



Veejay Lakshmi Engineering Works Limited

Secy.2024

May. 29, 2024

The Listing Department,
B S E Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
MUMBAI – 400 001

Dear Sirs

Security Code : 522267

Sub : Reg.24A of SEBI (LODR) Regulations, 2015 – Secretarial Compliance Report for 2023-24

We are enclosing herewith the Secretarial Compliance Report of the Company for the year ended 31st March 2024 dated May 22, 2024, issued by practicing Company Secretary **Arumugam Sakthi, M.No.A41954, CP:20320** for your records.

Please take the same on record.

Thanking you

Yours faithfully

For VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

V.K. Swaminathan
Company Secretary

Encl: As above

Secretarial Compliance Report
of
Veejay Lakshmi Engineering Works Limited for the year ended 31st March,
2024.

We have examined:

- (a) all the documents and records made available to us and explanation provided by Veejay Lakshmi Engineering Works Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited ("the stock exchange"),
- (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 31.03.2024 ("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 - Not applicable as the company has not issued any kind of securities during the period under review.
- (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 as the Company has not bought back any of its securities during the year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable as the company has not issued any kind of securities during the period under review;

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the company has not issued any debt securities during the year under review.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable as the company has not issued any Non-Convertible Securities during the year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder;

and based on the above examination, 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 by the Practicing Company Secretary
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	Nil
2	Adoption and timely updation of the Policies: i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. ii. All the policies are in conformity with SEBI Regulations and has been	Yes	Nil



	reviewed & timely updated as per the regulations / circulars/guidelines issued by SEBI.		
3	<p>Maintenance and disclosures on Website:</p> <p>i. The Company is maintaining a functional website.</p> <p>ii. Timely dissemination of the documents/ information under a separate section on the website.</p> <p>iii. 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.</p>	Yes	Based on the representation received from the management, it is noted that the documents/information has been disseminated in a timely manner
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5	<p>Details related to Subsidiaries of listed entities have been examined wrt:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Not applicable	The Company does not have any material subsidiaries



6	Preservation of Documents: The Company 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 Company 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	Nil
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (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.	(a) Yes (b) Not Applicable	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.	No	The company has not intimated the Advertisement matter of Financial Results for quarters ended March 2023, June 2023, September 2023 and December 2023 separately, but the detailed Financial

			results were filed in PDF form on same day of approval by the Board of Directors.
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 Actions 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.	No	A fine of Rs.35400/- (incl. of GST) was imposed on the Company by BSE filing under Reg.23(9) towards delayed submission beyond the stipulated time line.
12	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc	No	Refer Annexure A



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. 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>	NA	Auditor has not resigned and hence not applicable.
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>	NA	



<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>No concerns were reported.</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>No concerns were reported.</p>
<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from</p>	<p>No situation arose for such deliberations.</p>



	<p>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: 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>The company has provided the information required by the Auditor and hence no necessity of such disclaimer in the Audit report.</p>
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	<p>Not required to obtain such information.</p>

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



(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
NONE										

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.

Place: Coimbatore
Date: 22.05.2024



For JMACS ASSOCIATES
A. Sakthi
Arumugam Sakthi
Company Secretary in Practice
M No: A 41954 CP: 20320
UDIN: A041954F000423271
Peer review Cert No: 1166/2021

Annexure A

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 30 (6) of SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Schedule III Part A Para A Clause 12 of disclosures of events or information, intimation to Stock Exchange about the issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.	Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Schedule III Part A Para A Clause 12	The newspaper advertisements published by the listed entity in respect of the financial results for the quarters ended 31 st March 2023, 30 th June 2023, 30 th September 2023 and 31 st December 2023 were not intimated the stock exchanges.	-	-	-	-	The company has not intimated the Advertisement matter of Financial Results for quarters ended March 2023, June 2023, September 2023 and December 2023 separately, but the detailed Financial results were filed in PDF form on same day of approval by the Board of Directors.	The management assured that the entire results including the Advertisement page will be submitted to the BSE in PDF within the timeline in future.	Nil



2.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements), 2015 mandates that the listed entity shall make half-yearly disclosures of related party transactions on a consolidated basis for every six months on date of publication of its standalone and consolidated financial results with effect from 1 st April 2023.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements), 2015	The disclosure of related party transactions for the half year ended 30 th September 2023 was not submitted by the listed entity on date of publication of its standalone and consolidated financial results.	BSE Limited	Fine	The disclosure of related party transactions for the half year ended 30 th September 2023 in respect of the unaudited financial results declared on 09 th November 2023 was submitted by the listed entity on 15 th November 2023, which is not within the time stipulated under the regulations.	Rs. 35,400/- by BSE Limited	A fine of Rs.35400/- (incl. of GST) was imposed on the Company by BSE filing under Reg.23(9) towards delayed submission beyond the stipulated time line.	The management assured the delayed submission will be avoided in future.	Nil
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3. Regulation 74(5) of SEBI (Depositories & Participants) Regulations, 2018.	SEBI (Depositories & Participants) Regulations, 2018.	-	-	-	-	-	-	The company has not submitted the confirmation certificate under regulation 74(5) of SEBI (Depositories & Participants) Regulations, 2018, received from the RTA M/s. Link Intime India Private Limited for the quarters ended 31.3.2023, 30.06.2023, 30.09.2023 and 31.12.2023 to the stock exchange.	In the absence of specific stipulation of timeline for submission of the certificate in the Regulation 74, the submission had escaped. Shall submit same from now onwards.	Nil
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