



**MANUFACTURER OF
BULK DRUGS &
IMPORTERS OF
SOLVENTS & CHEMICALS**

H.O: 203/4 SAHAKAR BHAVAN, 340/48 N.N STREET, MUMBAI-400009 ☎ : (022) 23455543 Email: corporate@aareydrugs.com
REGD OFF. & FACTORY: E-34 MIDC, TARAPUR, BOISAR, DIST.-THANE ☎ (02525) 271049 Email: info@aareydrugs.com
CIN: L99999MH1990PLC056538

Date: 27th May, 2024

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
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Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2024

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, 2024.

Kindly take the same on record.

Thanking you,

Yours Faithfully

For Aarey Drugs & Pharmaceuticals Limited

Nimit Rajesh Ghatalia
Digitally signed by
Nimit Rajesh Ghatalia
Date: 2024.05.27
15:59:36 +05'30'

Nimit Ghatalia
Director
DIN: 07069841

Virendra Bhatt

Company Secretary

Office :

Office No.: 03, A Wing, 9th Floor,

Pinnacle Corporate Park,

BKC CST Link Rd., MMRDA Area,

Bandra Kurla Complex,

Bandra East, Mumbai - 400 051

Tel.: 022 - 2652 9367 / 68

Mobile No.: +91 98200 48670

Email : bhattvirendra1945@yahoo.co.in

SECRETARIAL COMPLIANCE REPORT OF AAREY DRUGS AND PHARMACEUTICALS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Aarey Drugs and Pharmaceuticals Limited** (hereinafter referred as "the listed entity"), having its Registered Office at E-34, M.I.D.C., Tarapur, Boisar, Thane - 401506, Maharashtra, India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's minutes books, forms and returns filed and other relevant records maintained by the listed entity and also the information provided by the listed entity, its officers and authorized representatives during the conduct of Secretarial Review, I hereby report that, the listed entity has, during the review period covering the financial year ended on 31st March, 2024, prima facie complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Virendra G. Bhatt, Practicing Company Secretary, have examined:

- (a) the documents and records made available to me and explanation provided by the listed entity,
- (b) the filings / submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity and
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,



for the financial year ended 31st March, 2024 (“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) 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 and Sweat Equity) Regulations, 2021 - (Not applicable during the Review Period);
- (f) 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:

I. (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 the matters specified below:

Sr. No.	Compliance Requirements / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Circulars for Listed Companies under subject of Filing of announcements in XBRL format on BSE listing centre (Notice No. 20230331-87) dated 31 st March, 2023 and NSE Circular No. NSE/ CML/2023/28 dated 31 st March, 2023. Filing of details in XBRL format	Circulars for Listed Companies under subject of Filing of announcements in XBRL format on BSE listing centre (Notice No. 20230331-87) dated 31 st March, 2023	The Company has not filed details in XBRL format for Allotment on Preferential basis under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	None	N.A.	The Company has not filed details in XBRL format for Allotment on Preferential basis under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	-	The Company has not filed details in XBRL format for Allotment on Preferential basis under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	The Company has only filed details in PDF format for Allotment on Preferential basis under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	-



for Allotment on Preferential basis under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	March, 2023.	Regulation 33 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with BSE circular DCS/COMP/28/2016-17 dated 30 th March, 2017 and NSE Circular No. NSE/CML/2018/08 dated 13 th April, 2018.	Regulations, 2015 read with BSE circular DCS/CO MP/28/2016-17 dated 30 th March, 2017 and NSE Circular No. NSE/CML/2018/08 dated 13 th April, 2018.	The listed entity shall submit Audited Financial	The Company has filed the Audited Financial Statements for the financial year ended 31 st March, 2023, under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 to the stock exchange in XBRL Format beyond the prescribed time.	None	N.A.	The Company has filed the Audited Financial Statements for the financial year ended 31 st March, 2023, under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 to the stock exchange in XBRL Format beyond the prescribed time.	The Company has filed the Audited Financial Statements for the financial year ended 31 st March, 2023, under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 to the stock exchange in XBRL Format beyond the prescribed time.	The Company has filed the Audited Financial Statements for the financial year ended 31 st March, 2023, under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 to the stock exchange in XBRL Format beyond the prescribed time.	The Company has filed the Audited Financial Statements for the financial year ended 31 st March, 2023, under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 to the stock exchange in XBRL Format beyond the prescribed time.	The Company has filed the Audited Financial Statements for the financial year ended 31 st March, 2023, under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 to the stock exchange in XBRL Format beyond the prescribed time.	The Company has only filed Audited Financial Statements in PDF format for the financial year ended 31 st March, 2023, under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 to the stock exchange in	-
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Statement for the Financial year, within sixty days from the end of the financial year.	2017				the prescribed time.	
3. Issue of shares on preferential basis as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.	Issue of shares on preferential basis as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Disclosure Requirements) Regulations, 2018.	The Company has not followed the guidelines for issue of shares on preferential basis as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 Also, the BSE and NSE issued observations on the same.	The Company has not followed the guidelines for issue of shares on preferential basis as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 Also, the BSE and NSE issued observations on the same.	The Company has not followed the guidelines for issue of shares on preferential basis as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 Also, the BSE and NSE issued observations on the same.		
4. The listed entity shall make disclosure of Related Party Transaction Under Regulation 23 of the SEBI (Listing Obligations and Disclosure	The listed entity shall make disclosure of Related Party Transaction Under Regulation 23 of the SEBI (Listing Obligations and Party Transact	The Company has not filed the disclosure of Related Party Transaction Under Regulation 23 of the SEBI (Listing Obligations and Disclosure for the	The Company has not filed the disclosure of Related Party Transaction Under Regulation 23 of the SEBI (Listing Obligations and Disclosure for the half year ended 30 th	Rs. 1888 00/- (including GST)	The Company has filed the disclosure of Related Party Transaction Under Regulation 23 of the SEBI (Listing Obligations and Disclosure for the half year ended 30 th September, 2023, to the BSE.	The Company has filed the disclosure of Related Party Transaction Under Regulation 23 of the SEBI (Listing



	<p>Requirements) Regulations, 2015 in every six months within Fifteen days from the date of publication of its annual financial statement read with BSE for Circular Listed Companies under subject Filing of Related Party Transaction in XBRL format on BSE listing centre (Notice No. 20210906-31) dated 06th September, 2021.</p>	<p>ion Under Regulation 23 of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 in every six months within Fifteen days from the date of publication of its annual financial statement read with BSE for Circular Listed Companies under subject Filing of Related Party Transaction in XBRL format on BSE listing centre (Notice No. 20210906-31) dated 06th September, 2021.</p>	<p>half year ended 30th September, 2023, to the BSE.</p>		<p>September, 2023, to the BSE.</p>		<p>Obligations and Disclosure for the half year ended 30th September, 2023, to the BSE but inadvertently mentioned September 2022 instead of September 2023.</p> <p>The Company had requested for waiver of the fine and to condone the mistake.</p>
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	Filing of Related Party Transaction in XBRL format on BSE listing centre (Notice No. 20210906-31) dated 06 th September, 2021.									
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(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
L.	Structural Digital Database as per the Regulation 3(5) & 3(6) of	Regulation 3(5) & 3(6) of the SEBI	The Company has maintained the Structural Digital Database internally	None	N.A.	The Company has maintained the Structural Digital Database internally	Nil	The Company has maintained the Structural Digital Database internally with proper lock in till they installed the software	The Company has maintained the Structural	-



	the SEBI (Prohibition of Insider Trading) Regulations, 2015	(Prohibition of Insider Trading) Regulations, 2015	with proper lock in till they installed the software in November, 2022.	with proper lock in till they installed the software in November, 2022.	with proper lock in till they installed the software in November, 2022.	in November, 2022.	Digital Database internally with proper lock in till they installed the software in November, 2022.	
2.	Composition of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee as per Regulations 16, 17, 18, 19 and 20 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	Regulations 16, 17, 18, 19 and 20 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and due to that, the said director was disqualified as an Independent Director.	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 said director was disqualified as an Independent Director. Consequently, the composition of the Board, Audit Committee, Nomination and Remuneration Committee were not in accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 till June, 2022.	Nil	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 said director was disqualified as an Independent Director. Consequently, the composition of the Board, Audit Committee, Nomination and Remuneration Committee were not in accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 till June, 2022.	Relative of Independent Director has disposed off the shares of the Company in June, 2022 and after the disposal, the shares held by the Independent Director and his relatives were within the limit prescribed under Regulation 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 till June, 2022.		



					Committee and Stakeholder Relationship Committee were not in accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 till June, 2022.	Stakeholder Relationship Committee were not in accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 till June, 2022.				Requirement s) Regulations, 2015.
3.	Disclosure under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	The Company has delayed in filing of the disclosure under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for one day.	None	N.A.	The Company / Promoter has delayed in filing of the disclosure under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for one day.	Nil	The Company / Promoter has delayed in filing of the disclosure under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for one day.	The delay was inadvert.	
4.	Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	The Company has delayed in filing of the Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2011 for one day.	NSE	Imposed Penalty	The Company has delayed in filing of the Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for one day.	Rs. 2,360 /- (including GST)	The Company has delayed in filing of the Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the	The delay was due to technical issue on the portal of the NSE.	



Obligations and Disclosures Requirements, Regulations, 2015.	Disclosures Require Regulations, 2015.	(Listing Obligations and Disclosures Requirements, 2015 with the National Stock Exchange of India Limited ("NSE").		Disclosures Requirements, 2015 with the National Stock Exchange of India Limited ("NSE"). There was a fine of Rs. 2,360/- (including GST) levied by NSE vide notice dated 29 th June, 2022. The Company had requested for waiver of the fine and to condone the delay. Based on the Company's representation on the matter requested for waiver of the fine and to condone the delay. Based on the Company's representation on the matter to NSE, NSE waived off the fine vide letter dated 05 th April, 2023.	National Stock Exchange of India Limited ("NSE"). There was a fine of Rs. 2,360/- (including GST) levied by NSE vide notice dated 29 th June, 2022. The Company had requested for waiver of the fine and to condone the delay. Based on the Company's representation on the matter to NSE, NSE waived off the fine vide letter dated 05 th April, 2023.	
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Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2021 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2022) and no action was required to be taken.



II. I hereby report that, during the Review Period the compliance status of the Listed Entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
1	<p><u>Secretarial Standards:</u></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	The Company has prima facie complied.
2	<p><u>Adoption and timely updation of the Policies:</u></p> <p>i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</p> <p>ii. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.</p>	Yes Yes	N.A. N.A.
3	<p><u>Maintenance and disclosures on Website:</u></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 Yes Yes	N.A. N.A. N.A.



4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the listed entity is disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	N.A.
5	<p><u>Details related to Subsidiaries of listed entity have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary Companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	N.A. N.A.	As informed by Company, it does not have any subsidiary Company.
6	<p><u>Preservation of Documents:</u></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><u>Performance Evaluation:</u></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><u>Related Party Transactions:</u></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.	N.A. N.A.



9	<p><u>Disclosure of events or information:</u></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	<p>Provided in separate paragraph I (a) above (**)</p>
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	<p>Initially the Company has not adopted proper database and also not in Compliance with the requirements but later on the Company has installed proper database and the defaults has been rectified.</p> <p>I am of the opinion that as on 31.03.2024 the listed entity is in prima facie compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>



11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action(s) has been taken against the listed 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.</p>	No	<p>Provided in separate paragraph I (a) above (**)</p>
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A.	N.A.
13	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	<p>Provided in separate paragraph I (a) above (**)</p>

Assumptions & Limitation of scope and Review:

- a. The compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- b. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- c. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



- d. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 25th May, 2024

Place: Mumbai

UDIN: A001157F000448527



Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021