



Aarey

DRUGS & PHARMACEUTICALS LTD.

**MANUFACTURERS OF BULK DRUGS &
DEALERS OF CHEMICAL & SOLVENTS**

GST No. : 27AAACA5253A1Z9
CIN No. : L99999MH1990PLC056538

HEAD OFFICE : 1227, HUBTOWN SOLARIS, N.S. PHADKE MARG, OPP, TELLI GALLI, ANDHERI - (E), MUMBAI - 400 069 INDIA . TEL. : (022) 62872900/2999 E-mail : info@aareydrugs.com
REGD. OFFICE & FACTORY : E-34, M.I.D.C.TARAPUR, BOISAR, DIST.: PALGHAR - 401 506 TEL. : (02525) 622165 E-mail : works@aareydrugs.com Web : www.aareydrugs.com

Date: 30th May, 2022

To,

BSE Limited
The Manager,
Corporate Service Department
P.J. Towers, Dalal Street,
Mumbai- 400 001

Scrip Code: 524412

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400051

NSE Symbol: AAREYDRUGS

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2022

Dear Sir/ Madam,

Pursuant to Clause 3(b)(iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we wish to enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2022.

Kindly take the same on record.

Thanking you,

Yours Faithfully

For Aarey Drugs & Pharmaceuticals Ltd


Mihir Ghatalia
Managing Director
DIN: 00581005



CS Parbat Chaudhari

Practicing Company Secretary

Office: Sarkari Goliya, Post: Agthala,

Tehsil: Lakhani, Dist.: Banaskantha,

Gujarat - 385535

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SECRETARIAL COMPLIANCE REPORT OF AAREY DRUGS AND PHARMACEUTICALS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

1. I, Parbat V. Chaudhari, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **Aarey Drugs and Pharmaceuticals Limited** having CIN: **L99999MH1990PLC056538** ("the Listed Entity") arising from the compliances of specific Regulations listed under Clause 2 of this report;
- (b) the filings / submissions made by the Listed Entity to the Stock Exchanges in connection with the above;
- (c) website of the Listed Entity; and
- (d) all other documents, filings or submissions on the basis of which this certification is given,

for the financial year ended 31st March, 2022 ("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 Securities and Exchange Board of India ("SEBI");

2. The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not Applicable during the review period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - (Not applicable during the review period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - (Not applicable during the review period);
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) 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 - (Not applicable during the review period);

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has prima facie complied with the applicable 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)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,	Not Complied	The Company has altered Memorandum of Association but the altered copy of Memorandum of Association



	2015		has not been submitted to the Stock Exchanges as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Annual Report in XBRL mode as per BSE Circular No.: LIST/COMP/40/2018-19 dated 08 th February, 2019 and NSE Circular No.: Ref No: NSE/CML/2019/26 dated 01 st November, 2019.	Not Filed	The Company has not filed Annual Report for the financial year ended 31 st March, 2021 in XBRL mode as required under BSE Circular No.: LIST/COMP/40/2018-19 dated 08 th February, 2019 and NSE Circular No.: Ref No: NSE/CML/2019/26 dated 01 st November, 2019.
3.	Allotment of Equity Shares under the Preferential Issue - The SEBI Circular No.: CIR/CFD/CMD/4/2015 Dated 09 th September, 2015	Partial Compliance	The Company has not disclosed all the relevant details of Allotment of Equity Shares under the Preferential Issue as required to be disclosed under the SEBI Circular No.: CIR/CFD/CMD/4/2015 Dated 09 th September, 2015.
4.	Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	Delayed Filing	There was delay in submission of disclosures under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
5.	Regulation 16, 17, 18, 19 and 20 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	Not Complied	One Independent Director of the Company along with his relative holding securities of the Company in excess of permissible limit under Regulation 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and due to that, the composition of Board, Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship



		Committee are not in accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
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(b) The Listed Entity has prima facie maintained proper records under the provisions of the above Regulations and Circulars / Guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the Listed Entity / its Promoters / Directors either by the SEBI or by the Stock Exchanges (including under the Standard Operating Procedures Issued by the SEBI through various Circulars) under the aforesaid Acts / Regulations and Circulars / Guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
-	-	-	-	-

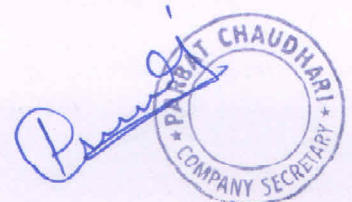
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Composition of the Board of Directors under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Upto 1 st July, 2020, the Composition of the Board of Directors was not in compliance with the Regulation 17(1) of the	31 st March, 2021	The Company has complied with the said requirements after 01 st July, 2020.	During the review period, the Company has prima facie complied with the said requirement.

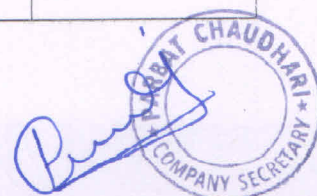


	SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as the Company does not have six Directors till 01 st July, 2020.			
2	Disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The Company has delayed in making disclosure to the Stock Exchange regarding the appointment of Mr. Nimit Rajesh Ghatalia, Mr. Anil Mandal and Mrs. Archana Pramod Vani as Additional Directors of the Company as required to be disclosed under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	31 st March, 2021	No Action was required to be taken in current year.	N.A.
3.	Constitution of the Nomination and Remuneration Committee under Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The Constitution of the Nomination and Remuneration Committee was not in compliance with the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 29 th January, 2020 till 15 th April, 2020.	31 st March, 2021	The Company has complied with the said requirements after 15 th April, 2020.	During the review period, the Company has prima facie complied with the said requirement.
4.	Constitution of the Stakeholder Relationship Committee under Regulation 20 of the SEBI (Listing	31 st March, 2021	The Company has	During the review period, the

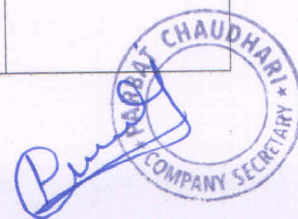
	<p>Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Constitution of the Stakeholder Relationship Committee was not in compliance with the Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 24th January, 2020 till 17th April, 2020.</p>		<p>complied with the said requirements after 17th April, 2020.</p>	<p>Company has prima facie complied with the said requirement.</p>
5	<p>Filing of the Financial Results under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Company has delayed in filing of Financial Results for the quarter/year ended on 31st March, 2020 under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	<p>31st March, 2021</p>	<p>No Action was required to be taken in current year.</p>	<p>N.A.</p>
6	<p>The SEBI Circular No.: CIR/CFD/CMD/4/2015 Dated 09th September, 2015 -</p> <p>The Company has appointed Mr. Nimit Rajesh Ghatalia, Mr. Anil Mandal and Mrs. Archana Pramod Vani as Additional Directors of the Company, Mr. Rajesh Ghatalia had resigned from the post of Chief Financial Officer of the Company and Mrs. Mira Ghatalia was appointed as the Chief Financial Officer of the Company but the Company has not disclosed all the relevant details of appointment / resignation as required to be</p>	<p>31st March, 2021</p>	<p>No Action was required to be taken in current year.</p>	<p>N.A.</p>



	disclosed under the SEBI Circular No.: CIR/CFD/CMD/4/2015 Dated 09 th September, 2015.			
7	<p>Newspaper publication of Notice of the Board Meeting under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Company had scheduled the Board Meeting for approval of the Financial Results for the financial year ended 31st March, 2020 on 31st July, 2020 but the Company has not published the Notice of the same in the English and Regional Language Newspapers.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
8	<p>Newspaper publication of Notice of the Board Meeting under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Company has delayed in publication of the Notice of the Board Meeting held for approval of the Financial Result for the quarter ended 30th September, 2020 as per Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
9	<p>Closure of Trading Window under Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended 31st March, 2020 -</p> <p>The Company has delayed in filing of intimation of Closure of Trading</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.



	Window for the quarter ended 31 st March, 2020.			
10	<p>System Driven Disclosure.</p> <p>The SEBI Circular No.: CIR/CFD/DCR/17/2015 dated 01st December, 2015 -</p> <p>The Company has delayed in filing of the intimation of appointment of the Director, and intimation of resignation of the Chief Financial Officer to the Depository.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
11	<p>Compliance Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Company has filed Compliance Report under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March, 2020 and 30th September, 2020, signed by the Managing Director but the Certificate was required to be signed by the Compliance Officer of the Company.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
12	<p>Filing of the statement of Assets and Liabilities and statement of Cash Flows under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The Company has delayed in filing of the statement of Assets and Liabilities and statement of Cash</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.



	Flows under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30 th September, 2020.			
13	<p>Filing of the Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Notice of the Annual General Meeting -</p> <p>The Company has delayed in submission of the Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Notice of the Annual General Meeting.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.

Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2020 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2021) and no action was required to be taken in current year.

- (e) During the review period, the Company has issued and allotted 20,00,000 Equity Shares under the Preferential Issue.

Date: 30th May, 2022

Place: Gujarat

UDIN: A057826D000423136

Parbat V. Chaudhari

Practicing Company Secretary

ACS No.: 57826 / COP No.: 22429

Peer Review Cert. No.: 1575/2021

Note: This report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

To,
Aarey Drugs and Pharmaceuticals Limited

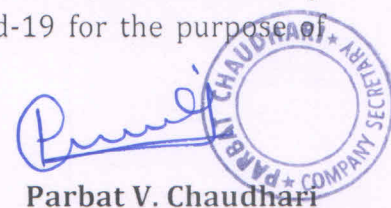
My Secretarial Compliance Report of even date is to be read along with this letter:

1. The compliance of provisions of all regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Securities Contracts (Regulation) Act, 1956 ("SCRA") and rules made thereunder applicable to Aarey Drugs and Pharmaceuticals Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Compliance Report.
2. Maintenance of secretarial and other records under regulations, circulars and guidelines prescribed under the SEBI Act and the SCRA and rules made thereunder is the responsibility of the management of the Company. My responsibility is to issue Secretarial Compliance Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Compliance Report.
4. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
5. I have conducted online verification and examination of records, as facilitated by the Company due to prevailing conditions owing to Covid-19 for the purpose of issuing this Report.

Date: 30th May, 2022

Place: Gujarat

UDIN: A057826D000423136



Parbat V. Chaudhari

Practicing Company Secretary

ACS No.: 57826 / COP No.: 22429

Peer Review Cert. No.: 1575/2021

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