



Vivek Surana & Associates
Practicing Company Secretaries

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**Secretarial Compliance Report of Ortin Laboratories Limited
for the year ended 31.03.2020**

We, Vivek Surana & Associates, Practicing Company Secretaries have examined:

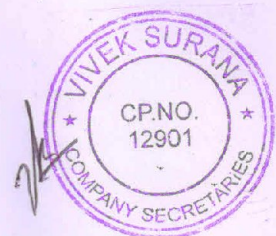
- (a) All the documents and records made available to us and explanation provided by Ortin Laboratories Limited ("the listed entity"),
- (b) The filings / submissions made by the listed entity to the stock exchanges (BSE Limited and National Stock Exchange of India Limited),
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 ("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 there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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.**



- (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**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;

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

Sr. No	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company secretary
1	Regulation 6(1) of SEBI (LODR) Regulations, 2015 – appointment of company secretary cum compliance officer	Non appointment of company secretary cum compliance officer from 21.10.2019	The Company has not appointed full time company secretary cum compliance officer w.e.f. 21.10.2019. However, the Company has appointed Company Secretary cum Compliance Officer w.e f. 24.07.2020



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued wherever applicable, there under in so far as it appears from ~~my~~our examination of those records.
- (c) The following are the 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 there under:

Sl. 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.
1	BSE	Non- compliance with provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 31.12.2018	Freezing of promoters holding for non-compliance with provisions of Corporate Governance for Quarter ended 31.12.2018	The Company has submitted its reply that it has complied with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 and the decision of the BSE on the same is awaited.



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

Sr. No	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	BSE and NSE	Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 31.12.2018 for not constituting the Board as per the above said Regulation. Both the Exchanges have imposed a penalty for not constituting the Board as per Regulation 17(1) of SEBI (LODR) Regulations, 2015	The Company has submitted its reply stating that it has complied with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 and the decision of the Exchanges on the same is awaited.	NSE has withdrawn the penalty imposed on the Company and BSE will consider the Company's application in its next committee meeting as informed by the Company.

Place: Hyderabad
Date: 29.07.2020

For Vivek Surana & Associates
Practicing Company Secretaries

Vivek Surana,
Proprietor

M. No.A24531, CP No: 12901
UDIN: A024531B000523722

