



Samrat Pharmachem Limited

Manufacturers & Exporters of Pharmaceutical Chemicals

Regd. Office & Factory

Plot No. A2/3445, GIDC,
Phase 4, Ankleshwar - 393002,
Gujarat, India
Tel: +91-7045456789 / 7046456789
Web: www.samratpharmachem.com

CIN: L24230GJ1992PLC017820

Corporate Office

701/702 Business Square,
M. A. Road, Andheri (West),
Mumbai - 400058, India
Tel: +91-7507534567 / 8760345678
E: contact@samratpharmachem.in

May 30, 2024

To,
Department of Corporate Services,
BSE Limited
25th Floor, P J Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year 2023-24

Pursuance to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report for FY 2023-24 issued by Practicing Company Secretary Mr. Aqueel A. Mulla of M/s A. A. Mulla & Associates.

Thanking you,

Yours faithfully,
For Samrat Pharmachem Limited

Nishant Kankaria
Company Secretary & Compliance Officer

SECRETARIAL COMPLIANCE REPORT OF SAMRAT PHARMACHEM LIMITED (L24230GJ1992PLC017820) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

To,
The Members
SAMRAT PHARMACHEM LIMITED
Plot No. A2/3445, GIDC, Phase 4,
Ankleshwar- 393 002, Gujarat.
CIN: L24230GJ1992PLC017820

We M/s. A. A. MULLA & ASSOCIATES, Company Secretaries Mumbai, have examined:

- (a) All the documents and records made available to us and explanation provided by **SAMRAT PHARMACHEM LIMITED**
- (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, 2024** ("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 thereunder; and
- ii. 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");

- iii. 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
 - e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
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 Securities) Regulations, 2021;
Not applicable
 - h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - i. Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
 - j. Other regulations as applicable and circulars/ guidelines issued thereunder;

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as specified below:

Sr. No	Compliance requirement (regulations/ circulars/ guidelines including specific clauses)	Regulation Number/ circular dated	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ remarks of the practising Company Secretary, if any	Management Response	Remarks
1	SEBI SAST Reg. 31(4)	31(4)	Non-submission of declaration u/r 31(4) from the promoters of the company for the financial year ended March 31, 2023	Stock Exchange – BSE Limited	Clarification	Late submission of Nil encumbrance u/r 31(4) as per email from BSE Limited dated May 10, 2023	Nil	Delay of 29 days for nil encumbrance u/r 31(4) of SEBI (SAST) Regulations, 2011	Since the encumbrance was nil as on 31st March, 2023, the promoters did not give any declaration. However, on receipt of clarification from BSE, the promoters provided the declaration as sought u/r 31(4) of SEBI (SAST) Regulations, 2011	The Promoters of the Company provided the declaration and clarification to the exchange - BSE Limited as required u/r 31(4) on May 10, 2023
2	SEBI (LODR) Regulations, 2015	33(2)(b)	Standalone Results - Financial Results for the year ended March 2023, not signed by the chairperson or managing director or a whole-time director or in absence of all other authorised director	Stock Exchange – BSE Limited	Clarification	Financial Results for the year ended March 2023 not signed by the authorised signatory as per email from BSE Limited dated June 7, 2023	Nil	On close scrutiny, the PDF document of financial results for the year ended March 2023 filed with the exchange - BSE Limited on the online portal bear the digital signature of Mr. Rajesh Mehta (Executive Director) of the company.	The Financial Results for the year ended March 2023 was digitally signed by the authorised signatory - Mr. Rajesh Mehta (Executive Director) of the Company	The Company provided the relevant proof of document bearing the digital signature of Executive Director of the Company on June 15, 2023

102, SHAHJANAND CHS LTD, PLOT NO. 232, SECTOR 21, NERUL EAST, NAVI MUMBAI - 400 706.
 EMAIL: aqeelmulla@gmail.com, Mobile: 9892237418

3	SEBI (LODR) Regulations, 2015	31(b)	Discrepancies in Shareholding Pattern for the quarter ended June 30, 2023	Stock Exchange – BSE Limited	Clarification	Bodies corporate wrongly shown in Non Institutions (Any Others) in the shareholding pattern for the quarter ended June 30, 2023 as per email from BSE dated July 28, 2023	Nil	Bodies corporate wrongly shown in Non Institutions (Any Others), instead of respective category in the shareholding pattern for the quarter ended June 30, 2023	The company rectified the classification of Bodies Corporate & LLP in the shareholding pattern for the quarter ended June 30, 2023 and uploaded the revised shareholding pattern in XBRL through BSE Listing Portal on July 29, 2023	Revised Shareholding Pattern was uploaded on the BSE Listing Portal
4	SEBI (LODR) Regulations, 2015	33(2)(b)	Standalone Results - Financial Results for the quarter ended June 2023, not signed by the chairperson or managing director or a whole-time director or in absence of all other authorised director	Stock Exchange – BSE Limited	Clarification	Financial Results for the quarter ended June 2023 not signed by the authorized signatory as per email from BSE Limited dated August 31, 2023	Nil	On close scrutiny, the PDF document of financial results for the quarter ended June 2023 filed with the exchange - BSE Limited on the online portal bear the physical signature of Mr. Rajesh Mehta (Executive Director) of the company.	The Financial Results for the quarter ended June 2023 was physically signed by the authorised signatory - Mr. Rajesh Mehta (Executive Director) of the Company	The Company provided the relevant proof of document bearing the physical signature of Executive Director of the Company on September 1, 2023

5	SEBI (LODR) Regulations, 2015	33(2)(b)	Standalone Results - Financial Results for the quarter ended September 2023, not signed by the chairperson or managing director or a whole-time director or in absence of all other authorised director. If signed by authorised director, Certified copy of resolution passed by BOD to be furnished as per email from BSE Limited Dated December 20, 2023	Stock Exchange – BSE Limited	Clarification	Financial Results for the quarter ended September 2023 not signed by the authorized signatory as per email from BSE Limited dated December 20, 2023	Nil	On close scrutiny, the PDF document of financial results for the quarter ended September 2023 filed with the exchange - BSE Limited on the online portal bear the physical signature of Mr. Rajesh Mehta (Executive Director) of the company.	The Financial Results for the quarter ended September 2023 was physically signed by the authorised signatory - Mr. Rajesh Mehta (Executive Director) of the Company	The Company provided the relevant proof of document bearing the physical signature of Executive Director of the Company who is the whole-time director of the company and designated as (Executive Director) on December 21, 2023
6	SEBI (LODR) Regulations, 2015	27(2)	Corporate Governance for the quarter ended September 30, 2023, the Company's Board must have an MD and/or CEO. Clarification on the appointment of key managerial personnel viz. MD/ CEO/ Manager as per the Section 203 (1)(i) of the Companies Act, 2013 required as per communication dated January 23, 2023.	Stock Exchange – BSE Limited	Clarification	The category of the Chairperson / MD of the company not mentioned on the Corporate Governance Report for the quarter ended September 2023	Nil	The category of the Chairperson who is also the MD of the company was missed out during online filing of the Corporate Governance for the quarter ended 30-September-2023	Due to inadvertence, the category of the Chairperson who is also the MD of the company was missed out during online filing of the Corporate Governance for the quarter ended 30-September-2023 & 31-December-2023. Details of MD were mentioned correctly on the corporate governance for the quarter ended 30-June-2023.	Informed BSE Limited on Jan 23, 2024 on the online portal

I. (b) The listed entity has taken following actions to comply with the observations made in previous reports:

Sr. No.	Compliance requirement (regulations/ circulars/ guidelines including specific clauses)	Regulation Name/ SEBI Circular number*	Deviations	Actions taken by	Type of Action	Details of violation	Fine Amount	Observations of the practicing Company secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-submission of Annual Report in XBRL mode for the year ended March 31, 2022	Stock Exchange – BSE Limited	Fine	Late filing of Annual Report in XBRL mode for the year ended March 31, 2022	4720	4 days of delay under Regulation 34 of SEBI (LODR) Regulations, 2015	The Company paid the fine imposed by BSE and the Annual Report in XBRL mode was filed on the listing centre.	-

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)	Observations / 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 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/	NA	No such event during the review period

	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		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <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 the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has 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 Listed entity, 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>	NA	No such event during the review period

3.	The listed entity / its material subsidiary has 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.	NA	No such event during the review period
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III. 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	Secretarial Standard: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> 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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3	Maintenance and disclosures on Website: <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 redirects to the relevant document(s)/ section of the website 	Yes	
4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ol style="list-style-type: none"> Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries 	NA	The listed entity has no subsidiaries
6	Preservation of Documents:	Yes	

	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.		
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/during the financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or 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.	NA	No such event occurred
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	
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	
11	Actions taken by SEBI or Stock Exchange(s), if any: 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 (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	
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No such event occurred

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 Listing Regulations 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 A. A. Mulla & Associates
Company Secretaries

Place: Mumbai
Date: 30 May 2024

Aqueel A Mulla
(Proprietor)
FCS No. 2973, CP No. 3237
UDIN: F002973F000495894