



DVD & ASSOCIATES

Company Secretaries

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Pune | Mumbai | Kolhapur | Yavatmal | Dubai

COMPLIANCE CERTIFICATE

**[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]**

To,

The Members,

NEOGEN CHEMICALS LIMITED

Office No,1002 10th Floor Dev Corpora Bldg.

Opp. Cadbury Co Pokhran Road No.2

Khopat Thane 400601

We, DVD & Associates, Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 30th April, 2024 by the Board of Directors of NEOGEN CHEMICALS LIMITED (hereinafter referred to as 'the Company'), having CIN: L24200MH1989PLC050919 and having its registered office at Office No,1002 10th Floor Dev Corpora Bldg. Opp. Cadbury Co Pokhran Road No.2 Khopat Thane 400601. This Certificate is issued under the Securities and Exchange Board of India [Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"].

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented following scheme of ESOP viz Neogen Chemicals Limited Employees Stock Option Scheme 2024 ("**Scheme**") in accordance with the Regulations and the Special resolution passed by the members at the General Meeting of the Company held on 27th September, 2024.

For the purpose of verifying the compliance of the Regulations, I have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors held on August 7, 2024;

Pune Office: 3rd Floor, Samarth Building, Plot 14, Pinak Colony, Near Bank of India, Karve Nagar, Pune - 411 052



4. Shareholder's resolutions passed at the General Meeting(s) held on September 27, 2024 approving the Scheme and related resolutions;
5. Minutes of the meetings of the Nomination and Remuneration Committee ("NRC") held on August 7, 2024;
6. Relevant Accounting Standards as prescribed by the Central Government;
7. Detailed terms and conditions of the Scheme as approved by NRC;
8. Exercise Price / Pricing formula;
9. Disclosure by the Board of Directors in the Board's Report;
10. Disclosures filed in respect of the Scheme with the relevant Stock exchanges;
11. Relevant provisions of the Regulations, Companies Act, 2013 ("Act") and Rules made thereunder;
12. Other relevant document/ filing/ records/ information as sought and made available to us and the explanations provided by the Company.


Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, We certify that the Company has implemented the Scheme in accordance with the applicable provisions of the Regulations, Act and Resolution(s) of the Company passed in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

**FOR DVD & ASSOCIATES
COMPANY SECRETARIES**


DEVENDRA V. DESHPANDE
Proprietor
FCS 6099 CP 6515
PR No. 1164/2021
UDIN: F006099G000926601



Date: 02.08.2025
Place: Pune