



CHAKRAVARTHY & ASSOCIATES

Company Secretaries

CS N Phani Chakravarthy

ACS, M.Com., B.Com (Comp.)

Practicing Company Secretary

Reg. Off : Plot No. 256, Employees Colony,
Yapral, Secunderabad-500 087

SECRETARIAL COMPLIANCE REPORT OF VELJAN DENISON LIMITED FOR THE YEAR ENDED 31.03.2025

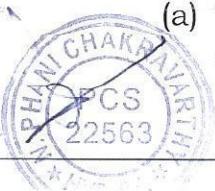
We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by VELJAN DENISON LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at Plot No. 44, 4th Floor, HCL Towers, Chikoti Gardens, Begumpet, Hyderabad, Telangana, 500016, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon. Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Nadupalli Phani Chakravarthy, Practicing Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by VELJAN DENISON LIMITED ("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 report,

For the year ended 31st March, 2025 ("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



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(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;
- (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 for the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; **Not Applicable for the review period.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;**Not Applicable for the review period.**
- (i) The Securities and Exchange Board of India (Depositaries and Participants) Regulations, 2018 to the extent applicable.
- (j) SEBI Circular - **CIR/CFD/CMD1/114/2019** (Resignation of statutory auditors from listed entities and their material subsidiaries) -**Not Applicable for the review period.**

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 there under wherever applicable, except in respect of matters specified below:

S. No	1	2	3
Compliance Requirement (Regulations / circulars / guidelines Including specific clause)	Listed entities shall make an application for listing approval to the stock exchange/s within 20 days from the date of allotment of shares	Listed entities shall make an application for trading approval to the stock exchange/s within 7 working days from the date of grant of listing approval by the stock exchange/s	As per Regulation 295(1) of the SEBI (ICDR) Regulations, 2018, the bonus issue shall be completed within two months from the date of the Board meeting's approval.
Regulation/ Circular No.	SEBI/HO/CFD/DIL 2/CIR/P/2019/94 dated August 19, 2019	SEBI circular no. SEBI/HO/CFD/D IL2/CIR/P/2019/ 94 dated August 19, 2019	SEBI circular SEBI/HO/CFD/Po D- 2/P/CIR/2023/00 094 dated June 21, 2023
Deviations	Delay in filing	Delay in filing	Delay in filing
Action Taken by	BSE Limited	BSE Limited	BSE Limited
Type of Action	Fine imposed	Fine imposed	Fine imposed
Details of Violation	Late submission	Late submission	Late submission
Fine Amount	Rs.4,40,000/- plus GST	Rs.4,00,000/- plus GST	Rs.38,80,000/- plus GST
Observations/ Remarks of the Practicing Company Secretary	The listed entity did not file the listing application within 20 days from the date of allotment of shares.	The listed entity did not file the application for trading approval within 7 working days from the date of grant of listing approval by the stock exchange(s)	The listed entity did not Complete the bonus issue within 2 months form the Board meeting approval.
Management Response	The fines for the aforesaid regulation have been paid by the Company. We	The fines for the aforesaid regulation have been paid by the	The fines for the aforesaid regulation have been paid by the Company. We



	will ensure compliance in the future	Company. We will ensure compliance in the future	will ensure compliance in the future
Re- marks			

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

S. No	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the Secretarial compliance report for the year ended 31.03.2025	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
NIL						

C. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIRJCF0/CM01 /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 audit or 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	No instance of resignation during the review period.
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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> <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>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with</p>	NA	No such instances were reported by the Auditor during the review period.



	<p>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>c. The Audit Committee/ Board of Directors, as the case may be, deliberated on the matter on receipt of such information from 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:</p> <p>d. 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>		
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>No instance of resignation during the review period.</p> <p>The listed entity does not have a material Subsidiary.</p>

D. I 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 PCS*



1.	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p>Adoption and timely updation of the Policies:</p> <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	Nil
3.	<p>Maintenance and disclosures on Website:</p> <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 re- directs to the relevant document(s) / section of the website 	Yes	Nil
4.	<p>Disqualification of Director: None of the Director(s) of the Company is/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 w.r.t.:</p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	The listed Entity does not have any Subsidiaries.
6.	<p>Preservation of Documents:</p> <p>The listed entity 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.</p>	Yes	Nil
7.	<p>Performance Evaluation:</p> <p>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.</p>	Yes	Nil
8.	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>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.</p>	Yes NA	Nil
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	Nil



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 action(s) 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.	Yes	Nil
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries:	Yes	Nil
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	Nil

I further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46 (2) (za) of the LODR Regulations. - NA

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. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I 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.

M/S. CHAKRAVARTHY & ASSOCIATES

Company Secretaries



NADUPALLI PHANI CHAKRAVARTHY

Practicing Company Secretary

Place: Hyderabad

Date: 28.05.2025

UDIN: A032380G000471126 M. No. A32380; C.P.No. 22563
Peer Review Certificate No. 6621/2025