



A. MOHAN RAMI REDDY

M.Com., L.L.B., FCS

Company Secretary in Practice

FCS: 2147 | CP: 16660 | PRC: 588/2019

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Annual Secretarial Compliance Report of
Aurobindo Pharma Limited for the year ended 31st March 2022

*(Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015
and circular dated 8th February 2019 issued by SEBI)*

I, A. Mohan Rami Reddy, Practicing Company Secretary has examined:

- (a) All the documents and records made available to me and explanation provided by **Aurobindo Pharma Limited** [CIN: L24239TG1986PLC015190] having its Registered Office at Plot No.2, Maithrivihar, Ameerpet, Hyderabad - 500 038 ("the listed entity"),
- (b) The filings / submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity and
- (d) Other documents / filings, as are relevant, which have 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, and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars and 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, including:

- (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) Regulations, 2014;
- (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 and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and the circulars/ guidelines issued thereunder;



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

- (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:

Sl. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
-NIL-			

- (b) The listed entity has 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) During the Review Period, no action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereon except the following:

In the compliance report for the year ended 31st March 2021, it was reported that during 2008-09, the Company in the ordinary course of its business, entered into several Licensing and Supply Agreements with Pfizer Inc. ("Pfizer"). The Company has issued a Press Release consistent with the Pfizer Press Release on 3rd March 2009 to avoid any conjecture in the market. When things stand as above, some trades in the shares of the Company were undertaken by some of the promoters to consolidate their shareholding in the Company as per the amendments brought in by SEBI to Takeover Code Regulations. However, the above act of promoters has been considered by SEBI as violation of Insider Trading Regulations of SEBI.

The contentions of the Company and its promoters were not accepted by the Adjudicating Officer (AO) and on 23rd September 2019, an order was passed by the AO and levied a penalty of Rs.10 million under Section 23 E of SCRA for violation of Clause 36 of the Equity Listing Agreement read with Section 21 of the SCRA and Rs.10 million under Section 15HB for violation of Regulation 12 (1) read with Clause 3.2.1 of Schedule I of the PIT Regulations, 1992 read with regulation 12 (2) of the PIT Regulations, 2015 and Regulation 12 (2) read with Clause 2.1 of Schedule II of the PIT Regulations, 1992 read with Regulation 12 (2) of the PIT Regulations, 2015 on the Company and Rs.132 million under Section 15G for violation of Regulations 3 and 4 of PIT Regulations on the promoters/promoter group of the Company

Thereafter, the Company and the promoters have filed an Appeal before the Securities Appellate Tribunal in the above matter. Meanwhile, the Company and the promoters have made settlement application on 25th October 2019 before SEBI without admitting or denying any violation for settlement of the matter. Accordingly, a meeting with Internal Committee of SEBI was held on 5th February 2020. The SEBI on 16th April 2020 has communicated its acceptance to the settlement proposal of the Company and its promoters. Accordingly, on 30th April 2020 the Company has paid Rs.22 million and the promoters cumulatively have paid Rs.198.2 million to SEBI towards settlement amount for settlement of the above matter.

SEBI vide settlement order dated 6th May 2020 disposed of all the enforcement proceedings of SEBI in respect of the aforesaid allegations against the Company and the Promoters and the matter was closed.

However, SEBI on 23rd October 2020 informed some of the Promoters that there are some calculation errors in the Settlement amounts and asked them to make good certain amounts for which the said promoters have filed a writ petition before Hon'ble High Court of Telangana, at Hyderabad. The Hon'ble High Court on 18th November 2020 has granted interim relief to the said promoters by way of suspension of the SEBI direction dated 23rd October 2020, subject to depositing of around Rs. 17.5 million with SEBI. Accordingly, the said amount was deposited by the Promoters and presently the matter is pending for disposal before Hon'ble High Court of Telangana, at Hyderabad.

There were no proceedings pending in the above matter against the Company with SEBI.

[Signature]



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

Sr. No.	Observations made in the Secretarial Compliance Report for the year ended 31.03.202	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<i>Violation under PIT Regulations of SEBI</i>	<i>The matter reported as above at para (c) is self-explanatory.</i>	<i>Nil</i>



Place: Hyderabad
Date : May 16,2022

A. MOHAN RAMI REDDY
Practicing Company Secretary
FCS No. 2147 II C. P. No.16660
UDIN: F002147D000326900