

**June 3, 2025**

BSE Limited  
Department of Corporate Services  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
**Scrip Code No: 542665**

National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
**Company Symbol: NEOGEN**

Dear Sir/Madam,

**Sub: Outcome of Board Meeting held on June 3, 2025.**

**Ref.: Regulation 30 with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).**

With reference to the captioned subject and pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform you that the Board of Directors of Neogen Chemicals Limited (“**the Company**”) has at its meeting held today i.e. Tuesday, June 3, 2025, commenced at 06:16 p.m. IST and concluded at 07:00 p.m. IST, inter alia considered and approved the following:

1. Based on the recommendation of and in consultation with the Nomination & Remuneration Committee, approved the continuation of Directorship of Prof. Ranjan Kumar Malik (DIN: 08221989), as a Non-Executive Independent Director of the Company post attaining the age of 75 years till the end of his second term of 5 consecutive years i.e. upto October 5, 2028, not liable to retire by rotation, subject to approval of the members by way of Postal Ballot, and on the same terms and conditions as already approved by the Members in its 34<sup>th</sup> Annual General Meeting held on September 5, 2023 by passing a special resolution for his re-appointment for a second term of 5 years commencing from October 6, 2023 to October 5, 2028 prior to him attaining an age of 75 years, pursuant to Regulation 17(1A) and other applicable provisions of the Listing Regulations, read with provisions of Section 149, 150, 152, 161 read with schedule IV, and other applicable provisions of the Companies Act, 2013 (“**Act**”), relevant rules under the Companies (Appointment and Qualification of Directors) Rules, 2014.

Further, pursuant to the direction dated June 14, 2018 issued by SEBI to the stock exchanges and based on the declarations received, we hereby confirm that the aforesaid Director is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority and therefore, he is not disqualified to be appointed as Director.

Details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 (“**SEBI Circulars**”), is enclosed as **Annexure 1**.

2. Approved the Postal Ballot Notice to seek approval of the shareholders for the following:
  - a) Continuation of Directorship of Prof. Ranjan Kumar Malik (DIN: 08221989), as a Non-Executive Independent Director of the Company post attaining the age of 75 years.

Mr. Devendra Deshpande- Proprietor of M/s. DVD & Associates, Practicing Company Secretaries, Pune, having consented, is appointed to act as Scrutinizer for the purpose of conducting e-voting process in a fair and transparent manner.

**Calendar of events for the postal ballot process**

Sr. No.	Particulars	Date of Events
1	Record Date/ Cut - off Date for identification of voting rights of the members	Monday, 9 June, 2025
2	Proposed Date for Completion of dispatch of Postal Ballot Notice ( <i>only through Electronic mode</i> )	Thursday, 12 June, 2025
3	Date and time of commencement of remote e-voting	Friday, 13 June, 2025 at 9:00 a.m.
4	Date and time of end of remote e-voting	Saturday, 12 July, 2025 till 5:00 p.m.
5	Submission of report by the Scrutinizer	Tuesday, 15 July, 2025
6	Date of declaration of results of voting	Tuesday, 15 July, 2025
7	Deemed date of Passing of Special Resolution	Saturday, 12 July, 2025

In accordance with the provisions of the Section 108, 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("**MCA**") including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI, applicable provisions of the Listing Regulations and pursuant to other applicable laws and regulations, the voting by members through postal ballot shall take place only through remote e-voting and no physical ballot form will be dispatched by the Company.

Postal Ballot Notice shall be sent to the shareholders in due course and the same shall be filed with the exchanges.

- Further pursuant to Regulation 30 of the Listing Regulations read with relevant SEBI Circulars, this is to inform you that the Company has received an email dated May 28, 2025 at 18:19 hours with subject- NEOGEN - Clarification on Corporate Governance and an email dated May 29, 2025 at 22:41 hours with subject line NEOGEN - Notice for non-compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**emails**") along with a Notice with ref. no. NSE/LIST-SOP/COMB/FINES/0607 dated May 29, 2025 ("**Notice**") from National Stock Exchange of India Limited ("**NSE**") giving notice of observation of non-compliance with the requirements of Regulation 17(1A) Listing Regulations as the Company has not specifically mentioned regulation 17(1A) in the special resolution and explanatory statement passed for re-appointment of one of the Non- Executive and Independent Director who was about to attain an age of **75 years**.

Further the Notice received from NSE levies a fine on the Company the payment of which is to be made within 15 days from the date of the Notice.

Hence, it is proposed to again seek an approval of the shareholder of the Company by way of Postal Ballot for continuation of Directorship of Prof. Ranjan Kumar Malik (DIN: 08221989), as a Non-Executive Independent Director of the Company post attaining the age of 75 years till the end of his second term of 5 consecutive years i.e. upto October 5, 2028, not liable to retire by rotation, and on the same terms and

conditions as already approved by the Members in its 34<sup>th</sup> Annual General Meeting held on September 5, 2023 by passing a special resolution for his re-appointment for a second term of 5 years commencing from October 6, 2023 to October 5, 2028 prior to him attaining an age of 75 years, pursuant to Regulation 17(1A) and other applicable provisions of the Listing Regulations, read with provisions of Section 149, 150, 152, 161 read with schedule IV, and other applicable provisions of the Act, relevant rules under the Companies (Appointment and Qualification of Directors) Rules, 2014.

The details as required under SEBI circulars and the notice received from NSE is enclosed herewith as **Annexure 2**.

The above information is also being uploaded on the Company's website at <https://neogenchem.com/announcements/> and at the website of the NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)).

Kindly take the above information on your records.

Yours faithfully,  
For **NEOGEN CHEMICALS LIMITED**

---

**Unnati Kanani**  
**Company Secretary & Compliance Officer**  
**Membership No:** ACS 35131  
**Place:** Thane  
**Encl.:** As above

### Annexure 1

Continuation of Directorship of Prof. Ranjan Kumar Malik (DIN: 08221989), as a Non-Executive Independent Director of the Company post attaining the age of 75 years.

Sr. No.	Details of events that need to be provided	Information of such event
1	Name of Director/ <del>Key Managerial Personnel</del>	Prof. Ranjan Kumar Malik
2	Designation	Independent Director
3	Reason of change viz. appointment, <del>resignation, removal, death or otherwise</del>	Continuation of Directorship as a Non-Executive Independent Director of the Company post attaining the age of 75 years till the end of his second term of 5 consecutive years i.e. upto October 5, 2028, not liable to retire by rotation.
4	Date of Appointment/ <del>cessation</del> (as applicable)	Members of the Company in its 34 <sup>th</sup> Annual General Meeting held on September 5, 2023 had by passing a special resolution approved re-appointment of Prof. Ranjan Kumar Malik for a second term of 5 years commencing from October 6, 2023 to October 5, 2028 prior to him attaining an age of 75 years and now as he has attained an age of 75 years, considering the immense value he adds to the Board it is desirable to avail his expertise, and so the Board of directors has approved the continuation of his Directorship as a Non-Executive Independent Director of the Company post him attaining the age of 75 years till the end of his second term of 5 consecutive years i.e. upto October 5, 2028, subject to approval of the shareholders by way of passing special resolution through postal ballot.
5	Term of Appointment	Continuation of his Directorship as a Non-Executive Independent Director of the Company post attaining the age of 75 years till the end of his second term of 5 consecutive years i.e. upto October 5, 2028, not liable to retire by rotation, subject to approval of the shareholders by way of passing special resolution through postal ballot.
6	Brief Profile	Prof. Ranjan Kumar Malik (DIN: 08221989) is an Independent Director in the Company. He has a bachelor's degree in science (Chemical Engineering) with a gold medal from the University of Kanpur. He also has a master's degree in chemical engineering from the Indian Institute of Technology-Kanpur, and a Doctor of Philosophy (Ph.D.) degree from the University of Wisconsin-Madison, USA. He has been a Professor in the Department of Chemical Engineering, Indian Institute of Technology-Bombay at Mumbai for more than 30 years. He is currently an Adjunct Professor of Chemical Engineering with the Indian Institute of Technology - Bombay, Mumbai. He is also a life member of the Indian Institute of Chemical Engineers.
7	Disclosure of relationships between Directors (in case of appointment of a Director)	Prof. Ranjan Kumar Malik (DIN: 08221989) has no relationship, with other Board Members.
8	Shareholding, in any in the Company	Nil
9	Information as required under Circular No. LIST/COMP/14/2018-19 and SE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively	We confirm that Prof. Ranjan Kumar Malik (DIN: 08221989) meets the criteria of 'independence' under Section 149 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations, as amended. Further, he has not been debarred from holding office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

**Annexure 2**  
**Details of Fine levied by NSE**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the Authority	National Stock Exchange of India Limited
2.	Nature and details of the action(s) taken, initiated or order(s) passed	Fine of Rs. 3,61,080 (including GST @18%) for the quarter ended December 31, 2024 and March 31, 2025.
3.	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Thursday, May 29, 2025 at 22:41 hours
4.	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Regulation 17(1A) of the Listing Regulations, pertaining to approval by way of special resolution for appointment or continuation of Non-Executive Director who attained the age of seventy-five years.
5.	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	No impact on financial, operation or other activities of the Company except the fine mentioned above.

**NSE/LIST-SOP/COMB/FINES/0607****May 29, 2025**

The Company Secretary  
**Neogen Chemicals Limited**  
1002, 10th floor, Dev Corpora Bldg, off. Pokharan,  
Road no.2, Khopat, Maharashtra,  
Thane (West), Pin-400601

Dear Sir/Madam,

**Subject: Notice for non-compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Your attention is drawn towards SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (hereinafter referred to as “Master Circular”), specifying Standard Operating Procedure for imposing fines and suspension of trading in case of non-compliance with the Listing Regulations. On verification of the Exchange records, it has been observed that your Company has not complied/delayed complied with certain Listing Regulation(s). The details of non-compliance(s)/delayed compliance(s), total fine payable by your Company and the particulars about manner in which fine should be remitted to the Exchange is enclosed as **Annexure**.

You are requested to inform the Promoters about identified non-compliance/delayed compliance and to ensure compliance with respective regulation(s) and make the payment of fines **within 15 days** from the date of this notice, failing which the Exchange may initiate following actions as per Master Circular:

1. Initiate freezing of entire shareholding of the Promoters in the Company as well as in other securities held in the Demat account of the Promoters.
2. Trading in securities of your Company shall take place on 'Trade for Trade' basis, in case of two consecutive defaults with Regulations 17(1), 18(1) and 27(2) of Listing Regulations i.e., Shifting of trading in securities to Z Category as per Master Circular.

You may also file the waiver request. Below are the parameters for filing the application for waiver:

- a) Detailed submission indicating reasons for waiver, considering the extant Policy for Exemption of Fines, and shall indicate whether it intends to seek personal hearing before the concerned Committee.
- b) The Company may further note that ***compliance is a prerequisite for applying for waiver***. Thus, waiver application of the non-complied Companies will not be processed without achieving the compliance.
- c) In case the Company is non-complaint under multiple regulations, the Company is advised to file a single application mentioning the details of all the respective regulations and quarters for which the Company intends to apply for waiver, in order to avoid the duplication of the entries.
- d) Processing fees for an amount of **Rs.10,000 plus 18% GST** to be paid to the **designated Exchange**, (as segregated between the Exchanges as per the policy for waiver of fines) only if the fine amount is more than Rs. 5,000.

This Document is Digitally Signed



Signer: RACHNA JHA  
Date: Thu, May 29, 2025 19:10:20 IST  
Location: NSE

However, before filing an application for waiver of fines, you are requested to refer to the below policies available on the Exchange's website. For ready reference you may refer below links:

- i. **Policy on exemption of fine:**  
[https://archives.nseindia.com/content/equities/Policy\\_for\\_exemption\\_SOP\\_Equity.pdf](https://archives.nseindia.com/content/equities/Policy_for_exemption_SOP_Equity.pdf)
- ii. **Policy on processing of waiver application:**  
[https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Policy\\_on\\_processing\\_of\\_waiver\\_application\\_segregation\\_of\\_commonly\\_listed\\_entities.pdf](https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Policy_on_processing_of_waiver_application_segregation_of_commonly_listed_entities.pdf)

*The request for waiver of fine can be submitted to Exchange through NEAPS portal along with documentary evidence on the below link (Please note that waiver applications sent via mail will not be considered):*

**NEAPS>>Compliance>>Fine Waiver>>Waiver Request.**

Further, as per Master Circular, your Company is also required to ensure that the said non-compliance which has been identified by the Exchange and subsequent action taken by the Exchange in this regard shall be placed before the Board in the next Board Meeting and comments made by the Board shall be duly informed to the Exchange at the below mentioned path in NEAPS portal along with this letter for dissemination having the announcement text as 'Board comments on fine levied by the Exchange'.

**Path: NEAPS > COMPLIANCE > Announcements > Announcements/ CA (Subject: Updates)**

In case of any clarification, you may contact any of the below mentioned Exchange Officers from Listing Compliance Department: -

- Ms. Madhu Kadam
- Ms. Suman Lahoti
- Ms. Harshita Chaubal
- Ms. Chanchal Daga (Waiver request)
- Ms. Sweety Mamodia (Waiver request)
- Mr. Abhishek Sawant (Waiver request)

Yours faithfully

**For National Stock Exchange of India Limited**

**Rachna Jha**  
**Manager**

This Document is Digitally Signed



Signer: RACHNA JHA  
Date: Thu, May 29, 2025 19:10:20 IST  
Location: NSE



**Annexure**

Regulation	Quarter	Fine amount per day (Rs.)/Fine amount per instance(Rs.)	Days of non-compliance / No. of instance(s)	Fine amount (Rs.)
17(1A)	31-Dec-2024	2000	63	126000
17(1A)	31-Mar-2025	2000	90	180000
<b>Total Fine</b>				<b>306000</b>
<b>GST (@18%)</b>				<b>55080</b>
<b>Total Fine payable (Inclusive of 18% GST)</b>				<b>361080*</b>

\* In case the Company is non-compliant as on the date of this letter then fine amount will keep on increasing every day till the date compliance is achieved.

**Notes:**

- **If the fine amount is paid before receipt of this letter, then inform the Exchange accordingly.**
- Please update the payment details on below mentioned path:  
NEAPS > Payment > SOP Fine Payment.
- The above payment may be made vide RTGS / NEFT / Net Banking favouring 'National Stock Exchange of India Limited'. The bank details towards the payment of fine are as follows:

BENEFICIARY NAME	NATIONAL STOCK EXCHANGE OF INDIA LIMITED
BANK NAME	IDBI BANK LTD
A/C NO	Please refer Unique Account Code used for making Annual Listing fees to the Exchange
BRANCH	BANDRA KURLA COMPLEX, MUMBAI
RTGS/IFSC CODE	IBKL0001000

- The fine paid as above will be credited to IPFT as envisaged in the circular.

This Document is Digitally Signed


Signer: RACHNA JHA  
Date: Thu, May 29, 2025 19:10:20 IST  
Location: NSE