

**Secretarial compliance report of M/s. CELESTIAL BIOLABS LIMITED  
for the financial year ended 31.03.2024  
(Regulation 24A of SEBI LODR, Regulations, 2015)**

We GMVDR & Associates have examined:

- all the documents and records made available to us and explanation provided by M/s. CELESTIAL BIOLABS LIMITED ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- 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:

- 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;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Period)**
- 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; **(Not applicable to the Company during the Period)**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Period)**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Period)**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;  
and circulars/ guidelines issued thereunder;



and based on the above examination, 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 Practicing Company Secretary	Management Response	Remarks
1	Non-compliance with Regulation.33(3)(a) of the SEBI (LODR) Regulations, 2015 - Submission of Financial results	Reg.33 (3)(a)	The Company has not submitted the Financial results for the quarter ended 31.03.2023, 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	Nil	The Company has not submitted the Financial results for the quarter ended 31.03.2023, 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	The Company has submitted the Financial results for the quarter ended 31.03.2023, 30.06.2023, 30.09.2023 & 31.12.2023 after the prescribed due dates	Self explanatory	See Note
2	Non-compliance with Regulation.27(2) of the SEBI (LODR) Regulations, 2015 - Submission of Corporate Governance	Reg. 27(2)	The Company has not submitted the Corporate Governance report for the quarter ended 30.09.2023 & 31.12.2023 within the due dates.	Nil	Nil	The Company has not submitted the Corporate Governance report for the quarter ended 30.09.2023 & 31.12.2023 within the due dates.	Nil	The Company has submitted the Corporate Governance report for the quarter ended 30.09.2023 & 31.12.2023 after the prescribed due dates	Self explanatory	See Note
3	Non-compliance with Regulation.31 of the SEBI (LODR) Regulations, 2015 - Submission of Shareholding pattern	Reg. 31	The Company has not submitted the shareholding pattern for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	Nil	The Company has not submitted the shareholding pattern for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	The Company has submitted the shareholding pattern for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 after the prescribed due dates	Self explanatory	See Note
4	Non-compliance with Regulation.13(3) of the SEBI (LODR) Regulations, 2015 - Statement of investor complaints	Reg. 13(3)	The Company has not submitted the Statement of investor complaints for the quarter ended 30.09.2023 & 31.12.2023 within the due dates.	Nil	Nil	The Company has not submitted the Statement of investor complaints for the quarter ended 30.09.2023 & 31.12.2023 within the due dates.	Nil	The Company has submitted the Statement of investor complaints for the quarter ended 30.09.2023 & 31.12.2023 after the prescribed due dates	Self explanatory	See Note



5	Non-compliance with Regulation.55A of the SEBI (DP) Regulations, 2018 - Reconciliation of share Capital Audit	Reg. 55A	The Company has not submitted the Reconciliation of share Capital Audit Report for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	Nil	The Company has not submitted the Reconciliation of share Capital Audit Report for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	The Company has submitted the Reconciliation of share Capital Audit Report for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 after the prescribed due dates	Self explanatory	See Note
6	Non-compliance with Regulation.74(5) of the SEBI (DP) Regulations, 2018 - Certificate under Regulation 74(5)	Reg. 74(5)	The Company has not submitted the Certificate under Regulation 74(5) for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	Nil	The Company has not submitted the Certificate under Regulation 74(5) for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 within the due dates.	Nil	The Company has submitted the Certificate under Regulation 74(5) for the quarter ended 30.06.2023, 30.09.2023 & 31.12.2023 after the prescribed due dates	Self explanatory	See Note
7	Non-compliance with Regulation.24A of the SEBI (LODR) Regulations, 2015 - Secretarial compliance report	Reg. 24A	The Company has not submitted the Secretarial Compliance report for the year ended 31.03.2023 within the due date.	Nil	Nil	The Company has not submitted the Secretarial Compliance report for the year ended 31.03.2023 within the due date.	Nil	The Company has submitted the Secretarial Compliance report for the year ended 31.03.2023 after the prescribed due date	Self explanatory	See Note
8	Non-compliance under Regulation 47 of the SEBI (LODR) Regulations, 2015 - Publication of financial results in the newspapers	Reg.47	Financial results for the quarter ended 31.03.2023, 30.06.2023, 30.09.2023 & 31.12.2023 has not published in the newspapers.	Nil	Nil	Financial results for the quarter ended 31.03.2023, 30.06.2023, 30.09.2023 & 31.12.2023 has not published in the newspapers.	Nil	The company has taken note of the same for compliance	Self explanatory	See Note
9	Non-compliance under Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 - Maintenance of Structured Digital Database (SDD)	Reg.3 (5) & 3 (6)	Non-compliance related to maintenance of Structured Digital Database (SDD)	Stock Exchange	Advisory	The Company has not complied with the provisions of maintenance of Structured Digital Database (SDD)	Nil	The company has taken note of the same for compliance	Self explanatory	Nil

*Note: As per the information furnished to us, no action was initiated for the above non compliances as both the stock exchanges have suspended the company in their bourses during Q4 of 2019-20.*



(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 31.03.2023	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
1	The Company has not submitted the Financial results for the quarter ended 31.03.2022 & 30.06.2022 within the due dates.	The Company has not submitted the Financial results for the quarter ended 31.03.2022 & 30.06.2022 within the due dates.	Non-compliance with Regulation.33(3)(a) of the SEBI (LODR) Regulations, 2015 - Submission of Financial results	The Company has not submitted the Financial results for the quarter ended 31.03.2022 & 30.06.2022 within the due dates.	The Company has submitted the Financial results for the quarter ended 31.03.2022 & 30.06.2022 after the prescribed due dates	The Company has submitted the Financial results for the quarter ended 31.03.2022 & 30.06.2022 after the prescribed due dates
2	Financial results for the quarter ended 31.03.2022, 30.06.2022, 30.09.2022 & 31.12.2022 has not published in the newspapers.	Financial results for the quarter ended 31.03.2022, 30.06.2022, 30.09.2022 & 31.12.2022 has not published in the newspapers.	Non-compliance under Regulation 47 of the SEBI (LODR) Regulations, 2015 - Publication of financial results in the newspapers	Financial results for the quarter ended 31.03.2022, 30.06.2022, 30.09.2022 & 31.12.2022 has not published in the newspapers.	The company has taken note of the same for compliance	The company is advised to publish financial results in newspapers as per Regulation 47 of the SEBI (LODR) Regulations, 2015
3	The Company has not complied with the provisions of maintenance of Structured Digital Database (SDD)	The Company has not complied with the provisions of maintenance of Structured Digital Database (SDD)	Non-compliance under Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 - Maintenance of Structured Digital Database (SDD)	The Company has not complied with the provisions of maintenance of Structured Digital Database (SDD)	The company has taken note of the same for compliance	The company is advised to maintain of Structured Digital Database (SDD) as per Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015



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(c) 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	<p><b>Secretarial Standards:</b> 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).</p>	Yes	NIL
2	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations / circulars / guidelines issued by SEBI.</li> </ul>	No	The company has taken note of the same for compliance.
3	<p><b>Maintenance and disclosures on Website:</b> The Listed entity is maintaining a functional website:</p> <ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>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</li> </ul>	No	The company has taken note of the same for compliance.
4	<p><b>Disqualification of Director:</b> 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><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	The listed entity does not have any material subsidiary companies.



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6	<b>Preservation of Documents:</b> 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.	No	The company has taken note of the same for compliance
7	<b>Performance Evaluation:</b> 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.	No	The company has taken note of the same for compliance
8	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or 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.	Not Applicable	There are no related party transactions during the period
9	<b>Disclosure of events or information:</b> 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	NIL
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	The company has taken note of the same for compliance.
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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 (or)  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	NIL
12	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> 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	Not Applicable	There is no change in the statutory auditors during the period



	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.		
13	<b>Additional Non-compliances, if any:</b> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or '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. 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.

For GMVDR & Associates  
Company Secretaries



*G.M.V. Dhanunjaya Rao*

Place: Hyderabad  
Date: 29.05.2024

G.M.V.Dhanunjaya Rao  
M.No: F9120; C.P No. 5250  
Peer Review No.1071/2021  
UDIN: F009120F000480734