

May 27, 2024

BSE Limited Department of Corporate Services Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code No: 542665	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Company Symbol: NEOGEN
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Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2024, pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

Dear Sirs,

In terms of Regulation 24A of the Listing Regulations, we enclose herewith the Annual Secretarial Compliance Report duly issued by DVD & Associates, Company Secretaries for the financial year ended March 31, 2024.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For Neogen Chemicals Limited

Unnati Kanani
Company Secretary & Compliance Officer
Membership No. A35131

Encl.: As above



DVD & ASSOCIATES

Company Secretaries

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devendracs@gmail.com

Pune | Mumbai | Kolhapur | Yavatmal | Dubai

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF NEOGEN CHEMICALS LIMITED FOR THE
YEAR ENDED 31ST MARCH, 2024.**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Neogen Chemicals Limited, the company is listed at BSE Limited and National Stock Exchange of India Limited (hereinafter referred as '**the listed entity**'), having its Registered Office at 1002, Dev Corpora, Cadbury Junction, Eastern Express Highway, Thane (W) 400 601, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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 in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024 ("**Review Period**"), complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **DVD & Associates ("PCS")**, have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity.
 - (b) the filings/ submissions made by the listed entity to the stock exchanges.
 - (c) website of the listed entity is updated as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the Review Period in respect of compliance with the provisions of:
- I. the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued there under;
 - II. 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:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”);
- (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 (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable during the Review Period]**;
- (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not applicable during the Review Period]**
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the review period]**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not applicable during the Review Period]** and
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

and circulars / guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under which are applicable to the Listed Entity, 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/ (Regulations / Remarks of the Practicing Company Secretary	Management Response	Remarks
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Refer Annexure A



b) The listed entity has taken the following actions to comply with the observations made in previous reports: There were no observations made in previous reports.

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Actions taken by the listed entity, if any	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NA	NA		NA	NA				NA		

II. We further affirm on the basis of the information received and examination of various documents as required by the circulars issued by Stock Exchanges from time to time as follows:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	<u>Adoption and timely updation of the Policies:</u> 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 has been reviewed & timely updated as per the regulations /circulars/ guidelines issued by SEBI.	Yes Yes	- -
3	<u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website. Timely dissemination of the documents/	Yes	-



	<p>information under a separate section on the website.</p> <p>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.</p>	<p>Yes</p> <p>Yes</p>	-
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	<p>Yes</p>	-
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>Identification of material subsidiary companies</p> <p>Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	-
6	<p><u>Preservation of Documents:</u></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>	<p>Yes</p>	-
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees as prescribed in SEBI Regulations</p>	<p>Yes</p>	-
8	<p><u>Related Party Transactions:</u></p> <p>The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>In case no prior approval obtained, the listed</p>	<p>Yes</p> <p>NA</p>	-

Prior approval of Audit



	entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.		Committee is obtained for all related party transactions.
9	<p><u>Disclosure of events or information:</u></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>	No	There were two instances which were observed during the Financial Year under review as mentioned in Annexure A.
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions 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 except those mentioned in ANNEXURE A</p>	Yes	-
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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 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.</p> <p>There was no resignation of Auditors.</p>	Yes	-



13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-
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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 report 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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (LODR) 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 DVD & ASSOCIATES
COMPANY SECRETARIES**


DEVENDRA DESHPANDE
Proprietor



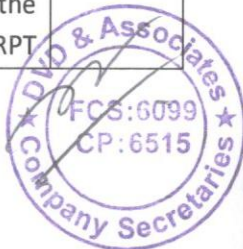
**FCS No. 6099 CP No. 6515
PR NO: 1164/2021**

**Place: Pune
Date: 27th May 2024**

UDIN: F006099F000456593

**ANNEXURE- A TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT OF NEOGEN CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024
DATED 27th May 2024**

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/ (Regulations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Schedule of Investor Meet needs to be intimated 2 working days in advance (excluding the date of intimation and the date of meet)	30	Delayed intimation with respect to two investor meets held on 15 th February 2024 and 1 st March 2024	NA	NA	There was a delay of 1 day in submission of these two intimations	NA	There was a delay which was observed.	There was a delay of 1 trading day in submitting the intimation of investor meet to be held on 15-02-2024 pursuant to Reg 30 of SEBI LODR as the schedule of meeting got confirmed the same day as that of intimation i.e. 13-02-2024. The Company Secretary was keeping unwell and was on leave on 27-02-2024 and in addition the meeting schedule got confirmed late, the intimation of Investor meet to be held on 01-03-2024 pursuant to Reg 30 of SEBI LODR was uploaded with a delay of 1 trading day.	NA
2	Disclosures of related party transactions for the	23 (9)	The disclosure was	BSE and NSE	Email with respect to Non-Compliance.	There was a delay of 18 minutes	5000 + GST each for BSE	The Listed Entity has made an	Due to technical issues faced by the Listing entity during the earlier submissions prior to RPT	NA



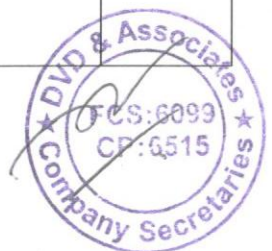
**ANNEXURE- A TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT OF NEOGEN CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024
DATED 27th May 2024**

<p>half year ended on 30th September 2023 is required to be submitted on the date of Board meeting.</p>		<p><i>submitted with a delay of 18 minutes and 22 minutes at BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), respectively,</i></p>			<p><i>and 22 minutes at BSE Limited and National Stock Exchange of India Limited, respectively</i> in submission of the Related Party Transaction disclosures for the half year ended on 30th September 2023.</p>	<p>Limited and National Stock Exchange of India Limited</p>	<p>application for waiver of Fine to both the exchanges.</p>	<p>disclosure done on November 8, 2023, the uploading of the Related Party Transactions under Regulation 23(9) had overrun to the next day i.e. delayed by just 18 minutes in submission at BSE Limited and 22 minutes at National Stock Exchange of India Limited. The Listed Entity has reverted to both the exchanges with the reason for delay and pleaded for waiver of penalty amount as the delay did not have any impact on the financial operation or other activities of the Listed Entity.</p> <p>Further as instructed by exchanges the subject matter of non-compliance which has been identified and indicated by the Exchanges and any subsequent action taken by the Exchange in this regard was placed before the Board of</p>	
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**ANNEXURE- A TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT OF NEOGEN CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024
DATED 27th May 2024**

									Directors of the Listed Entity in its subsequent meeting held on 09-02-2024 and the comments made by the board was duly informed to the Exchange for dissemination and is also available on the website of the Listed Entity at https://neogenchem.com/wp-content/uploads/Outcome09022024.pdf	
3	The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings	21 (3C)	<i>The gap between two consecutive meetings of Risk Management committees was 189 days.</i>	Securities Exchange Board of India ("SEBI"), BSE and NSE	BSE and NSE raised a query on Corporate Governance Report submitted by the Company for quarter ended June 30, 2023. SEBI issued an administrative warning letter.	The gap between two consecutive meetings of Risk Management Committee held on 5 th November 2022 and 13 th May 2023 was 189 days	NA	The Company has replied to the stock exchanges and taken note of the warning letter issued by SEBI and has disseminated the information to Stock Exchanges as well as at the	The Listed Entity has replied to the queries raised by BSE and NSE. The Board of the listed Entity has taken note of the said queries and replies by NSE and BSE and the warning letter issued by SEBI and has disseminated the information to NSE and BSE.	NA



**ANNEXURE- A TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT OF NEOGEN CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024
DATED 27th May 2024**

								Board meeting		
4	The Company was required to submit the XBRL format of the Intimation of Board Meeting within 24 hours from submission of PDF for Board Meeting held on 05 th August 2023. The PDF was uploaded within time but XBRL was submitted with a delay	29	XBRL was submitted with a delay of 2 days	NA	NA	The XBRL file which was supposed to be submitted on 30 th July was submitted on 02 nd August 2023	NA	The Company had submitted the Intimation in PDF within stipulated time. The Company had submitted the Intimation in PDF within stipulated time.	The Company had submitted the Intimation in PDF within stipulated time but there was a delay in submission of XBRL which was submitted on 2 nd August, 2023.	NA

FOR DVD & ASSOCIATES
COMPANY SECRETARIES



Devendra Deshpande
DEVENDRA DESHPANDE

Proprietor

FCS No. 6099 CP No. 6515

PR NO: 1164/2021

Place: Pune

Date: 27th May 2024

UDIN: F006099F000456593