



May 17, 2022

To The Manager Listing Department National Stock Exchange of India Limited 'Exchange Plaza', C - 1, Block G, Bandra-Kurla Complex, <u>Bandra (E), Mumbai 400051.</u> Scrip Code: INDOCO	To BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers Dalal Street <u>Mumbai 400001</u> Scrip Code : 532612
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Dear Sir,

Sub: Annual Secretarial Compliance Report for Financial year ended 31.03.2022

Pursuant to Circular dated 08.02.2019 issued by the Securities and Exchange Board of India (SEBI), we enclose herewith the Annual Secretarial Compliance Report of the Company issued by M/s. A. Y. Sathe & Co., Practicing Company Secretaries for the Financial year ended 31.03.2022.

The said report is also available on Company's website www.indoco.com You are requested to kindly take the above information on records.

Thanking you,

Yours faithfully,

For Indoco Remedies Limited

Jayshankar Menon

Company Secretary & AVP- Legal

Encl: a./a





Secretarial Compliance Report of Indoco Remedies Limited for the financial year ended 31st March, 2022

I, CS Ajit Sathe, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by **Indoco Remedies 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 certification,

for the year ended 31st March, 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 (Regulations) 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; **Not applicable during the Review Period**
- (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 during the Review Period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable during the Review Period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the Review Period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the Review Period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;





and circulars / guidelines issued thereunder;

and based on above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 7(3): The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within thirty days from the end of each half of the financial year, certifying compliance with the requirements of sub- regulation (2).	The Company has wrongly mentioned the period as 01/01/2021 to 31/03/2021 instead of 01/10/2020 to 31/03/2021 in the Compliance Certificate for the period ended 31/03/2021 as required under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	No further comments.

- (b) 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.

- (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 Eg. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd and National Stock Exchange of India Limited	The Company received notice from both the stock exchanges on 30/12/2021 with respect to non-disclosure of Dividend Distribution Policy in the Annual Report as required under Regulation 43A of LODR.	The Company has duly paid penalty of Rs. 29,500/- each to BSE Ltd and National Stock Exchange of India Limited on 31/12/2021.	The action taken by listed entity is self-explanatory.





- (d) The listed entity was not required to take any action(s) on compliance matter(s) as there were no observation(s) in the previous report issued for the financial year 2020-21 on 15/06/2021.
- (e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

**For A. Y. Sathe & Co.,
Company Secretaries**

**CS Ajit Sathe
Proprietor
FCS No.: 2899
COP No. 738**

**PR 1585/2021
UDIN: F002899D000331876**

**Place: Mumbai
Date: 17th May, 2022**

