

Date: 30.05.2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Through: Listing Centre
Security code: 524636

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2023

Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No CIR/CFD/CMD1/27/2019 dated 08-02-2019, We hereby submit the Annual Secretarial Compliance Report for the year ended 31st March, 2023 issued by Ms. Vanitha Nagulavari, Practicing Company Secretary, Hyderabad.

This is for your information and records.

Thanking you.

Yours faithfully

For **Oxygenta Pharmaceutical Limited**

Name: **Sai Sudhakar Vankineni**
Designation: **Managing Director**
DIN: **0073301**



Secretarial Compliance Report of Oxygenta Pharmaceutical Limited (formerly known as S.S. Organics Ltd.) for the financial year ended 2022-23

I, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Oxygenta Pharmaceutical Limited (formerly known as S.S. Organics Ltd.) (hereinafter referred as 'the listed entity'), having its Registered Office at Survey No.252/1, Aroor village, Sadasivapet Mandal, Medak District, Telangana. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations 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 the listed entity has, during the review period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Vanitha Nagulavari, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Oxygenta Pharmaceutical Limited (formerly known as S.S. Organics Ltd.) ("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 31st March, 2023 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;
- (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 the review period*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (*not applicable to the Company during the review period*)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*not applicable to the Company 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;

I, hereby report that, during the Review Period:

- I. (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	Management Response	Remarks
1	Disclosure under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Default in taking approval and disclosing of Related Party transactions under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	The Listed entity had ratified by taking approval from the Shareholders in its 29th AGM dated 26th September, 2022 and made the revised disclosures with the BSE Limited ("the stock exchange")	Show Cause Notice No. SEBI/ EAD-1/SM/ YK/64 929/2 022	Default in taking approval and disclosing of Related Party transactions under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2011	Nil	As informed by the Company, the Company had taken approval of the particular Related Party transaction as financial transaction instead of Related party Transaction.	The company complied the same during this period under review	

2	Disclosure under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Delay in taking approval and disclosure of Related Party transactions under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	The Listed entity had ratified by taking approval from the Shareholders in its 29th AGM dated 26th September, 2022 and made the revised disclosures with the BSE Limited ("the stock exchange")	Adjudication Order No. Order/SM/Y K/2022-23/23 921-23927)	Default in taking approval and disclosure of Related Party transactions under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2011	Rs. 5,00,000/- on listed entity and Rs. 6,00,000/- joint and several penalties on Executive Directors of the listed entity	As informed by the Company, the Company had taken approval of the particular Related Party transaction as financial transaction instead of Related party Transaction.	The company complied the same during this period under review	
3	Disclosure under Regulation 31A(8)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Regulation 31A(8)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Delay in disclosure of material event i.e., Submission of application for re-classification of status as promoter / public by the listed entity to the stock exchange under Regulation 31A(8)(c) of Securities and Exchange Board of India	The Listed entity had made the disclosure on 21st February, 2023 with the BSE Limited ("the stock exchange")	Advisory letter from BSE Limited dated 22nd February, 2023	Default in disclosure of material event i.e., Submission of application for re-classification of status as promoter / public by the listed entity to the stock exchange under Regulation 31A(8)(c) of Securities and Exchange Board	Nil	As informed by the Company, the Company had Complied the same with a delayed disclosure dated 21st February, 2023	The company complied the same during this period under review	

			(Listing Obligations and Disclosure Requirements) Regulations, 2015			of India (Listing Obligations and Disclosure Requirements) Regulations, 2011				
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amounts	Observation/ Remarks of Practicing Company Secretary	Management Response	Remarks
1	Disclosure under Regulation 23(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Regulation 23(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	21 days delay in filing of Disclosure of Related Party Transactions for the period ended 31st March, 2021	The listed entity had complied the same with the delayed disclosure	Delayed compliance	21 days delay in filing of Disclosure of Related Party Transactions for the period ended 31st March, 2021	Nil	As informed by the management of the Company that, due to administrative reasons it could not comply and has complied the same on 21st of August, 2021.	The listed entity had complied the same with the delayed disclosure	
2	Disclosure under Regulation 13(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Regulation 13(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	26 days delay in filing of Investors Complaints for the Quarter ended 30th June, 2021	The listed entity had complied the same with the delayed disclosure	Delayed compliance	26 days delay in filing of Investors Complaints for the Quarter ended 30th June, 2021	Nil	As informed by the management of the Company that, due to administrative reasons it could not comply and has complied the same on 17th of August, 2021.	The listed entity had complied the same with the delayed disclosure	

II. 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/ NA)	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>	NA	NA
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:	NA	NA
	<p>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.</p> <p>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</p>	NA	NA

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	<p>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.</p> <p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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 not provided information as required by the auditor.</p>		
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 18th October, 2019.	NA	NA

**The Company had appointed M/s. Gowri Shankar & Associates, Chartered Accountants as Statutory Auditors of the Company in 29th AGM for a period of 5 years till the conclusion of 34th AGM. The above table w.r.t resignation of auditors is Not applicable for this review period.*

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>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).</p>	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
2.	Adoption and timely updation of the Policies: <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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	Nil Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> 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 re- directs to the relevant document(s)/section of the website 	Yes Yes Yes	Nil Nil Nil
4.	Disqualification of Director: None of the Director(s) of the Company 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.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	NA NA	Nil Nil
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	Nil

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
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.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	Nil Nil
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	Nil
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	Nil
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 except as provided under separate paragraph herein.	No	Nil
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	Nil

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. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. 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.

Place: Hyderabad

Date: 30.05.2023

N Vanitha
Practicing Company Secretary

M No.: 26859
C P No.: 10573
UDIN: A026859E000430581
Peer Review No:1890/2022