

SAMPRADA & NANHAMATI SINGH FAMILY TRUST

West More 2, Flat 101, Sir Pochkhanwala Road, Worli, Mumbai - 400030, Maharashtra, India

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Code: 539523

BSE Limited
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street, Fort
Mumbai 400 001
Scrip Symbol: ALKEM

Ref: Exemption order issued by the Securities and Exchange Board of India on March 10, 2017 under Regulation 11(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 bearing reference no. SEBI/WTM/SR/CFD-DCR/17/03/2017

Sub: Compliance Status Certificate for the financial year ended March 31, 2020

Dear Sir/Ma'am,

We refer to the order dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI") under Regulation 11(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") in the matter of acquisition of shares and voting rights in Alkem Laboratories Limited ("Target Company") by Samprada & Nanhamati Singh Family Trust ("Trust"), in terms of which the Trust was granted exemption from certain provisions of the SEBI Takeover Regulations, with respect to its acquisition of shares and voting rights of the Target Company.

In terms of paragraph 4.2(x) of the exemption order, the Trust is required to obtain an annual compliance status certificate from an independent auditor, and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Enclosed is the compliance status certificate issued by R S Sanghai & Associates, Chartered Accountants, for the year ended March 31, 2020.

We trust that you will find this compliance status certificate in order.

Yours truly,



Name: Srinivas Singh

Designation: Trustee, Samprada & Nanhamati Singh Family Trust

Date: 23rd July, 2020

Place: Mumbai

Encl.: Compliance Status Certificate for the year ended March 31, 2020.

Copy To: **The Securities and Exchange Board of India**
Corporation Finance Department,
Division of Corporate Restructuring,
SEBI Bhawan, C4-A, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051



To,
Samprada & Nanhamati Singh Family Trust
West More II, Flat No. 101,
Sir Pochkhanwala Road,
Worli, Mumbai 400 030.

Independent Practitioner’s Report on the Compliance Status Certificate as required under SEBI exemption order dated 10th March 2017.

1. This Report is issued in accordance with the terms of our engagement through mail dated 2nd April, 2020.
2. The Report on Compliance status certificate given in the Exhibit (hereinafter referred to as “**exhibit**”) as attached with this report is required as per the SEBI exemption Order No. SEBI/WTM/SR/CFD-DCR/17/03/2017 dated 10th March, 2017 (“**Exemption Order**”) by the Securities and Exchange Board of India (“**SEBI**”), granting exemption to your Trust from the applicability of Regulation 3(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”).
3. The above referenced Exemption Order had specifically listed certain conditions while granting the exemption and further stated that the Trust Will obtain an annual compliance status certificate from an independent auditor (which are listed in the exhibit with this report), and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Management’s Responsibility for the Exhibit

4. The preparation of the exhibit is the responsibility of the Management of Samprada & Nanhamati Singh Family Trust (hereinafter the “Trust”) including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Trust complies with all the requirements and provides all relevant information to the Securities and Exchange Board of India (“SEBI”) as required.

Practitioner’s Responsibility

6. Pursuant to the engagement letter, it is our responsibility to review all the relevant documents and obtain necessary information and clarifications regarding compliance status of each of the conditions as given in the Exemption Order



7. We conducted our examination of the exhibit in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the conditions given in the Exemption Order and listed in the exhibit are as per the requirement and in compliance with the Exemption Order.
10. To arrive at the above opinion, we have Verified and referred to the list of documents as given in the Annexure attached to this report.

Restriction on Use

11. The certificate is addressed to and provided to the Trust solely for the purpose to enable Trust to submit it to the stock exchanges, and file an acknowledged copy of this letter with SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **R.S. SANGHAI & ASSOCIATES**
Chartered Accountants
Registration No. 109094W

Certificate No.

GEN	004	07	2020
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DEEPAK SHAH

Partner

Membership No. 166680

Place: Mumbai

Date: 21st July, 2020

UDIN No.	2	0	1	6	6	6	8	0	A	A	A	A	B	O	7	6	2	8
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Exhibit to the Report

Exemption Order Conditions & Compliance Status for the year ended 31st March 2020-

- A. Condition no. (i):** The proposed acquisition shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws.

Compliance Status

The above referred shares were transferred to the Trust in DEMAT form in two installments on 25th and 29th March 2017. This transfer was made as per the relevant provisions of the Companies Act, 2013 and necessary compliance was done by the Target Company, as certified by its Company Secretary in its letter dated 25th April, 2017.

During the year ended on 31st March 2020, there was no change in the above status.

- B. Condition no. (ii):** The **Undertaking** given by the Trustee of the Samprada & Nanhamati Singh Family Trust (Trustee- Sarvesh Singh), vide letter dated November 24, 2016, shall be incorporated in the Deed of Trust within a period of 30 days from the date of this Order and the Proposed Acquirer shall furnish an authenticated copy of the same to SEBI.

Compliance Status

The Trust amended the Trust Deed vide a deed of amendment dated 21st March, 2017 ("**Deed of Amendment**"), incorporating the full undertaking which was submitted to SEBI on 24th November, 2016. Also the Trust submitted an authenticated copy of the Deed of Amendment to SEBI on 27th March, 2017.

No further changes was carried out during the year in the deed during the year ended on 31st March, 2020

- C. Condition no. (iii):** The proposed acquisition shall be completed within a period of 30 days after revision of the Trust Deed. On completion of the proposed acquisition, the Acquirer shall file a report with SEBI in the manner provided in the Takeovers Regulations, within a period of 21 days from the date of such acquisition.

Compliance Status

(a) All the above referred shares were fully transferred in the name of the Trust by 29th March, 2017 (i.e. within 30 days from the revision of the Trust Deed). This was verified by us on the basis of DEMAT Statement of the Trust dated 31st March, 2017. DEMAT account of the Trust has been opened with AXIS Bank, Juhu Branch (DP ID — IN300484) in the joint names of three Trustees viz. Mr. Sarandhar Singh, Mr. Srinivas Singh and Mr. Sarvesh Singh (ClientID:25055442).

(b) The Trust filed a report with SEBI in the manner provided in the Takeover Regulations on 12th April, 2017 (i.e. within a period of 21 days from the date of acquisition).

- D. Condition no. (iv):** The statements / averments made or facts and figures mentioned in the Application and in the subsequent correspondences / submissions / clarifications by the proposed acquirer are true and correct.

Compliance Status

We have verified necessary documents and records and the representation letter dated 26th April, 2017 issued by the Trust and hereby confirm that various statements / averments made



or facts and figures mentioned in the exemption application and in the subsequent submission of an undertaking on 24th November, 2016 by the Trust to SEBI are true and correct.

- E. Condition no. (v):** The provisions of the SEBI Act and the Regulations framed there under will apply on the basis that the ownership or control of shares or voting rights vests not only directly with the Trustees but also indirectly with the beneficiaries of the Acquirer.

Compliance Status

- (a) The Trust has amended the Trust Deed on 21st March, 2017 by inserting Clause no. 23 (2) in the Trust Deed by specifically providing that the ownership or control of shares or voting rights vests not only directly with the trustees but also indirectly with the beneficiaries of the Trust.
- (b) The Trust has submitted an authenticated copy of the Deed of Amendment to SEBI on 27th March 2017.
- (c) Thereafter there has not been any change in the clause.

- F. Condition no. (vi):** There shall be no limitation of liability of the Trustees / beneficiaries in relation to the provisions of the SEBI Act and all Regulations framed there under.

Compliance Status

- (a) The Trust has amended the Trust Deed on 21st March, 2017 by inserting Clause no. 23 (3) in the Trust Deed by specifically providing that there shall be no limitation of liability of the trustees/ beneficiaries in relation to the provisions of the SEBI Act, 1992 ("SEBI Act") and all Regulations framed there under.
- (b) The Trust has submitted an authenticated copy of the Deed of Amendment to SEBI on 27th March, 2017.
- (c) Thereafter there has not been any change in the clause.

- G. Condition no. (vii):** The Proposed Acquirer shall honor their undertakings / declarations and shall also ensure compliance with the statements, disclosures and undertakings made in the Application and in their subsequent correspondences.

Compliance Status

- (a) On verification of the DEMAT statement, we confirm that the Trust continues to hold the entire above referred transferred shareholding as on 31st March, 2020.
- (b) We further confirm that based on the Representation Letter dated 17th July, 2020 issued by the Trust to us, there is no change or amendment made by the Trust regarding various undertakings submitted by the Trust, namely —
- (i) Ownership and control of shares or voting rights vests not only directly with the trustees but also indirectly with the beneficiaries;
- (ii) No limitation of liability of trustees / beneficiaries in relation to the provisions of the SEBI Act and the regulations framed there under; and
- (iii) No change or dilution of the liabilities and obligations of the Transferors imposed under the SEBI Act and the regulations framed there under pursuant to the transfer of shares by the Transferors to the Trust.



(c) The Trust has also confirmed that—

- (i) Any change in the trustees / beneficiaries and any change in ownership or control of shares or voting rights held by the Trust shall be disclosed to the BSE Limited and the National Stock Exchange of India Limited; and
- (ii) The covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Transferors.

H. Condition no. (viii): The Proposed Acquirer / Trust shall also ensure that the covenants in the Trust Deed are not contrary to the above conditions and undertaking provided by the transferors. In such case, the Trust Deed shall be suitably modified and expeditiously reported to SEBI.

Compliance Status

Based on the Representation Letter provided to us by the Trust, we confirm that the covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Trust. As such, the provisions of the Trust Deed are in compliance with the terms and conditions of the Exemption Order.

I. Condition no. (ix): The Proposed Acquirer/ Trust shall confirm, on an annual basis, that they are in compliance with the exemption order passed by SEBI. The said confirmation shall be furnished to the target company, which it shall disclose prominently as a note to the shareholding pattern filed for the quarter ending March 31 each year, under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Compliance Status

The Trust has submitted confirmation letter dated 9th April, 2020 to the Target Company, stating that the Trust is in full compliance with the Exemption Order. For the financial year 2019-20, the Target Company has further disclosed the confirmation as a note to the shareholding pattern filed on 16th April, 2020 for the quarter ending March 31, 2020 in terms of Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

J. Condition no. (x): The Proposed Acquirer / Trusts shall get the compliance status certified from an Independent Auditor annually and furnish the same to the stock exchanges with a copy endorsed to SEBI for its records.

Compliance Status

The Compliance Status Certificate for the period ended 31st March, 2019 was submitted to Stock Exchanges & SEBI on 23rd May 2019.



Annexure

List of Documents and Records verified / referred:

1. Family Settlement Agreement dated 23rd March 2016.
2. Trust Deed dated 29th September, 2016.
3. Exemption Application to SEBI dated 7th October, 2016.
4. Email from SEBI dated 11th November, 2016 requiring Trust to submit an undertaking in respect of the Trust.
5. Undertaking submitted by the Trust to SEBI on 24th November 2016.
6. Any letters or mails sent to & received from SEBI during Application submission and Exemption Order (from 7th Oct 2016 to 10th March 2017).
7. Exemption Order from SEBI dated 10th March 2017.
8. Deed of Amendment to Trust Deed dated 21st March 2017 and acknowledged copy of submission of Deed of Amendment to SEBI dated 27th March, 2017.
9. PAN card copies of the Trust.
10. PAN card copies of all Trustees and Beneficiaries of the Trust.
11. Share Registrar statement of Shareholding pattern as on 30th September 2016.
12. Share Registrar statement of Shareholding pattern as on 31st March 2020.
13. Bank statements of Trust from its incorporation till 31st March 2020.
14. DEMAT statement of Trust dated 31st March 2020.
15. Copy of Resolution by Trust to open a Depository Account for the Trust jointly in the names of 3 Trustees.
16. Acknowledged copy of submission of report under section 11(5) of Takeover Regulations to SEBI dated 12th April, 2017.
17. **Disclosures made by:**
 - (i) the Trust under Regulation 7(1)(b) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations") and Regulation 29(1) of the Takeover Regulations;
 - (ii) the transferors (being the promoters of the Company) under Regulation 7(2)(a) of the Insider Trading Regulations and Regulation 29(2) of the Takeover Regulations; and
 - (iii) the Target Company under Regulation 7(2)(b) of the Insider Trading Regulations, pursuant to the acquisition of shares by the Trust from the transferors in accordance with the Exemption Order.
18. Certificate dated 25th April, 2017 by the company secretary of the Target Company in relation to transfer of shares from the transferors to the Trust in compliance with applicable law.
19. Representation Letter dated 17th July, 2020 given by the Trust.
20. Letter dated 19th April, 2017, 4th April, 2018, 8th April, 2019 and 9th April, 2020 given by the Trust to the Target Company regarding Compliance with the Exemption Order, as required under paragraph 4.2(ix) of the Exemption Order.
21. Shareholding pattern filed by the Target Company on 16th April, 2020 for the quarter ending March 31, 2020, disclosing the confirmation provided by the Trust in terms of paragraph 4.2 (ix) of the Exemption Order.

