



INDO US
BIO-TECH LIMITED
(AN ISO CERTIFIED COMPANY)
CIN LO1122GJ2004PLC043550



Date: 30th May, 2023

To,
BSE Ltd.
Phiroze Jeejeebhoy Towers
25th Floor,
Dalal Street - Mumbai – 400001

Company Code 541304

Subject: Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2023 - reg.

Reference: Certificate under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Annual Secretarial Compliance Report for the financial year ended on 31st March, 2023, duly issued by Shri Amrish N. Gandhi, Practising Company Secretary.

Please take the same on record.

Thanking you,

Yours faithfully,

For Indo Us Bio-Tech Limited,

JAGDISH KUMAR Digitally signed by
JAGDISH KUMAR
DEVJIBHAI AJUDIYA
Date: 2023.05.30 19:28:21
+05'30'

Jagdishkumar Devjibhai Ajudiya

Managing Director

DIN: 01745951

Enclosure: As above





SECRETARIAL COMPLIANCE REPORT OF INDO US BIO-TECH LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Indo Us Bio-Tech Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **309, Shanti Mall, Satadhar Char Rasta Opp. Navrang Tower, Sola Road Ahmedabad - 380061**. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my 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, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:.

We M/S **Amrish Gandhi & Associates** have examined:

- a) the documents and records made available to us and explanations provided by **Indo Us Bio-Tech Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchange,
- 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 on **31st March, 2023** ("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 (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 during the review period;**
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 -**Not Applicable during the review period;**
 - f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable during the review period;**
 - g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - h) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - i) Other regulations as applicable and circulars/ guidelines issued thereunder; and based on the above examination, I 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 thereunder, except in respect of matters specified below:-



S.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	The listed entity shall submit to the stock exchange, within forty-eight hours (formerly prevailing provision) of conclusion of its General Meeting, details regarding the voting results in the format specified by the Board.	Reg. 44(3) of SEBI (LODR) Regulations, 2015- Non-submission of the voting results within the period provided under this regulation	Late Submission	BSE	Fine	Delay in submission of the said details for the Voting Results of the EGM held on 30.03.2019	10,000/- along with applicable GST	The Company has not submitted voting results for the Extraordinary General Meeting convened on March 30, 2019 within the timelines specified in Regulation 44(3) for which the Fine was levied by the BSE and the Company has paid the same to the Exchange.	Due to technical issues on the company's website, the Company and its Scrutinizer obtained NSDL's final voting results on Tuesday, 02/04/2019. The company could only download and submit the voting results afterward. Therefore, an inadvertent delay	---



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									occurred in submission of PDF and XBRL Voting Results.	
2	The intimation required under sub-regulation (1), shall be given at least two working days in advance, excluding the date of the intimation and date of the meeting; Provided that intimation regarding item specified in clause (a) of sub-regulation (1), to be discussed at the meeting of board of directors shall be given at least five days in advance (excluding the date of the intimation and date of the meeting), and such intimation shall include the date of such meeting of board of directors.	Reg-29(2) 29(3) of SEBI (LODR) Regulations, 2015- Delay in furnishing prior intimation about the meeting of the board of directors	Late Submission	BSE	Fine	Delay in submission of the said details for the Board meeting held on 14.11.2021	10,000/- along with applicable GST	The Company has not intimated about the Board meeting convened on November 14, 2021 within the timelines specified in Regulation 29(2) for which the Fine was levied by the BSE and the Company has paid the same to the Exchange.	There was an oversight by the Company in not notifying the Board meeting within the specified timelines and the company has paid the BSE fine and is taking steps to ensure timely compliance in the future.	---



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(b) The listed entity was not required to take any action with regard to compliance with the observations made in previous reports as the same was not applicable.

S.No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action Advisory/Clarification/ Fine/ Show Cause Notice/ Warnings, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
--NOT APPLICABLE--										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	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	N.A.	No Changes in Auditor
	ii. If the auditor has resigned after 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 as well as the next quarter; or		
	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.		
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	N.A.	There were no such events



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	<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</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have 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>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>	<p>N.A.</p>	<p>There were no such events</p>
<p>3.</p>	<p>The listed entity / its material subsidiary have 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>	<p>N.A.</p>	<p>There were no such events</p>



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III. I/we 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:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The listed entity has stated compliance with the applicable Secretarial Standards issued by ICSI. However, the minutes of meetings are not available from the company to support the claim. The company should ensure proper documentation and maintenance of meeting minutes as per the Secretarial Standards.
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 Entity. 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	No observation
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	No observation



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4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section-164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	No observation
5.	Details related to Subsidiaries of listed entities have been examined w.r.t. : (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	The company does not have any material subsidiary N.A.	No observation
6.	Preservation of Documents: 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	Yes	No observation
7.	Performance Evaluation : The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	No observation
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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.	Yes	The listed entity asserts that it has obtained prior approval from the Audit Committee for all related party transactions. However, the company has not provided any supporting minutes



			of meetings to verify the approvals. The company should maintain proper records and documentation of the approvals granted by the Audit Committee for related party transactions
9.	Disclosure of events or information: 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	No observation
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	No observation
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions 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	Refer table I. (a) Above on Page No. 3 & 4
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	No observation



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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 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, AMRISH GANDHI & ASSOCIATES



Amrish Gandhi

**Place: Ahmedabad
Date: 30.05.2023**

**CS AMRISH N. GANDHI
FCS-8193 | C.P.NO.5656
ICSI Unique Code I2003GJ391700
Peer Review Cert. No. : 586/2019
UDIN number F008193E000430934**