



# HSPN & ASSOCIATES LLP COMPANY SECRETARIES

LLPIN: AAZ-8456 | Unique Code: L2021MHE011400

(Formerly known as HS ASSOCIATES)

Unique Code: P2007MH004300)

KETAN R. SHIRWADKAR (Designated Partner)

B.COM. ACS.

206, 2<sup>nd</sup> Floor, Tantia Jogani Industrial Estate,

J. R. Boricha Marg, Opp. Lodha Excelus,

Lower Parel East Mumbai – 400011.

Tel: 022 23088998/23008998/40026600/40061100.

Email: [ketan@hspnassociates.in](mailto:ketan@hspnassociates.in)

Web: [www.hspnassociates.in](http://www.hspnassociates.in)

## Secretarial compliance report of Gujarat Themis Biosyn Limited for the year ended 31<sup>st</sup> March 2022

To

The Board of Directors,

Gujarat Themis Biosyn Limited.

69-C, GIDC Industrial Estate,

Vapi Valsad, Gujarat-396195, India.

I Ketan Shirwadkar, Designated Partner of HSPN & ASSOCIATES LLP have examined:

All the documents and records made available to me and the explanation provided by Gujarat Themis Biosyn Limited ("the listed entity"),

- a) the filings/ submissions made by the listed entity to the stock exchanges,
- b) website of the listed entity,
- c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> 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 (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 for the period under review;**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **not applicable for the period under review;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, & 2014 & SEBI (Issue of Sweat Equity) Regulations, 2002; - **not applicable for the period under review;**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 & Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - **not applicable for the period under review;**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;

(i) Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions, debt securities, as per SEBI circular CIR/CFD/CMD/93/2017 dated August 4, 2017;

(j) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies, and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018, read with SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;

(k) Standard Operating Procedure for suspension and revocation of trading of specified securities circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018

(l) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;

(m) Annual Secretarial audit report and annual secretarial compliance report for listed entities as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019;

(n) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018;

(o) Disclosure of reasons for the delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018;

(p) Disclosure of significant beneficial ownership in the shareholding pattern as per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2019/36 dated March 12, 2019;

(q) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01, 2019;

(r) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019;





(s) Reporting to Stock Exchanges regarding violations under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 relating to the Code of Conduct (CoC) dated July 23, 2020;

(t) Handling of SCORES complaints by stock exchanges and Standard Operating Procedure for non-redressal of grievances by listed companies SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated 13 August 2020;

(u) Re-lodgement of Transfer Requests Shares SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 September 07, 2020;

(v) System-Driven Disclosures (SDD) under SEBI (SAST) Regulations, 2011 SEBI/CIR/CFD/DCR1/CIR/P/2020/181 September 23, 2020;

(w) Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures. SEBI/HO/ISD/ISD/CIR/P/2020/168 September 09, 2020;

(x) Operational guidelines for Transfer and Dematerialization of re-lodged physical shares dated SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 December 02, 2020;

(y) E-Voting Facility Provided by Listed Entities SEBI/HO/CFD/CMD/CIR/P/2020/242 December 09, 2020;

(z) Automation of System Driven Disclosures as per SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020;;

(aa) Common and Simplified Norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details, and Nomination dated SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 November 03, 2021;

(ab) Issuance of Securities in dematerialized form in case of Investor Service Requests dated SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 January 25, 2022

(ac) Format of compliance report on Corporate Governance by Listed Entities dated SEBI/HO/CFD/CMD-2/P/CIR/2021/567 May 31, 2021;

(ad) disclosure obligations of listed entities in relation to Related Party Transactions. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021;

(ae) Automation of disclosure requirements under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011-System Driven Disclosures - Ease of doing business circular no. SEBI/HO/CFD/DCR-3/P/CIR/2022/27 dated March 7, 2022

And based on the above examination, I 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	<p><b>Regulation 74(5) of SEBI Depositories and Participants) Regulations, 2018</b></p> <p>Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018</p>	<p>There was a delay in filing Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for March 2021 Quarter.</p>	<p>There was a minor delay in Filing Regulation 74(5) certificate with Stock Exchange.</p> <p>As informed by the Management, while the Company has complied with all the requisite Regulations/Circulars/Guide lines, the delay was attributed to disruptions in work faced by the Company and its employees during the second wave of COVID-19 Pandemic when employees were working from home and were facing communication , logistical and other technical difficulties. However, the Company has ensured that the compliance is made in the earliest possible time.</p>



2.	<b>Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 read with BSE Circular DCS/COMP/28/2016-17 March 30, 2017</b>	The XBRL filing of the financial results for the quarter and year ended 31 <sup>st</sup> March 2021 has been uploaded beyond 24 hours of submission of results in PDF mode.	There was an insignificant delay of only 10 minutes in Filing the XBRL of Financial results for the quarter and year ended 31 <sup>st</sup> March 2021  As informed by the Management, while the Company has complied with all the requisite Regulations/Circulars/Guidelines, the delay was attributed purely to technical difficulties faced by the Company while uploading the disclosure on the website of BSE during the second wave of COVID-19 Pandemic when employees were working from home and were facing connectivity and other technical difficulties.
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- (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/our examination of that record.
- (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	The action was taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
N.A.	N.A.	N.A.	N.A.	N.A.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:





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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations were made in the secretarial compliance report for the year ended. 31 <sup>st</sup> March 2021 and 31 <sup>st</sup> March, 2020	Actions are taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA	NA	NA	NA	NA

1. This report is based on the following:

- a) Compliances required to be done by the Company during the Financial Year ended 31<sup>st</sup> March, 2022 (i.e., the period covered for the purpose of this Report is from 01<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022.
2. There was no event of appointment/re-appointment/resignation of statutory auditor of the Company during the review period and the Company has suitably modified the terms of appointment of its existing statutory auditor to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI.

**Place: Mumbai.**  
**Date: 20/05/2022**  
**ICSI UDIN: A037829D000353617**  
**PEER REVIEW NO: P2007MH004300**

**For HSPN&ASSOCIATES LLP**  
**Company Secretaries**



**Ketan R. Shirwadkar**  
**Designated Partner**  
**ACS No.: 37829**  
**COP No.: 15386**

