

***Secretarial Compliance Report of Morepen Laboratories Limited for the financial year ended 31.03.2025***

We, PD and Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Morepen Laboratories 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 Report.

for the financial year ended 31.03.2025 (“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 SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (LODR) 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 Non-Convertible Securities) Regulations, 2021

**NOT APPLICABLE**

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable, and circulars/ guidelines issued thereunder;

and based on the above examination, We, 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) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations /Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|---------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
|         |  |                          |            |                 |                |                      |             |   |                     |         |

|   |    |    |  |  |   |   |    |  |   |
|---|----|----|--|--|---|---|----|--|---|
|   |    |    |  |  | <i>Advisory/<br/>Clarification/<br/>Fine/<br/>Show<br/>Cause<br/>Notice/<br/>Warning<br/>etc.</i> |   |    |  |   |
| 1 | NA | NA | The Register of Members is not updated after the application for cancellation of shares. The 5062872 equity shares, out of 92490413 issued to FD holders, were cancelled by the Company to comply with the order of Hon. NCLT, Chandigarh. | The company had made application to the stock exchange for their action. | NA  | The company has communicated with the stock exchange for their action but the stock exchange, both BSE and NSE had denied due to compliance of order passed by Hon'ble NCLT order, <i>in toto</i> . | NA | The company should approach the Stock Exchanges, request them to take effect of such cancellation of shares from the total listed capital. | The company is exploring the way forward and shall approach again the Stock Exchanges to take effect on the cancellation of said shares from the total listed capital of the Company. Though, the requisite intimations had been sent to the jurisdictional Registrar of Companies, from time to time, as mandated by the Hon'ble NCLT's order. |

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

| <b>Sr. No.</b> | <b>Observations/ Remarks of the Practicing Company Secretary (pcs) in the previous Reports</b> | <b>Observations made in the secretarial compliance report for the year ended 31.03.2024. (the years/are to be mentioned)</b> | <b>Compliance Requirements (Regulation circulars/ guidelines including specific clause)</b> | <b>Details of violation/ deviations and actions taken /if any, taken by the listed entity</b>                                 | <b>Remedial actions, if any, taken by the listed entity</b> | <b>Comments of the PCS on the actions taken by the listed entity</b> |
|----------------|--|--|---|---|---|--|
| 1              | The company should resolve with stock exchanges at the earliest                                | The company has been advised to update Register of Members and follow up communication with Stock Exchange and Depositories  | NA  | The Register of Members is not updated on account of cancellation of shares. The order of Hon'ble NCLT is not fully complied. | Not yet   | No comment(s).   |

We hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars   | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|---|-------------------------------|------------------------------|
| 1.      | Secretarial Standards:<br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).   | YES                           | NIL                          |
| 2.      | Adoption and timely updation of the Policies:<br><ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>                                     | YES<br>YES                    | NIL<br>NIL                   |
| 3.      | Maintenance and disclosures on Website:<br><ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>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.</li> </ul> | YES<br>YES<br>YES             | NIL<br>NIL<br>NIL            |
| 4.      | Disqualification of Director(s):<br>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity  | YES                           | NIL                          |
| 5.      | Details related to subsidiaries of listed entities have been examined w.r.t.:<br>(a) Identification of material subsidiary companies.<br>(b) Disclosure requirement of material as well as other subsidiaries.  | YES<br>YES                    | No material subsidiary<br>-  |
| 6.      | Preservation of Documents:<br>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                           | NIL                          |

|     |  |           |            |
|-----|--|-----------|------------|
| 7.  | Performance Evaluation:<br>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       | NIL        |
| 8.  | Related Party Transactions:<br>(a) The listed entity has obtained prior approval of the audit committee for all related party transactions;<br>(b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.   | YES<br>NA | NIL<br>NIL |
| 9.  | Disclosure of events or information:<br>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       | NIL        |
| 10. | Prohibition of Insider Trading:<br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.   | YES       | NIL        |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any:<br><br>No action(s) 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 (or)<br><br>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       | NIL        |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries:<br><br>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.  | No        | NIL        |
| 13. | Additional non-compliances, if any:<br>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above   | YES       | NIL        |

**Praveen Dua**  
Proprietor

**PD and Associates**  
Company Secretaries  
PR No.11994DE052200

**Observations/Remarks by PCS are mandatory if the compliance statuses provided as 'No' or 'NA'**

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (In case of Not Applicable- NA to be mentioned):  
**NA**

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.

Signature

Name of the PCS : Praveen Dua  
FCS No. :3573  
CP No. :2139  
UDIN : F003573G000458489  
PR No. :11994DE052200

Place: New Delhi  
Date: 27/05/2025