose a fine of Rs. 65,000 by NSE. However, the company had submitted complete results through XBRL within the stipulated time to NSE. The company has applied for a waiver of the fine for the same.

Refer Note - II

Detail of violation : During the scanning process, one page of the standalone P&L statement was skipped, leading to non-compliance with regulation 33 of SEBI (LODR) 2015.

Observations/ Remarks of the Practicing Company Secretary: The company submitted its complete financial results through XBRL within the required timeframe to the BSE, fulfilling its regulatory obligations. However, during the scanning process, one page of the standalone P&L statement was skipped, resulting in a violation under regulation 33 of SEBI (LODR) 2015.

Management Response: The management acknowledges that during the scanning of documents, one page of the standalone P&L statement was inadvertently skipped, leading the stock exchanges to consider it a violation under regulation 33 of SEBI (LODR) 2015 and impose a fine of Rs. 50,000 by BSE. However, the company had submitted complete results through XBRL within the stipulated time to BSE. The company has applied for a waiver of the fine for the same.

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA						

I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/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 of India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable	Yes	--
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	--
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 redirects to the relevant document(s)/section of the website. 	Yes	--
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	--
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries. 	Yes	--
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	Yes	--

	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/during the financial year as prescribed in SEBI Regulations.	Yes	--
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (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.	Yes NA	Prior approvals were taken by the company.
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	--
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	--
11.	Actions taken by SEBI or Stock Exchange(s), if any: The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	The company inadvertently omitted one page of the standalone P&L statement during document scanning. Consequently, the stock exchanges deemed it a violation under regulation 33 of SEBI (LODR) 2015 and imposed fines of Rs. 50,000 by BSE and Rs. 65,000 by NSE. However, the company had timely submitted complete results through XBRL to both NSE and BSE. The company has applied for a waiver of the fines from both

			exchanges.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	No resignation of statutory auditors during the period under review.
13.	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.

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 account of the listed entity.**
- 4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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:13.05.2024
Place: Chandigarh

For P. Chadha & Associates
Company Secretaries

PRINCE
CHADHA

Prince Chadha
(Prop.)

M. No.: 32856

C.P. No.: 12409

Peer Review Certificate No. 1671/2022

UDIN : A032856F000358051