

KRISHNAMURTHI RAVICHANDRAN, B.Sc, CAIIB, AICWA, ACS
Company Secretary in whole time Practice
Plot No. 22, Manickavasagar Street, Ramakrishna raj Nagar,
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**Annual Secretarial Compliance Report of Indrayani Biotech Limited
for the financial year ended 31st March, 2026**

(Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015)

I, Krishnamurthi Ravichandran, Practicing Company Secretary conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. Indrayani Biotech Limited** [CIN: L40100TN1992PLC129301] (hereinafter referred as the "listed entity"), having its Registered Office at Block 1, Module No.33, 3rd Floor, SIDCO Electronic Complex, Thiru Vi Ka Industrial Estate, Guindy, Chennai- 600032. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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 in my opinion, the listed entity has, during the review period covering the financial year ended on **31st March, 2026**, complied with the statutory provisions listed hereunder and also that the listed entity has appropriate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Krishnamurthi Ravichandran, have examined:

- (a) all the documents and records made available to us and explanation provided by **Indrayani Biotech 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 financial year ended 31st March, 2026 ("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: -

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- (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; (Not applicable to the listed entity during the review period)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the listed entity during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the listed entity during the review period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
and circulars/ guidelines issued thereunder;

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:

S. No.	Compliance Requirement	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount Rs. (incl. GST)	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response
1	Non-submission of the financial results within the period prescribed under Regulation 33	Regulation 33 of SEBI (LODR) Regulations, 2015	Late submission	Fine levied	Fine levied	Delay in filing the financial results for the year ended 31 st March, 2025	70800	The audited financial results to be filed before May 30, 2025. However, the company filed the same on June 12, 2025	The consolidation of results from our subsidiaries combined along with completion of internal and external audit processes of the company took more time and hence could not file the results on time

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2	Non-compliance with disclosure of related party transactions on consolidated basis.	Regulation 23 (9)	Late submission	Fine levied	Fine levied	Delay in filing Related Party Transactions for the half year ended 31 st March, 2025	11800	The Company has to file Related Party Transactions for the half year ended 31 st March, 2025. There was a two delay in filing the same	There was a 2 days delay in filing the Related Party Transactions
3	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Regulation 6(1) of LODR	Delay in appointment of Compliance Officer	Fine levied	Fine levied	There was a delay in appointment of Compliance Officer for more than 3 months.	16520	The Compliance Officer of the Company resigned on 13 th June, 2025. Subsequently, a new Compliance Officer to be appointed within 3 months. There was a delay in the appointment	There was a delay in the appointment of Compliance Officer. Eventually was appointed, though with a delay
4	Delay in furnishing prior intimation about the meeting of the board of directors	Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015	Late submission	Fine levied	Fine levied	There was a one-day delay in furnishing the prior intimation for the Board Meeting	11800	There was a one-day delay in filing the prior intimation for the Board Meeting.	It was an inadvertent delay and the same was adhered to later
5	Non-submission of the financial results within the period prescribed under this regulation	Regulation 33 of SEBI (LODR) Regulations, 2015	Late submission	Fine levied	Fine levied	The results for the half year ended September 30, 2025 was filed in a delayed manner	147500	The half yearly financial results to be submitted on or before November 14, 2025. However, the same was filed on December 12, 2025	The Audit Committee of the Company required additional details. Hence there was a delay in submitting the same
6	Non-submission of the financial results within the period prescribed under this regulation	Regulation 33 of SEBI (LODR) Regulations, 2015	Late submission	Fine levied	Fine levied	The results for the Quarter ended December 31, 2025 was filed in a delayed manner	59000	There was a delay in filing the financial results for the Quarter ended December 31, 2025. Subsequently the same was filed	The Audit process of the Company took more time than expected. Hence the same was filed in a delayed manner

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

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Sr. No.	Observations / Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31st March 2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Related party transactions for the half year ended 31st March, 2024, is due for submission by 30th May 2024. However, the Company submitted the same by 31st May 2024. There was a one-day delay in filing this compliance	Related party transactions for the half year ended 31st March, 2024, is due for submission by 30th May 2024. However, the Company submitted the same by 31st May 2024. There was a one-day delay in filing this compliance	Related Party Transactions under Regulation 23(9) of SEBI LODR	Delay in filing the Related party transactions for the half year ended 31st March, 2024.	There was a one-day delay in filing the Related party transactions due to operational issue. The company has paid the fine on 12.07.2024	This action has been complied with and hence closed.
2	The Company has to file Annual Secretarial Compliance Report within 60 days from the end of the year. However the company filed the same as PDF on 30th May 2024. But XBRL of said report was submitted by 17th June 2024, after the due date	The Company has to file Annual Secretarial Compliance Report within 60 days from the end of the year. However the company filed the same as PDF on 30th May 2024. But XBRL of said report was submitted by 17th June 2024, after the due date	Secretarial Compliance Report under Regulation 24A of SEBI LODR	Delay in filing the Annual Secretarial Compliance Report for the year ended 31st March 2024 in XBRL format.	The Company missed to submit XBRL of the said report by due date inadvertently. However, it had submitted the same after the same was identified. The company has paid the fine on 12.07.2024	This action has been complied with and hence closed.

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3	<i>The company has to give intimation of 2 clear working days' in advance to Stock Exchange before the Board Meeting held on 27th February 2025. However, the Company submitted intimation by 26th February 2025, without providing gap of 2 working days.</i>	<i>The company has to give intimation of 2 clear working days' in advance to Stock Exchange before the Board Meeting held on 27th February 2025. However, the Company submitted intimation by 26th February 2025, without providing gap of 2 working days.</i>	<i>Prior intimation of Board Meeting under Regulation 29 of SEBI LODR</i>	<i>Delay in furnishing prior intimation about the meeting of the board of directors</i>	<i>The Board Meeting was initially scheduled to be held on 14th February, 2025. However, the same got adjourned to 27th February, 2025. In absence of specific timelines for adjourned meetings under Regula on 29, the Company did not provide prior intimation of Board mee ng with 2 clear days in advance excluding the Board mee ng date and intimation date. The Fine levied was remitted on 26.03.2025</i>	<i>This action has been complied with and hence closed.</i>
4	<i>The Company has to submit the financial results for the Quarter ended 31.12.2024, by 14.02.2025. However, the Company has submitted the results on 27.02.2025</i>	<i>The Company has to submit the financial results for the Quarter ended 31.12.2024, by 14.02.2025. However, the Company has submitted the results on 27.02.2025</i>	<i>Submission of Financial Results under Regula on 33 of SEBI LODR</i>	<i>Delay in Submission of Financial Results (Standalone and Consolidated) for the Quarter ended 31.12.2024</i>	<i>The Company could not consolidate its financials due to nonavailability of financial informa on of a material subsidiary. Hence the company could not finalise its consolidated financials by due date. Subsequently the said results were approved excluding the financials of Dindigul Farm Product Limited, a material subsidiary, and submitted on 27th February 2025. Further the Company has announced the reasons for this delay in submitting financial results on 14th February 2025 and 28th February 2025. The Fine levied was remitted on 26.03.2025</i>	<i>This action has been complied with and hence closed.</i>

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

Sr. No	Particulars	Compliance Status	Observations/ Remarks by PCS*
1	Secretarial Standards: 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	None
2	Adoption and timely updation of the Policies: 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	None
3	Maintenance and disclosures on Website: • 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 Yes Yes	None None None

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4	Disqualification of Director(s): 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	None
5	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes Yes	None None
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	None
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.	No	

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8	Related Party Transactions: a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes NA	None None
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	None
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	None
11	Actions taken by SEBI or Stock Exchange(s), if any: 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	No	Non-compliances and related regularisations by the Company are detailed in table above.

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12	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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	NA	None
13	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above	Yes	None

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. – Not applicable.

We further report that there were few observations made in the Annual Secretarial Compliance Report for the year ended 31st March 2025 / Previous Financial Year. These observations were made on instances of non-compliances and regularised by the Company during the Financial Year 2025-26. In these instances, fines levied by the Stock Exchange was paid by the Company within said Financial Year. Hence, there is no actions pending to comply with the observations made in previous reports, during the Financial Year ended 31st March, 2026.

We further report that the Company is currently in the process of issuing Partly Paid-up Rights Issue to its existing shareholders. Currently, the Board of Directors have approved the Letter of Offer and the same is being circulated to the shareholders of the Company.

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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 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.

Date: 26-05-2026

Place: Chennai

KRISHNAMURTHI RAVICHANDRAN

Practicing Company Secretary

Membership Number: ACS 12838

Certificate of Practice Number: 3207

Peer Review Certificate Number: 2460/2022

Peer Reviewed Date: July 15, 2022

UDIN No. **A012838H000484551**