



VRL/SEC/EXCHANGE

12.05.2022

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
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Sub.: Submission of Secretarial Compliance report under Regulation 24A of SEBI (LODR) Regulations, 2015

Dear Sir/ Madam,

Enclosing herewith Annual Secretarial Compliance Report of the Company for the year ended on 31st March, 2022 as required under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Thanking you.

**Yours faithfully,
for VENUS REMEDIES LIMITED**

**Neha Arora
(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. : +91-172-3933094, 3933090, 2565577, Fax : +91-172-2565566

Unit-II :
Hill Top Industrial Estate, Jharmajri EPIP, Phase-I, (Extn.),
Bhatoli Kalan, Baddi (H.P.) 173205, India
Tel. : +91-1795-302100, 302101, 302107, Fax : +91-1795-271272

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



Prince Chadha
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P. Chadha & Associates
Company Secretaries
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Secretarial compliance report of Venus Remedies Limited for the year ended March 31, 2022

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

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, **2022** ("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 (Issue of Sweat Equity) Regulations, 2002 (stand repealed w.e.f. August 13, 2021), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (stand repealed w.e.f. August 13, 2021) and 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 Debt Securities) Regulations, 2008 (stand repealed w.e.f. August 09, 2021);*

[N.A. to Listed entity during the year under review]

- g) *Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (stand repealed w.e.f. August 09, 2021);*

[N.A. to Listed entity during the year under review]

- h) *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]

- i) *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;*
j) *Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;*

[To the extent applicable]

- k) *Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (stand repealed w.e.f. June 10, 2021) and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;*

[N.A. to Listed entity during the year under review]

- l)**N.A.**.....(other regulations as applicable)
and circulars/ guidelines issued thereunder;

and based on the above examination, I 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	Deviations	Observations/ Remarks of the Practicing Company Secretary





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	clause)		
1.	N.A.	N.A.	N.A.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my 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
	N.A.	N.A.	N.A.	N.A.

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

Sr. No	Observations of the Practicing Listed entity Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (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
1.	Delay in submitting financial results for the quarter and year ended on 31 st March 2020 to NSE & BSE	The observation has been made in the Annual Compliance Certificate dated May 22, 2021, of financial year 2020-21.	Financial Results for the quarter and year ended on March 31, 2020, was submitted on August 21, 2020.	The Listed entity has already complied the provisions and no further action is required to be taken by the Listed entity.





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			Company has made the default good and paid requisite fine to BSE and NSE.	The full amount of fine has been waived by BSE. Our opinion is not modified in respect of this matter.
	Delay in submitting disclosures of related party transactions on a consolidated basis to NSE & BSE.	The observation has been made in the Annual Compliance Certificate dated May 22, 2021, of financial year 2020-21.	Disclosures of related party transactions on a consolidated basis was submitted on 8 th January 2021.	The Listed entity has already complied the provisions and no further action is required to be taken by the Listed entity. The full amount of fine has been waived by NSE. Our opinion is not modified in respect of this matter.

- (Note: 1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.
E. g. In the report for the year ended 31st March, 2021, the PCS shall provide a list of:





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- ~~all the observations in the report for the year ended 31st March, 2021 along with the actions taken by the listed entity on those observations.~~
 - ~~the observations in the reports pertaining to the year ended 31st March, 2021 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)~~
- e) I, further, report that there was no event of appointment/ re-appointment/ resignation of Statutory Auditor of the Listed entity during the review period and the Listed entity has modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 10.05.2022

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 : A032856D000298761