



IOL CHEMICALS AND PHARMACEUTICALS LIMITED

15th May 2025
IOLCP/CGC/2025

National Stock Exchange of India Ltd.

Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Security Symbol: IOLCP

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

Security Code: 524164

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2025.

We are enclosing herewith Annual Secretarial Compliance Report issued by M/s B.K. Gupta & Associates, Company Secretaries in compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March 2025.

Please take the above information on record.

Thanking you,
Yours faithfully,
For IOL Chemicals and Pharmaceuticals Limited

Abhay Raj Singh
Sr. Vice President & Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF IOL CHEMICALS AND
PHARMACEUTICALS LIMITED FOR THE YEAR ENDED 31.03.2025.**

We M/s B.K. Gupta & Associates have examined:-

- (a) all the documents and records made available to us and explanation provided by **IOL CHEMICALS AND PHARMACEUTICALS 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 2025 (“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”);

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 to the company during 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 to the company during review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during review period);**
- f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not applicable to the company during review period);**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and other regulations as applicable and circulars/guidelines issued thereunder;

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Based on the above examination, we hereby report that, during the Review Period compliance status of the listed entity is appended as below:-

| 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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | ----- |
| 2. | <u>Adoption and timely updation of Policies:</u> <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 has been reviewed and timely updated as per the regulations /circulars/ guidelines issued by SEBI. | Yes | ----- |
| 3. | <u>Maintenance and Disclosure on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website; • Timely dissemination of documents/ information under a separate section on 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 website. | Yes | ----- |
| 4. | <u>Disqualification of Director:</u> None of the directors of the company are disqualified under Section 164 of Companies Act, 2013. | Yes | ----- |
| 5. | <u>To examine details related to subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. | Yes | ----- |
| | (b) Requirements with respect to disclosure of Material as well as other subsidiaries. | Yes | ----- |

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| 6. | <u>Preservation of Documents:</u> 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) Regulation, 2015. | Yes | ---- |
| 7. | <u>Performance Evaluation:</u> The Listed entity has conducted performance of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. | Yes | ---- |
| 8. | <u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all related party transaction. | Yes | ---- |
| | (b) In case no prior approval obtained, the listed entity shall provide details reason with confirmation whether the transaction were subsequently approved/ ratified/ rejected/ by the Audit Committee. | N.A. | ---- |
| 9. | <u>Disclosure of events or information:</u> The Listed Entity has provided all the required(s) under regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 with time limit prescribed thereunder. | Yes | ---- |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with regulation 3 (5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulation 2015. | Yes | ---- |
| 11. | <u>Action taken by SEBI or Stock Exchange(s), if any:</u> Action(s) taken against the Listed Entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulation and circulars/guidelines issued thereunder are reported herein. | For delay in filling up the vacancy in the office of Independent Women Director in non-compliance of regulation 17 (1E) of SEBI (LODR) Regulations, 2015, each of the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) has imposed a fine of Rs. 4,69,000/- plus GST to company (Rs. 2,80,000/- plus | Company has paid the fine. |

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|-----|---|--|-------|
| | | GST vide order dtd. 21 st November 2024, which has been duly paid by the company on 28 th November 2024 and Rs. 1,89,000/- Plus GST vide order dtd. 17 th March, 2025 which has been paid on 20 th March, 2025). | |
| 12. | <u>Additional Non-Compliance, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidelines note etc. | N.A. | ----- |

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/ N.A.) | Observations /Remarks by PCS |
|---------|--|-----------------------------------|--|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | <p>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</p> <p>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</p> <p>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.</p> | N.A. | No such event occurred regarding resignation of the auditors during the year under review. |

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| 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. | No such event occurred during the year under review. | |
| 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. | N.A. | | |
| 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 company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. | N.A. | | |
| 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. | N.A. | | |
| ii. Disclaimer in case of non-receipt of information: 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 | N.A. | | |

| | | | |
|----|--|------|------|
| | not provided information as required by the auditor. | | |
| 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 18 th October, 2019. | N.A. | ---- |

(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) | Regulation/ Circular No. | Deviations | Action taken by | Type of Action | Details of violation | Fine Amount | Observations/ remarks of the Practicing Company Secretary, if any. | Management Response | Remarks |
|---------|--|-------------------------------------|----------------------|-----------------|----------------|--|--|---|---|---------|
| 1. | Regulation 17 (1E) SEBI (LODR) Regulations 2015 In case of expiration of term of office of any director, the resulting vacancy shall be filed not later than that date on which such office is vacated. Regulation 19 of SEBI (LODR) Regulations 2015 non-complied with the composition of Nomination and Remuneration Committee. | Reg 17 (1E) of SEBI (LODR) Reg 2015 | Delay in appointment | BSE and NSE | Fine Imposed | The vacancy Caused by the expiration of the term of independent director was not filled up in compliance with Reg 17(1E) | Rs. 4,69,000/- Plus GST (Rs. 2,80,000/- plus GST vide order dtd. 21.11.2024 and Rs. 1,89,000/- Plus GST vide order dtd. 17.03.2025 to BSE and NSE each). | Company was in default in appointment of Women Independent Director and further fine imposed by the respective exchange has been paid by company. | Management is committed to ensure the compliance with law and spirit. | --- |

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **No observation was made in the previous report.**

| 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/ remarks of the Practicing Company Secretary, if any. | Management Response | Remarks |
|---------|---|---------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| N.A. | | | | | | | | | | |

Assumptions & Limitation of Scope and Review:

- a. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- b. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- c. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- d. 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 B.K. Gupta & Associates
Company Secretaries**

Peer Review No: - 1220/2021

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(CS Bhupesh Gupta)

FCS No.:4590

CP No.: 5708

UDIN: -F004590G000351838

Place: - Ludhiana
Date: - 15.05.2025