

FREDUN PHARMACEUTICALS LIMITED

Compassionate Healthcare



CIN No : L24239MH1987PLC043662

Date: 19th June, 2023

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

Ref.: BSE Scrip Code - 539730

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2022.

Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, please find herewith enclosed the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022, as issued by Ms. Kala Agarwal, Practicing Company Secretaries on 19th June, 2023.

Please take the above on record.

Thanking you

Yours Sincerely,

For Fredun Pharmaceuticals Limited

Jinkal Shah
(Jinkal Soni)
Company Secretary and Compliance Officer

Encl: as above

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Secretarial Compliance Report of Fredun Pharmaceuticals Limited for the Financial Year Ended 31st March, 2022

I **Kala Agarwal, Practicing Company Secretary** have examined:

- (a) all the documents and records made available to us and explanation provided by **Fredun Pharmaceuticals Limited** ("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 certification,

for the 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");

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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008; (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

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 India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	N.A.
2.	<p>Adoption and timely updation of the Policies:</p> <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	N.A.
3.	<p>Maintenance and disclosures on Website:</p> <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	N.A.
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	N.A.

5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	N.A.	N.A.
6.	<p>Preservation of Documents:</p> <p>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.</p>	YES	N.A.
7.	<p>Performance Evaluation:</p> <p>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</p>	YES	N.A.
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	YES	N.A.
9.	<p>Disclosure of events or information:</p> <p>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.</p>	YES	N.A.
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	N.A.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed</p>	YES	Exchange has imposed a fine on the Company for

	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 (**).		delayed compliance with Regulation 17 (1A), 27(2) and 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
12.	<p>Additional Non-compliances, if any:</p> <p>Additional non-compliances observed for SEBI (LODR) Regulation, 2015.</p>	YES	<p>*Non-Compliance with Regulation 17 (1A) of SEBI (LODR) Regulation, 2015- The Company has failed to pass a Special Resolution to continue Directorship of Mr. Nariman Medhora as Non-Executive Director who has attained seventy-five years.</p> <p>*Non-Compliance with Regulation 27(2) of SEBI (LODR) Regulation, 2015- The Company has failed to submit a quarterly compliance report on Corporate Governance with the Stock Exchange during the FY 2021-2022</p> <p>*Non-Compliance with Regulation 23(9) of SEBI (LODR) Regulation, 2015- Company has not made disclosure of Related Party Transactions with the Stock Exchange for the Financial Year 2021-22</p>

*** Note:**

The Company is compliant with Regulation 17A, Regulation 27(2) and Regulation 23(9) as on date.

The mentioned observations does not pertain to the period covered under the Report as the Company did not receive any Notice/ nor was any Penalty levied on the Company during the year 2021-22. However the observations mentioned herein above are developments from the end of the financial year on 31st March 2022 till the date of signing this Report, hence covered under the Report.

The Stock Exchange vide email dated 23rd March, 2023 has imposed a fine of Rs. 41,51,240/- and Rs. 42,59,800/- for non-compliance with Regulation 27(2) and 23(9) respectively for financial year 2021-22.

Further, the Stock Exchange vide email dated 02nd June, 2023 has levied an additional fine of Rs. 8,68,480/- for non-submission of Secretarial Compliance Report for the year ended March, 2022.

The Company has submitted an application to the Stock Exchange for waiver of the aforesaid fines imposed on it.

As instructed by the Stock Exchange, this Secretarial Compliance Report for the year ended March, 2022 is issued to the Company.

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>	N.A.	N.A.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the</p>	N.A.	N.A.

	<p>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 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. 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: 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.	N.A.	N.A.

***Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'**

(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.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 17(1A)	Delay in passing the Special Resolution for appointment of Non-Executive Director who has attained seventy-five years	Stock Exchange	Imposition of Fine	Delayed Compliance of Regulation 17(1A)	Rs. 2,14,760/-	The mentioned observations do not pertain to the period covered under the Report as the Company did not receive any Notice/ nor was any Penalty levied on the Company during the year 2021-22. However, the observations mentioned herein above are developments from the end of the financial year on 31 st March 2022 till the date of signing this Report, hence covered under the Report.	The Company has duly paid the fine imposed by the BSE. The Company has complied by passing a Special Resolution under Regulation 17(1A) of SEBI (LODR) Regulations, 2015 in its Annual General meeting held on 30 th September, 2022	The requirements of the Regulation are compiled by the Company as on date
2.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 27(2)	Non-submission/ late submission of the Corporate governance compliance report within the period provided under this regulation.	Stock Exchange	Imposition of Fine	Delayed compliance of the Regulation 27(2) for FY 2021-2022.	Rs. 41,51,240/-	The mentioned observations do not pertain to the period covered under the Report as the Company did not receive any Notice/ nor was any Penalty levied on the Company during the year 2021-22. However, the observations mentioned herein above are developments from the end of the financial year	The Company has submitted an application to the Stock Exchange for waiver of the aforesaid fines imposed on it.	The requirements of the Regulation are compiled by the Company as on date of this report

								on 31 st March 2022 till the date of signing this Report, hence covered under the Report.		
3.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 23 (9)	Non-submission/ late submission of disclosure of related party transaction report within the period provided under this regulation	Stock Exchange	Imposition of Fine	Delayed compliance of the Regulation 23(9) for FY 2021-2022.	Rs. 42,59,800 /-	<p>The mentioned observations do not pertain to the period covered under the Report as the Company did not receive any Notice/ nor was any Penalty levied on the Company during the year 2021-22.</p> <p>However, the observations mentioned herein above are developments from the end of the financial year on 31st March 2022 till the date of signing this Report, hence covered under the Report.</p>	The Company has submitted an application to the Stock Exchange for waiver of the aforesaid fines imposed on it.	The requirements of the Regulation are compiled by the Company as on date of this report

(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 Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NO OBSERVATIONS MADE IN THE PREVIOUS REPORT										

KALA AGARWAL
Practicing Company Secretary

Place: Mumbai
Date: 19th June, 2023