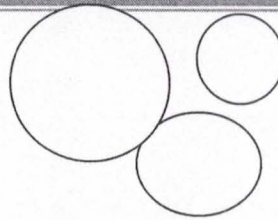


# BIOGEN



PHARMACHEM INDUSTRIES LIMITED

CIN NO: L51100GJ1995PLC026702

(Formerly Known as SUN TECHNO OVERSEAS LIMITED)

Date: 19.05.2023

To,

Department of Corporate Services  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23**

In compliance with **SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019**, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2023 issued by secretarial auditor Mr. Haresh Kapuriya, Practicing Company Secretaries.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For, BIOGEN PHARMACHEM INDUSTRIES LIMITED



Director/Authorised Signatory

**Registered Office Address:: Shop No. 3, First Floor, Maker; – 1 Building, Jawahar Road, Rajkot-360001**

**E mail [biogenpharmachem@gmail.com](mailto:biogenpharmachem@gmail.com)**



# **KH & ASSOCIATES**

**Practicing Company Secretaries**

To  
The Board of Directors  
BIOGEN PHARMACHEM INDUSTRIES LIMITED  
RAJKOT - 360001

**Sub.: Annual Secretarial Compliance Report for the Financial Year 2022-23**

Dear Sir,

We have been engaged by **M/s. BIOGEN PHARMACHEM INDUSTRIES LIMITED** (hereinafter referred to as the "Company") bearing **CIN: L51100GJ1995PLC026702** whose Equity Shares are listed on BSE Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**Date: 19/05/2023**

**Place: Vadodara**

**FOR KH & ASSOCIATES**

**Practicing Company Secretaries**

**HARESH**

**RAMNIKLAL**

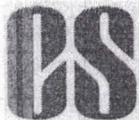
**KAPURIYA**

Digitally signed by HARESH RAMNIKLAL KAPURIYA  
DN: cn=HARESH RAMNIKLAL KAPURIYA, o=KH & ASSOCIATES, ou=UNAGADH, email=haresh.kapuriya@khassociates.com, c=IN  
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91a09603f8b426fa  
email=KAPURIYA@KH&ASSOCIATES.COM, cn=HARESH  
RAMNIKLAL KAPURIYA  
Date: 2023.05.19 12:15:24 +05'30'

**Haresh kapuriya**

**ACS 26109, CP NO. 16749**

**PRC No. 798/2020**



# KH & ASSOCIATES

Practicing Company Secretaries

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BIOGEN PHARMACHEM INDUSTRIES LIMITED  
(FORMALLY KNOWN AS SUN TECHNO OVERSEAS LTD)**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2023**

To  
The Board of Directors  
BIOGEN PHARMACHEM INDUSTRIES LIMITED  
RAJKOT – 360001

**We have examined:**

- a) All the documents and records made available to us and explanations provided by the BIOGEN PHARMACHEM INDUSTRIES LIMITED. (Formally known as SUN TECHNO OVERSEAS LTD) ("the listed entity")
- b) the filings/submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate.

For the financial year ended on March 31, 2023 in respect of Compliance with the provisions of:

- 1. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
- 2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period**



- e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **Not Applicable for the period**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**

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:
  - **Refer Annexure "A" annexed to the Report.**
- b) The listed entity has taken the following actions to comply with the observations made in previous reports:
  - **Refer Annexure "B" annexed to the Report.**

I further report that –

- *The Company has not complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.*
- There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed



# KH & ASSOCIATES

Practicing Company Secretaries

Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report –

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS*                                                                                                                                                                |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | <b>Secretarial Standards:</b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)                                                                                                                                                                                                         | No                            | <ul style="list-style-type: none"><li>- The minutes of the meetings are yet to be updated.</li><li>- Company has not provided the proof of sending notices for the Board Meetings.</li></ul> |
| 2.      | <b>Adoption and timely updating of the Policies:</b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul> | <br>Yes<br><br><br>Yes        | <br>Not Any<br><br><br>Not Any                                                                                                                                                               |
| 3.      | <b>Maintenance and disclosures on Website:</b> <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></ul>                                                                                                                                               | <br>Yes<br><br><br>Yes        | <br>Not Any<br><br><br>Not Any                                                                                                                                                               |



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Practicing Company Secretaries

|    |                                                                                                                                                                                                                                                                                                    |     |                                                                                                                           |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------------------------------------|
|    | <ul style="list-style-type: none"> <li>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 the website</li> </ul>                                                                  | Yes | Not Any                                                                                                                   |
| 4. | <b>Disqualification of Director:</b> <ul style="list-style-type: none"> <li>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</li> </ul>                                                                                                               | Yes | Not Any                                                                                                                   |
| 5. | <b>To examine details related to Subsidiaries of listed entities:</b> <ol style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries</li> </ol>                                 | Yes | Not Any<br><br>Not Any                                                                                                    |
| 6. | <b>Preservation of Documents:</b><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 | Not Any                                                                                                                   |
| 7. | <b>Performance Evaluation:</b><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations                                                                             | No  | The company has not conducted any process for performance evaluation of Board or committee at the start of financial year |
| 8. | <b>Related Party Transactions:</b> <ol style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with</li> </ol> | Yes | Not Any                                                                                                                   |



Date: 19/05/2023  
Place: Vadodara  
UDIN: A026109E000335275

**HARESH  
RAMNIKAL  
KAPURIYA**

**Haresh Kapuriya**  
**ACS 26109, CP NO. 16749**  
**PRC No. 798/2020**



# KH & ASSOCIATES

Practicing Company Secretaries

## Annexure "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: –

| Compliance Requirement<br>(Regulations/Circulars/<br>guidelines including specific.<br>clause)                                                                     | Regulation/<br>Circular<br>No.                                     | Deviations                                           | Action<br>taken by          | Type of Action<br>(Advisory/Clarification/<br>Fine/Show Cause<br>Notice/<br>Warning, etc.) | Details of<br>Violation                                                                                   | Fine<br>Amount | Observations /<br>Remarks of the<br>Practicing<br>Company)                                                                                                                                                                                         | Management<br>Response                                                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------|-----------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Regulation 17(1)</b><br>Non-compliance with the<br>requirements pertaining to the<br>composition of the Board<br>including failure to appoint<br>woman director | <b>Regulation<br/>17(1) of SEBI<br/>(LODR)<br/>Regulation,2015</b> | Company<br>has not<br>appointed<br>Women<br>Director | Bombay<br>Stock<br>exchange | Advisory                                                                                   | Company has<br>not appointed<br>Women<br>Director during<br>the quarter<br>ended on<br>September<br>,2022 | Rs. 5,42,800   | Company has<br>composed the<br>Board properly<br>and has complied<br>with the<br>regulation in the<br>next quarter<br>ended on<br>31/03/2023,<br>However the<br>penalty imposed<br>by the stock<br>exchange is yet<br>to be paid by the<br>Company | Company has<br>made the default<br>good and has<br>made proper<br>composition of<br>Board and<br>company is<br>under process of<br>waiver of penalty<br>and if it is not<br>waived by<br>exchange it will<br>be paid by the<br>company. |



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

| Compliance Requirement<br>(Regulations/Circulars/<br>guidelines including specific.<br>clause) | Regulation/<br>Circular<br>No. | Deviations | Action<br>taken by | Type of Action<br>(Advisory/Clarification/Fin e/Show<br>Cause Notice/<br>Warning, etc.) | Details of<br>Violation | Fine<br>Amount | Observations / Remarks of the<br>Practicing Company) |
|------------------------------------------------------------------------------------------------|--------------------------------|------------|--------------------|-----------------------------------------------------------------------------------------|-------------------------|----------------|------------------------------------------------------|
| Not Any                                                                                        | N.A.                           | Not<br>Any | Not Any            | Not Any                                                                                 | Not Any                 | Nil            | Not Any                                              |

**Date: 19/05/2023**  
**Place: Vadodara**  
**UDIN: A026109E000335275**

**FOR KH & ASSOCIATES**  
**Practicing Company Secretaries**

HARESH  
RAMNIKLAL  
KAPURIYA

Digitally signed by HARESH RAMBHAL KAPURYA  
DN: c=IN, postalCode=963630, st=GUJARAT, street=JUNAGADH,  
o=JUNAGADH, cn=Personal  
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cn=HARESH RAMBHAL KAPURYA  
Date: 2023.05.19 12:10:52 +05'30'

**Haresh Kapuriya**  
**ACS 26109, CP NO. 16749**  
**PRC No. 798/2020**