



VRL/SEC/EXCHANGE

25.05.2021

<b>National Stock Exchange of India Ltd.</b> 5 <sup>th</sup> Floor, Exchange Plaza Bandra (E), Mumbai- 400 051 Script Code: VENUSREM	<b>Dept. of Corporate Services</b> The Stock Exchange, Mumbai 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street Mumbai Script Code: 526953
--	--

**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 31st March, 2021 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](http://www.venusremedies.com)

[www.vmrindia.com](http://www.vmrindia.com)

email : [info@venusremedies.com](mailto: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**  
**B.COM., C.S.**

**P. Chadha & Associates**  
**House No. 48, Sector 41-A**

**Chandigarh – 160036**

---

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

**Secretarial compliance report of Venus Remedies Limited for  
the year ended March 31, 2021**

**[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:**

- 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, C. No. 10 NAC MANIMAJRA CHANDIGARH CH 160101 IN
- the filings/ submissions made by the listed entity to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"),
- website of the listed entity i.e. [www.venusremedies.com](http://www.venusremedies.com),
- other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, **2021**("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations");
- Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018;

- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

**[N.A. to Company during the year under review]**

- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

**[N.A. to Company during the year under review]**

- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

**[N.A. to Company during the year under review]**

- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

**[N.A. to Company during the year under review]**

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

**[To the extent applicable]**

- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

**[N.A. to Company during the year under review]**

- .....N.A.....(other regulations as applicable)

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- 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 Practising Company Secretary

01.	As per Regulation 33 of LODR Regulations, the Financial Results for the quarter and year ended on March 31, 2020 has to be submitted by the Company to the BSE and NSE by May 30, 2020. However, the said due date had been extended to July 31, 2020 as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020.	Delay in submission of Financial Results for the quarter and year ended on March 31, 2020 which was submitted on August 21, 2020	<ul style="list-style-type: none"> <li>• The Company has made the default good and paid requisite fine to BSE and NSE as per SEBI Circular dated January 22, 2020.</li> <li>• Company submitted the reason for delay in submitting financial results to BSE &amp;NSE through letter dated 28<sup>th</sup> July, 2020 stating that "Due to the severe impact of COVID-19 pandemic in both India and Germany, the Company has been operating with minimal accounting staff across all its offices in both India and Germany, and this has led to a delay in collating the requisite information to finalize the consolidated results."</li> </ul>
02.	As per the regulation 23(9) of SEBI (LODR) Regulations, 2015, the listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis.	Company submitted disclosures of related party transactions on a consolidated basis on 8 <sup>th</sup> January, 2021 causing a delay of 32 days.	<ul style="list-style-type: none"> <li>• The Company has made the default good and paid requisite fine to BSE and NSE as per SEBI Circular dated January 22, 2020.</li> <li>• Due to severe impact of Covid 19 pandemic resulting in minimal working staff caused delay in compliance.</li> </ul>

- The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- 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 Practising Company Secretary, if any
01	BSE and NSE	Delay in submitting Financial results for the quarter and year ended on 31 <sup>st</sup> March 2020.	BSE &NSE each levied fine of Rs.95000 plus 18% GST for delay in submission of Financial results for the quarter and year ended on 31 <sup>st</sup> March 2020.	Financial Results for the quarter and year ended on March 31, 2020 was submitted on August 21, 2020.  Company has made the default good and paid requisite fine to BSE and NSE
02	BSE and NSE	Delay in submitting disclosures of related party transactions on a consolidated basis.	BSE &NSE each levied fine of Rs.160000 plus 18% GST for delay in submitting disclosures of related party transactions on a consolidated basis.	Disclosures of related party transactions on a consolidated basis was submitted on 8 <sup>th</sup> January, 2021.  Company has made the default good and paid requisite fine to BSE and NSE

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

Sr. No	Observations of the Practising Company 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 Practising Company Secretary on the actions taken by the listed entity
<b>There was no observation made in previous report</b>				

\*Disclaimer Note: During this challenging time of COVID 19 outbreak this report has been undertaken to the best of my capability based on of e verification of scans, soft copies , information, confirmations, records and documents made available to us by the management.

**Date : 22.05.2021**  
**Place: Chandigarh**

**For P. Chadha & Associates**  
**Company Secretaries**

PRINCE  
CHADHA

Digitally signed by  
PRINCE CHADHA  
Date: 2021.05.22 21:29:21  
+05'30'

**Prince Chadha**  
**(Prop.)**

**MNo.: 32856**  
**C.P. No.: 12409**

UDIN :A032856C000359127