

**empowering COMMUNITIES**  
**enhancing LIVES**



## Corporate Information

### Board of Directors



MR. SURESH G KARE  
Chairman



MS. ADITI PANANDIKAR  
Managing Director



MR. SUNDEEP V BAMBOLKAR  
Jt. Managing Director



DR. (MS.) VASUDHA V KAMAT  
Independent Director



MR. ABHIJIT Y GORE  
Independent Director



MR. AJAY MULGAOKAR  
Independent Director



MR. SATISH SHENOY  
Independent Director



DR. ANAND M NADKARNI  
Non-Executive Director



MR. PRAMOD GHORPADE  
Chief Financial Officer



MR. RAMANATHAN HARIHARAN  
Company Secretary & Head - Legal

### Auditors

M/S GOKHALE & SATHE  
Chartered Accountants  
308/309, Udyog Mandir No. 1,  
7-C Bhagoji Keer Marg,  
Mahim, Mumbai 400016

### Registrar & Share Transfer Agent

LINK INTIME INDIA PVT. LTD.  
C 101, 247 Park, LBS Marg,  
Vikhroli (W), Mumbai 400083

### Bankers

HDFC BANK LTD.  
ICICI BANK LTD  
CITIBANK N. A.  
SARASWAT CO-OP BANK LTD.  
KOTAK MAHINDRA BANK LTD.  
DBS BANK INDIA LTD  
AXIS BANK LTD  
STANDARD CHARTERED BANK  
STATE BANK OF INDIA  
IDBI BANK LTD.  
EMIRATES NBD BANK (P.J.S.C)

### Registered Office

Indoco House, 166 CST Road,  
Kalina, Mumbai 400098.  
Tel. No.: +91 22 62871000 /  
68791250  
Website: [www.indoco.com](http://www.indoco.com)

### Company Identification Number

CIN: L85190MH1947PLC005913

## ■ Message From The Top Management

Dear Stakeholders,

Ensuring access to quality healthcare is at the core of our business. We have continued to expand our reach, making essential medicines more accessible and affordable to those who need them the most. Despite facing unprecedented challenges, we have emerged stronger and more determined to drive our vision forward.

Indoco has delivered a robust performance, demonstrating resilience and adaptability. The Company grew by 8 % with revenues at ₹ 1762 crores, as against ₹ 1638 crores in the previous year. Domestic Formulation Business grew by 6 % with revenues at ₹ 845 crores, as against ₹ 797 crores of previous year. International Formulation Business grew by 1.3 % with revenues at ₹ 763 crores, as against ₹ 754 crores of previous year. API business grew by 79 % with revenues at ₹ 126 crores, as against ₹ 71 crores of previous year. Earnings Before Interest, Taxes, Depreciation, and Amortization (EBIDTA) to net sales is 14.6% at ₹ 258 crores, compared to 17.4 % at ₹ 285 crores, last year.

The successful switch of one product from R<sub>x</sub> to OTC has been a milestone, reflecting our ability to adapt to changing market dynamics and consumer needs.

Warren Remedies Private Limited, a wholly owned subsidiary of Indoco Remedies commenced commercial production of Oral Care products at its greenfield manufacturing facility in Shendra, Chhatrapati Sambhaji Nagar (Aurangabad). We also commenced production of Pharmaceutical Intermediates at this facility. This will provide us requisite capabilities and edge in meeting demand of Oral Care Products and Pharmaceutical Intermediates.

The organization expanded its Ophthalmology presence in India with the creation of a second all-India division, aimed at strengthening the Company's position in the anti-glaucoma market.

Our employees are the cornerstone of our success. We continue to invest in the growth and well-being of Indocoites, fostering a culture of collaboration and excellence. Our training programs, leadership development initiatives and wellness activities are designed to ensure that our team members are well-equipped to meet the future challenges. We have conducted various training & leadership development programmes for their personal and professional growth. Recently, we launched SAP Success Factor tool to enhance efficiency of our employees.



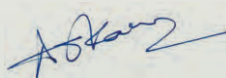
We continue to expand our market presence, strengthen our product portfolio and enhance our operational efficiencies across geographies. Our commitment to sustainability extends beyond our operations. We are dedicated to minimizing our environmental footprint and promoting sustainable practices within the progress of the communities we serve. We are committed to create a positive and lasting impact on the society. Over the past year, we have made significant strides in our mission to empower individuals and communities. Our efforts have been focused on key areas such as, healthcare, education and environment.

We extend our heartfelt gratitude to our employees, partners and stakeholders for their unwavering support and dedication. Together, we will continue to drive a positive change and empower those around us, creating a brighter and more prosperous future for all. Thank you for being an integral part of our journey.

Thanking you all,



**Suresh G Kare**  
Chairman



**Aditi Panandikar**  
Managing Director



**Sundeep V Bambolkar**  
Jt. Managing Director

## Core Values: **SATVAS**

Every business needs to identify and acknowledge their values. We, at Indoco strongly believe that success of an organisation depends on these core values known as **SATVAS**.

**SATVAS** are the fundamental beliefs of our Company, the guiding principles that dictate how Indocoites should behave and act. These help them to know the difference between right & wrong, and also help the Company to determine if they are on the right path to fulfilling its business goals.

The 6 **SATVAS** form a part of Indoco's core business values and all employees imbibe these values in fulfilling them, as these values form the framework of the Company.

### SACCHAI - HONESTY

I shall fulfil my responsibilities and commitment to the organization with complete honesty and make no false or misleading statements and be open and candid in my communication at work.

- I aspire to do the right first time.
- I will be transparent in my actions.

### AKHANDATA - INTEGRITY

I shall adhere to all applicable laws, principles of Indoco and comply with its business ethics, irrespective of personal, professional or socio-economic pressures.

### TEEVRAATA - INTENSITY

I shall ensure completion, accuracy, consistency in my performance in achieving Indoco's goals and comply with the high standards of quality, safety and efficacy laid down by the Company.

- I will deliver on commitments.

### VISHWAS - TRUST

I shall participate in open and constructive discussion with my colleagues, superiors and will never disregard my responsibilities or give false statements under any circumstances.



### AADAR - RESPECT

I shall respect the talents, intelligence and abilities of my colleagues, stakeholders and be responsible and accountable for my actions in the Company.

### SAMANTA - EQUALITY / FAIRNESS

I shall treat every individual with equality, irrespective of their Gender, Caste, Religion and Position and will not tolerate any discrimination or harassment of any kind.

TOP BRANDS



febrex plus

Sensodent K

karvol<sup>®</sup> plus

ATM

OXIPOD

cital

SENSOFORM

Sensodent KF

ALOJA

GLYCHEK

KIDODENT

Subitral

Rexidin

MCBM-69

Methycal

CLOBEN-G

NOXA

HOMIDE

CAL-AID

Ninaf

cital-Uti

Otorex

NEW LAUNCHES



**BitalM**<sup>TM</sup>

Bilastine 10mg + Montelukast 4mg Suspension

Respiratory Segment



**LYGYLAC**

Lactobacillus rhamnosus GG

Gastro-Intestinal Segment

**BitalM**<sup>TM</sup>

Bilastine 20mg & Montelukast 10mg Tablets

Respiratory Segment

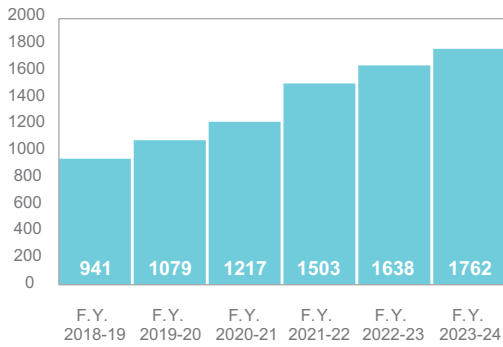
## Financial Highlights

### Revenue From Operations

**13 %**

5 - Year CAGR

₹ in Crores

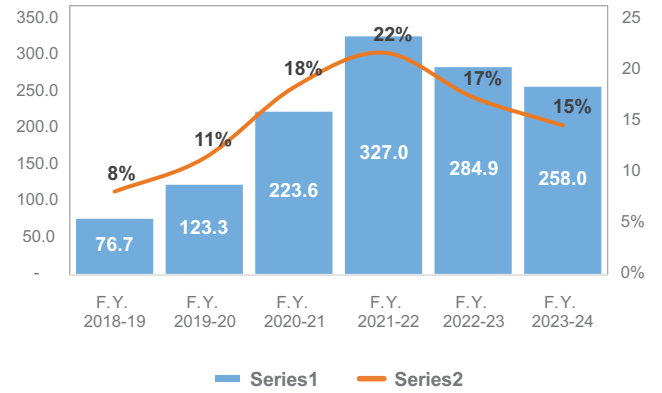


### EBIDTA & EBIDTA Margin

**27 %**

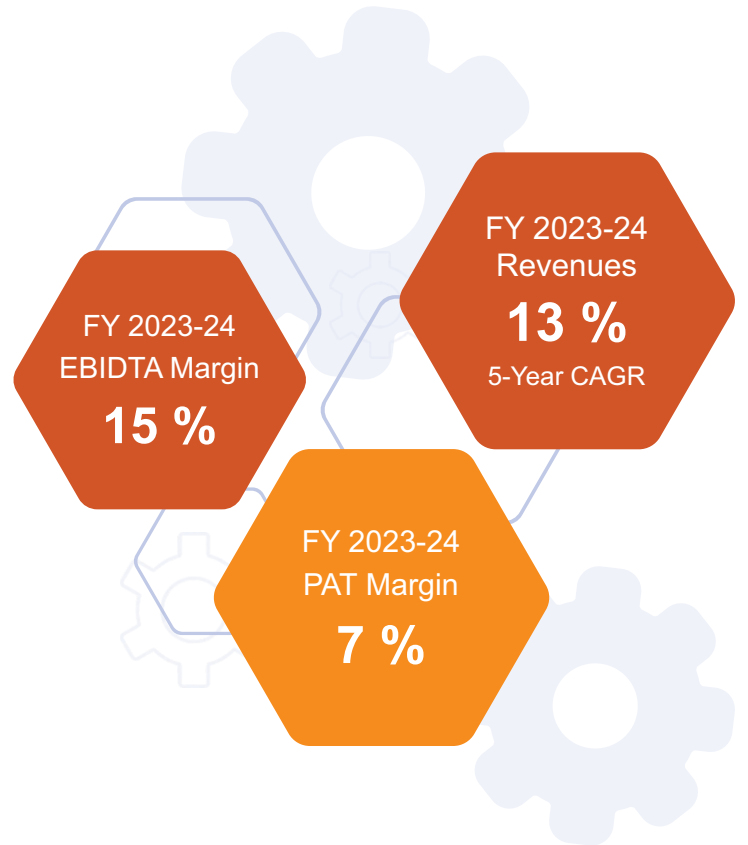
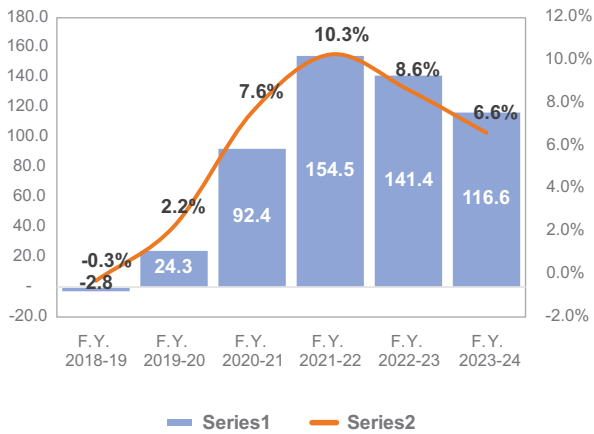
5 - Year CAGR

₹ in Crores



### PAT & PAT Margin

₹ in Crores



## A Legacy Of Trust

**TURNOVER**  
₹ **17619**  
Million

**11** **MANUFACTURING FACILITIES**  
7 FDFs  
4 APIs

**EMPLOYEE STRENGTH**  
Over **6000**

**30**  
Regulatory Approvals

**RANKING IN INDIA**  
**31<sup>st</sup>** by IQVIA  
TSA Audit (MAT Jul'24)  
**22<sup>nd</sup>** by IQVIA  
R. Report (MAT Jul'24)

**Pan India**  
presence with  
**10** Marketing Divisions

**WARREN DIVISION IS**  
**1<sup>st</sup>**  
NO. in  
DENTAL SENSITIVITY MARKET

**6** Brands ranking  
amongst the top **500**

**43** BRANDS RANKING  
amongst the top **5**  
in their  
RESPECTIVE THERAPEUTIC SEGMENTS IN INDIA

**18**  
THERAPEUTIC SEGMENTS

**24**  
Depots and Branches

Over **235,000**  
Prescribing Doctors across India  
(IQVIA Medical Audit Prescription Data)

**100,000** sq. ft.  
State-of-the-art  
R&D Centre

**INDOCO ANALYTICAL SOLUTIONS**  
Extractable & Leachable

Spread across area of **40,000** sq. ft.  
Clinical Research Organization (CRO)

**114** **PATENTS**  
• 41 Formulations  
• 73 APIs

**APIs**  
21 US DMFs  
11 CEPs

Presence across **55** countries

**107**  
million prescriptions annually  
(IQVIA Medical Audit Prescription Data)

**54**  
Marketing Authorisations (MAs)

**57**  
ANDAs at various stages

New launches through in-house development in India

## Awards & Recognitions

Teamwork, innovation and a relentless pursuit of excellence defined our journey in 2023-24



**SAP ACE AWARD 2023  
IN THE 'GAME CHANGER'  
CATEGORY**



**VIBRANT GOA INSPIRATION  
AWARD**



**SENSODENT - K WINS THE  
GOLDEN MIKES SILVER  
AWARD**



**EXCELLENCE IN  
ANTI-COUNTERFEITING  
PACKAGING AWARD**



**'DIGITAL HEALTH INNOVATOR  
COMPANY OF THE YEAR'  
AWARD**



**SENSODENT - K WINS THE  
'SPARKIES SILVER AWARD'  
FOR THE BEST DIGITAL FILM**



**LEAD 50 (NEXT) SUPPLY  
CHAIN AWARD**



**GOA BEST EMPLOYER  
BRAND AWARD 2023**



**EXCELLENCE IN PHARMA  
SUPPLY CHAIN  
MANAGEMENT AWARD**



**'THREE STAR EXPORT  
HOUSE' ACCREDITATION**



**INDOCO ANALYTICAL SOLUTIONS (IAS) RECEIVES  
THE 'BEST CUSTOMER SERVICE PROVIDER  
- PHARMA & HEALTHCARE' AWARD**



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# INDOCO REMEDIES LIMITED

[CIN: L85190MH1947PLC005913]

Registered Office: Indoco House, 166 CST Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai 400098

Tel: +91 22 6287 1000 / 6879 1250/ email: [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com)/ Website: [www.indoco.com](http://www.indoco.com)

## NOTICE

Notice is hereby given that the **Seventy Seventh** Annual General Meeting of the members of **Indoco Remedies Limited** will be held on **Thursday, September 26, 2024 at 10:30 a.m.** (IST) through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt;
  - (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon;
  - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon.
2. To declare a final dividend of ₹ 1.50 per equity share for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Sundeeep V Bambolkar (DIN: 00176613), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### **4. To ratify the remuneration of the Cost Auditors for the financial year 2024-2025.**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 1,80,000/- plus applicable taxes and out of pocket expenses payable to M/s. Joshi Apte and Associates, Cost Accountants, Firm Registration Number (00240), who are appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the year ending March 31, 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors  
For Indoco Remedies Limited

Sd/-

**Ramanathan Hariharan**

*Company Secretary & Head-Legal*

M. No. A20593

Place : Mumbai

Date : May 16, 2024

## Notes:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as **“MCA Circulars”**), the Company is convening the 77<sup>th</sup> Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its Master Circular dated July 11, 2023 and Circular dated October 07, 2023 (**“SEBI Circulars”**) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**). In compliance with the applicable provisions of the Companies Act, 2013 (**“Act”**), the SEBI Listing Regulations and MCA Circulars, the 77<sup>th</sup> AGM of the Company is being held through VC/OAVM on Thursday, September 26, 2024 at 10:30 a.m. (IST). Since the AGM will be held through VC / OAVM means, the route map is not annexed in this Notice. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Indoco House, 166 CST Road, Vidyanageri Marg, Kalina, Santacruz (East), Mumbai 400098, which shall be the deemed venue of the AGM.
2. As per the provisions of Clause 3 (A) (II) of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with and the facility for appointment of proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. An Explanatory Statement pursuant to Section 102 of the Act read with the SEBI Listing Regulations and Secretarial Standards No. 2 on the General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**), setting out material facts relating to business under Item No. 4 to be transacted at the AGM, is annexed hereto and forms part of this Notice.
5. Information regarding particulars of the Director seeking re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and the provisions of SS-2, at the ensuing AGM is annexed hereto as **“Annexure 1”** and forms part of this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through e-voting. The said Resolution/Authorization should be uploaded on <https://instavote.linkintime.co.in>.
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for Financial Year 2023-2024 in electronic form only to those members whose email IDs are registered with the Company/ Registrar and Share Transfer Agent (RTA)/Depositories/Depository Participant (DP). Those members whose email IDs are not registered with the Company can get their email ID registered by following the process as mentioned in Note No. 26 of this Notice. The Notice convening the AGM and the Annual Report for Financial Year 2023-2024 have been uploaded on the website of the Company at [www.indoco.com](http://www.indoco.com) and can also be accessed from the relevant section on the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also available on the website of our Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited at <https://instavote.linkintime.co.in>
10. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
11. Members are requested to register and intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in demat form: to their Depository Participants
  - b. For shares held in physical form: to the Company / RTA through the following prescribed Forms:

| <b>Form</b> | <b>Descriptions</b>  |
|-------------|--|
| ISR-1       | Request for Registering PAN, KYC Details or Changes / Updation thereof |
| ISR-2       | Confirmation of Signature of securities holder by the Banker           |
| ISR-3       | Declaration Form for Opting-out of Nomination                          |
| ISR-4       | Request for issue of Duplicate Certificate                             |
| ISR-5       | Request for Transmission of Securities by Nominee or Legal Heir        |
| SH-13       | Registration of Nomination   |
| SH-14       | Cancellation or Variation of Nomination                                |

The said forms can be downloaded from the Company's website at <https://www.indoco.com/inv-investor-relations.asp>.

The Company, through the RTA, has sent individual letters, along with the relevant forms, to the shareholders of physical securities with incomplete KYC details requesting them to furnish/ update their KYC details at the earliest. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, they may submit a request in Form SH-14. If a Member desires to opt out from Nomination facility, then they may submit a request in Form ISR-3.

The said forms can be downloaded from the Company's website at <https://www.indoco.com/inv-investor-relations.asp>. Members are requested to submit the said form to their respective DPs in case the shares are held in demat form, and to the RTA in case the shares are held in physical form.

14. Members attention is also drawn to SEBI Master Circular dated May 07, 2024 mandating all listed entities to issue securities in dematerialised form only while processing service requests relating to Issue of duplicate securities certificate, claim from unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transposition and transmission.

Members will have to submit duly filled Form ISR-4 or Form ISR-5, as applicable, for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a "Letter of Confirmation" in lieu of physical securities certificate(s), to the securities holder / claimant within 30 days of receipt of such request after removing objections, if any. The "Letter of Confirmation" shall be valid for a period of 120 days from the date of its issuance, within which the securities holder / claimant shall make a request to the DP for dematerialising the said securities.

15. SEBI vide its circulars dated July 31, 2023 (updated as on December 20, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, upon exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). This can also be accessed through the Company's website [www.indoco.com](http://www.indoco.com).

16. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) for the purpose of payment of dividend and AGM for Financial Year 2023-2024.

17. If the dividend of ₹ 1.50 (Rupee One and Fifty Paise only) per equity share, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made, subject to deduction of tax at source (TDS), on or after September 30, 2024, as under:

- i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (both collectively referred to as "**Depositories**") as of the close of business hours on September 19, 2024;
- ii) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company/RTA on or before the close of business hours on September 19, 2024.

SEBI has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in

physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e., the details of Permanent Account Number ('PAN'), nomination, contact details, mobile number, complete bank details and specimen signatures are registered. In case of non-updation of any of these details in respect of physical folios, dividend shall be paid only upon furnishing of all the aforesaid details in entirety.

18. Members holding shares in dematerialized form are hereby informed that bank particulars registered with their respective DP's, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or RTA cannot act on any request received directly from the members holding shares in dematerialized form for any change or updation of bank particulars. Such changes/updation are to be intimated only to the DP's of the members.
19. To avoid delay in receiving dividend, members are requested to update their KYC, bank details with their Depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
20. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the members w.e.f. April 01, 2020 and the Company is required to deduct TDS from dividend paid to the members at rates prescribed in the Income-tax Act, 1961 (the IT Act). For the prescribed rates for various categories, the shareholders are requested to refer to the IT Act, Finance Act, 2020 and amendments thereof.

No tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-2025 does not exceed ₹ 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Such resident individual shareholder can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com) by September 18, 2024.

In general, to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), valid PAN linked to Aadhar, Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, by sending documents to the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by September 18, 2024.

To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, in accordance with the provisions of the IT Act by email to [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com) by September 18, 2024.

21. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to Report on Corporate Governance, which is a part of this Annual Report.
22. Pursuant to provisions of Investor Education and Protection Fund Authority (Accounting, Audit,

Transfer and Refund) Rules 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on **March 31, 2024** on the website of the Company ([www.indoco.com](http://www.indoco.com)).

23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act along with certificate from Secretarial Auditor of the Company certifying that Indoco Remedies Limited Employee Stock Option Plan – 2022 is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and all the relevant documents will be available for inspection in electronic mode upto the date of the AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com)
24. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company or its RTA.
25. Member desirous of getting any information, on the accounts and operations of the Company, may please forward their queries to the Company on the email id [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com) at least seven days prior to the AGM so as to enable the Company to provide appropriate response thereto at the AGM.

**26. Registration of Email ID and Bank Account details:**

In case the members' email ID is already registered with the Company/RTA/Depositories/Depository Participants, log in details for e-voting are being sent on the registered email address.

In case the member has not registered his/her/their email address with the Company/RTA/Depositories/Depository Participants (DP) and or not registered/ updated the Bank Account mandate for receipt of dividend directly in their bank account(s) through Electronic Clearing Service or any other means, the following instructions to be followed:

**(i) In the case of Shares held in Physical mode:**

Members are requested to register/update their email address/bank account details by submitting Form ISR-1 (available on the website of the Company at <https://www.indoco.com/inv-investor-relations.asp>) duly filled and signed along with requisite supporting documents to Company's RTA, i.e. Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai 400 083.

**(ii) In the case of Shares held in Dematerialized mode:**

Members are requested to contact their Depository Participant and register/update the email address and bank account details in the demat account as per the process followed and advised by the Depository Participant.

**27. E-Voting:**

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, as amended from time to time, MCA Circulars and SS-2, the Company is pleased to provide the e-voting facility to its members to cast their vote electronically through remote e-voting prior to the AGM as well as for e-voting during the AGM, through the e-voting services provided by Link Intime India Private Limited (LIPL) on all resolutions set forth in this Notice.

Members are provided with the facility for voting through electronic voting system during the VC/

OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting prior to the AGM, are eligible to exercise their right to vote at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting.

Members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date of Thursday, September 19, 2024, may cast their vote by e-voting. The remote e-voting period commences on Sunday, September 22, 2024 at 9:00 a.m. (IST) and ends on Wednesday, September 25, 2024 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by LIIPL for voting thereafter and shall not be allowed beyond the aforesaid date and time. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 19, 2024.

Any person holding shares in physical form, and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after the notice is sent and holding shares as on the cut-off date i.e. September 19, 2024, may obtain the login id and password by sending a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with Link Intime India Private Limited for remote e-voting, then he/she can use his/her existing User Id and password for casting the vote.

In case of individual shareholders holding shares in dematerialized mode and who acquires shares of the Company and becomes a member of the Company after the notice is sent and holding shares as on the cut-off date i.e. Thursday, September 19, 2024, may follow steps mentioned below under "Login method for Individual shareholders holding securities in demat mode".

The Company has appointed CS Ajit Sathe proprietor of M/s A.Y. Sathe & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting prior to the AGM), not later than two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges and RTA, and will also be displayed on the Company's website, [www.indoco.com](http://www.indoco.com).

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DP's in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DP's to access e-voting facility.

**The details of the process and manner for remote e-voting are explained herein below:**

As per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.



**A. Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com)
- b) Click on New System Myeasi.
- c) Login with user id and password.
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

### **Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user will be able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Procedure to login through demat accounts / Website of Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your Depository Participant (DP) registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **B. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the Cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

#### **A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company/RTA shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company/RTA - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/ Company/RTA.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **demat form**, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Non-Individual/Institutional shareholders (“Corporate Body/ Custodian/ Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. b) above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.

- f) While first login, entity will be directed to change the password and login process is completed.

### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section.
- c) Map the Investor with the following details:
- a. ‘Investor ID’ -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. ‘Investor’s Name’ - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.

- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| <i>Login type</i>  | <i>Helpdesk details</i>  |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account:

Your User ID is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account:

Your User ID is 16 Digit Beneficiary ID.

**Non-Individual/ Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

**C. Process for procuring User ID and password for e-voting for those shareholders whose email IDs are not registered with the Company/RTA/Depositories/Depository Participant:**

Shareholders may send a request to [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com) for procuring user ID and password for e-Voting.

1. In case shares are held in physical mode, please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
2. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in this section i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
4. In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**D. General guidelines for e-voting:**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**28. Instructions for Members for attending the AGM through VC / OAVM and e-voting during the meeting are as under:**

**A. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by our RTA, Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

Members can log in and join 15 (Fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> & Click on “**Login**”. Select the “Company” and ‘Event Date’ and register with your following details:
  - a. **Demat Account No. or Folio No:**  
Shareholders/members holding shares in CDSL DEMAT account shall provide 16 Digit Beneficiary ID and Shareholders/members holding shares in NSDL DEMAT account shall provide 8 Character DP ID followed by 8 Digit Client ID. Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.
  - b. **PAN:**  
Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
  - c. **Mobile Number:**  
Enter your mobile number.
  - d. **Email ID:**  
Enter your email id, as recorded with your DP/Company.
2. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**B. Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com) from Wednesday, September 18, 2024 to Friday, September 20, 2024.

The first 25 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

**C. Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.



**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : (022-49186175).

## EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated May 16, 2024:

### **Item No. 4**

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors approved the re-appointment of M/s Joshi Apte and Associates (Firm Registration No. 00240) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year ending March 31, 2025 at a remuneration of ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand Only) plus applicable taxes and actual out of pocket expenses.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee of Directors considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

M/s Joshi Apte and Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the directors and key managerial personnel and their respective relatives are interested financially or otherwise in the resolution as set out in Item No. 4 of this Notice.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in Item No. 4 of this notice for approval by the members of the Company.

By Order of the Board of Directors  
For Indoco Remedies Limited

Sd/-

**Ramanathan Hariharan**

*Company Secretary & Head-Legal*

M. No. A20593

Place : Mumbai

Date : May 16, 2024

## Annexure-1

### Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

As required under Regulation 36 of the SEBI Listing Regulations and SS -2, the particulars of Director who is seeking reappointment at this 77<sup>th</sup> Annual General Meeting, are given below:

|   |   |
|---|---|
| <b>Name of Director</b>   | <b>Mr. Sundeep V Bambolkar</b>  |
| <b>DIN</b>  | 00176613  |
| <b>Date of Birth</b>  | October 23, 1960  |
| <b>Age</b>  | 63 Years  |
| <b>Date of first appointment on the Board</b>                                   | March 27, 2004  |
| <b>Qualification</b>  | B.Sc, Post Graduate Diploma in Entrepreneurship Management (PGDRM), Masters in Administrative Management (MAM), Global Advance Management Programme (GAMP) from the Indian School of Business (ISB), Hyderabad and the Kellogg Business School, Chicago, USA.     |
| <b>Expertise in Specific functional areas (including brief profile)</b>         | Mr. Sundeep V Bambolkar, Jt. Managing Director has a proven administrative capabilities with over 35 years of pharma experience with expertise in International Business, Corporate Management, Finance and Operations.   |
| <b>Disclosure of Relationships between Directors, Managers and KMP Inter-Se</b> | Nil   |
| <b>Directorship of other Boards as on the date of this Notice</b>               | <ul style="list-style-type: none"> <li>• Xtend Industrial Designers and Engineers Pvt. Ltd.,</li> <li>• Indoco Remedies Czech S.R.O.,</li> <li>• Indoco Remedies UK Ltd.,</li> <li>• SPA Holdings Pvt. Ltd.</li> <li>• Warren Remedies Private Limited</li> </ul> |
| <b>Membership / Chairmanship of Committees of the Board</b>                     | Indoco Remedies Limited <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• CSR Committee – Member</li> <li>• Stakeholder Relationship Committee – Member</li> <li>• Risk Management Committee- Member</li> </ul>                        |
| <b>Listed entities from which Director has resigned in the past three years</b> | None  |
| <b>No. of Board meetings attended during 2023-2024</b>                          | Six (6)   |
| <b>Terms and conditions of Appointment or Re-appointment</b>                    | Re-appointment in terms of Section 152(6) of the Companies Act, 2013.   |
| <b>Details of remuneration sought to be paid</b>                                | As per the Agreement entered into between the Company and Mr. Sundeep V Bambolkar.  |
| <b>Details of remuneration last drawn</b>                                       | Please refer to the Report on Corporate Governance.   |
| <b>Shareholding</b>   | 4,65,000  |

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Company's **Seventy Seventh Annual Report** on the business and operations of Indoco Remedies Limited, along with the summary of the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024.

### FINANCIAL PERFORMANCE AND THE STATE OF THE COMPANY'S AFFAIRS

The highlights of the performance of the Company for the year ended March 31, 2024 is summarized below:

(in ₹ crore, except per equity share data)

| Particulars   | Standalone                   |                              | Consolidated                 |                              |
|---|------------------------------|------------------------------|------------------------------|------------------------------|
|   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
| Total Income from Operations  | <b>1,790.81</b>              | 1,666.69                     | <b>1,817.29</b>              | 1,668.61                     |
| Add: Other Income   | <b>8.51</b>                  | 2.33                         | <b>9.85</b>                  | 2.34                         |
| <b>Total Income</b>   | <b>1,799.32</b>              | <b>1,669.02</b>              | <b>1,827.14</b>              | <b>1,670.95</b>              |
| <b>Profit Before Finance Cost, Depreciation, Amortization, Impairment and Tax</b>         | <b>266.50</b>                | <b>287.22</b>                | <b>254.16</b>                | <b>288.44</b>                |
| Less: Finance Cost  | <b>36.81</b>                 | 25.03                        | <b>38.02</b>                 | 25.03                        |
| Less: Depreciation, Amortization and Impairment Expenses                                  | <b>87.98</b>                 | 70.60                        | <b>91.87</b>                 | 70.61                        |
| <b>Profit Before Exceptional Items and Tax</b>  | <b>141.71</b>                | <b>191.59</b>                | <b>124.27</b>                | <b>192.80</b>                |
| Exceptional Items   | <b>11.53</b>                 | –                            | <b>11.53</b>                 | –                            |
| <b>Profit Before tax</b>  | <b>153.24</b>                | <b>191.59</b>                | <b>135.80</b>                | <b>192.80</b>                |
| Less: Provision for Taxation  |                              |                              |                              |                              |
| - Current   | <b>32.77</b>                 | 55.20                        | <b>33.17</b>                 | 55.51                        |
| - Deferred  | <b>3.81</b>                  | (4.97)                       | <b>5.62</b>                  | (4.96)                       |
| - Mat Credit Adjustments  | –                            | –                            | –                            | –                            |
| <b>Net Profit After Tax</b>   | <b>116.66</b>                | <b>141.36</b>                | <b>97.01</b>                 | <b>142.25</b>                |
| <b>Other Comprehensive Income</b>   |                              |                              |                              |                              |
| Items that will not be reclassified subsequently to profit or loss                        | <b>0.05</b>                  | 1.92                         | <b>0.05</b>                  | 1.92                         |
| Income tax relating to items that will not be reclassified subsequently to profit or loss | <b>(0.01)</b>                | (0.48)                       | <b>(0.01)</b>                | (0.48)                       |
| Items that will be reclassified subsequently to profit or loss                            | –                            | –                            | <b>0.23</b>                  | –                            |
| <b>Total Other Comprehensive Income/(Loss), net of tax</b>                                | <b>0.04</b>                  | <b>1.44</b>                  | <b>0.27</b>                  | <b>1.44</b>                  |
| <b>Total Comprehensive Income for the year</b>  | <b>116.70</b>                | <b>142.80</b>                | <b>97.28</b>                 | <b>143.69</b>                |
| <b>Net Profit for the year attributable to-</b>   |                              |                              |                              |                              |
| - Owners of the Company   | <b>116.66</b>                | 141.36                       | <b>98.47</b>                 | 142.25                       |
| - Non-controlling interests   | –                            | –                            | <b>(1.46)</b>                | –                            |
| <b>Other Comprehensive Income/(Loss) attributable to-</b>                                 |                              |                              |                              |                              |
| - Owners of the Company   | <b>0.04</b>                  | 1.44                         | <b>0.27</b>                  | 1.44                         |
| - Non-controlling interests   | –                            | –                            | –                            | –                            |
| <b>Total Comprehensive Income attributable to-</b>  |                              |                              |                              |                              |
| - Owners of the Company   | <b>116.70</b>                | 142.80                       | <b>98.74</b>                 | 143.69                       |
| - Non-controlling interests   | –                            | –                            | <b>(1.46)</b>                | –                            |
| <b>Earnings per share (EPS) (of ₹ 2/- each)</b>   |                              |                              |                              |                              |
| Basic   | <b>12.66</b>                 | 15.34                        | <b>10.53</b>                 | 15.44                        |
| Diluted   | <b>12.64</b>                 | 15.32                        | <b>10.51</b>                 | 15.42                        |

## RESULTS FROM OPERATIONS

### On Standalone Basis

Your Company ended the year with a growth of **7.6%** as compared to previous year. While the International business saw a growth of **1.3%** over the previous year, Domestic business saw a growth of **6.0%** over the previous year. The Total Income stood at ₹ **1,799.32** crores in FY24 as compared to ₹ **1,669.02** crores in FY23. The Profit Before Tax (PBT) stood at ₹ **153.24** crores in FY24 as compared to ₹ **191.59** crores in FY23. The Net Profit after Tax (Before OCI) stood at ₹ **116.66** crores in FY24 as compared to ₹ **141.36** crores in FY23.

### On Consolidated Basis

The Total Income stood at ₹ **1,827.14** crores in FY24 as compared to ₹ **1,670.95** crores in FY23. The Profit Before Tax (PBT) stood at ₹ **135.80** crores in FY24 as compared to ₹ **192.80** crores in FY23. The Net Profit after Tax (Before OCI) stood at ₹ **97.01** crores in FY24 as compared to ₹ **142.25** crores in FY23.

The financial performance and the results of operations, including major developments have been discussed in detail in the Management Discussion and Analysis report.

## ACQUISITION

The Board of Directors in its meeting held on June 05, 2023 approved the acquisition of 85% equity stake in FPP Holding Company, LLC ("**FPP Holding**"), a company registered in Delaware, USA for USD 4 Million from Contract Pharmacal Corp, which is one of the oldest and largest leaders in the vitamin and pharmaceutical industry. Consequently the Company executed Equity Purchase Agreement on June 05, 2023 for the said Acquisition. FPP Holding is the 100% holding company of Florida Pharmaceutical Products, LLC ("**FPP**"), a company incorporated in Florida. FPP Holding and FPP is engaged in the business of distribution and marketing of the generic pharmaceutical products in USA.

This strategic investment marks a significant milestone for the Company, solidifying its position as a key player in the US market. The smart synergy between Indoco and FPP will enable the Company to commercialize its registered generic products with a direct presence in the USA.

## WARREN REMEDIES PRIVATE LIMITED

Warren Remedies Private Limited, a wholly owned subsidiary of the Company commenced construction activity in September 2022 and in a record of 15 months commenced commercial production in both Toothpaste and API Blocks. The Toothpaste Block commenced commercial production from February 20, 2024 and the API intermediary production commenced from March 19, 2024. Warren Remedies Private Limited has entered into the B2C market and is confident of making inroads in the Toothpaste market.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Management Discussion and Analysis Report for the year under review, is provided in a separate section and forms part of this Report.

## CONSOLIDATED ACCOUNTS

The consolidated financial statements for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

## **DIVIDEND**

Based on the Company's performance, the Board of Directors recommend a dividend of ₹ 1.50 per equity share of ₹ 2/- each (75%) for the financial year 2023-2024.

The dividend on equity shares is subject to the approval of the members at the Seventy-Seventh Annual General Meeting ("AGM") scheduled to be held on Thursday, September 26, 2024.

Dividend for the financial year 2022-2023 was ₹ 2.25 per equity share (112.50%).

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2024.

According to Regulation 43A of the SEBI Listing Regulations, the top 1000 listed entities based on market capitalization, calculated as on March 31 of every financial year are required to formulate a Dividend Distribution Policy which shall be disclosed on the website of the listed entity and a web link shall also be provided in their Annual Reports. Accordingly, the Dividend Distribution Policy of the Company which is based on the need to balance the twin objectives of appropriately rewarding its shareholders with dividend and of conserving resources to meet its future needs, can be accessed using the following link: [https://www.indoco.com/policies/IRL\\_dividend\\_distribution\\_policy.pdf](https://www.indoco.com/policies/IRL_dividend_distribution_policy.pdf).

## **TRANSFER TO RESERVES**

During the year under review, no amount was transferred to general reserves.

## **SHARE CAPITAL**

The Nomination and Remuneration Committee in its meeting held on March 29, 2024 has issued and allotted 31,850 Equity Shares to the Indoco Employees Welfare Trust under Indoco Remedies Limited Employee Stock Option Plan – 2022.

Further to the above allotment, the paid-up share capital of the Company has increased from ₹ 18,43,00,710 (consisting of 9,21,50,355 equity shares of face value of ₹ 2 each) as on March 31, 2023 to ₹ 18,43,64,410 (consisting of 9,21,82,205 equity shares of face value of ₹ 2 each) as on March 31, 2024.

During the year under review, there is no change in Authorized Share Capital of the Company, which is ₹ 25,00,00,000 (Rupees Twenty Five Crores only) divided into 12,50,00,000 ( Rupees Twelve Crores and Fifty Lakhs only) Equity Shares of ₹ 2/- each.

## **CHANGE IN THE NATURE OF BUSINESS ACTIVITIES**

During the year under review, there is no change in the nature of the business of the Company.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

## **SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES**

As on March 31, 2024, the Company has 5 Subsidiary Companies.

- Xtend Industrial Designers and Engineers Private Limited
- Warren Remedies Private Limited
- Indoco Remedies Czech S.R.O.
- Indoco Remedies UK Limited
- FPP Holding Company, LLC

As on March 31, 2024, the Company has 2 Associate Companies.

- Jalansar Wind Energy Private Limited\*
- Kanakal Wind Energy Private Limited\*

Pursuant to Rule 8(5)(iv) of the Companies (Accounts) Rules, 2014 as amended from time to time, the names of the companies which have become and ceased to be associates/subsidiary/joint venture companies during the year are provided below:-

| Sr. No. | Companies which became associates/subsidiary/joint venture during the year under review |
|---------|---|
| 1.      | FPP Holding Company, LLC (Subsidiary)   |

| Sr. No. | Companies which ceased to be associates/ subsidiary/joint venture during the year under review |
|---------|--|
| Nil     |  |

\* Jalansar Wind Energy Private Limited and Kanakal Wind Energy Private Limited which are associates as per the Companies Act, 2013 (“Act”) have not been classified as an associate as per IND AS and hence they are not considered for Consolidation.

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statement of the Company’s subsidiaries and associates in the prescribed format AOC-1 is appended as “Annexure A” to this Board’s report.

The highlights of performance of the subsidiaries and their contribution to the overall performance of the Company during the financial year under review is given under Note No. 46 to the Consolidated Financial Statements forming part of the Annual Report.

Further, pursuant to Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company – [www.indoco.com](http://www.indoco.com). Any person desirous of obtaining the said Financial Statements may write to [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com). There have been no material changes in the nature of the business of the subsidiaries and associates during the financial year 2023-2024.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Sundeep V Bambolkar (DIN: 00176613)

In terms of provisions of the Section 152(6) of the Act and the Articles of Association of the Company, Mr. Sundeep V Bambolkar (DIN: 00176613), Jt. Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. The Board of Directors recommends his re-appointment.

### Suresh G Kare (DIN: 00179220)

The Board of Directors of the Company at its meeting held on May 23, 2023, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Suresh G Kare as

the Chairman of the Company in the capacity of Non-Executive and Non-Independent Director effective from July 01, 2023, subject to the approval of shareholders of the Company by way of Postal Ballot Notice dated May 23, 2023. The Shareholders of the Company, passed a special resolution, on June 25, 2023 as set out in the postal ballot notice dated May 23, 2023 (result of which was declared on June 27, 2023), pursuant to Regulation 17(1A) and 17(1C) of SEBI Listing Regulations, for re-appointment of Mr. Suresh G Kare as the Chairman of the Company in the capacity of Non-Executive Non-Independent Director w.e.f. July 01, 2023.

**Divakar M Gavaskar (DIN: 00157378)**

Mr. Divakar M Gavaskar has ceased to be an Independent Director of the Company w.e.f. March 31, 2024 due to the completion of two (2) consecutive terms of five (5) years each.

The Board places on record its sincere appreciation for his valuable guidance and contribution to the Company.

**Rajiv P Kakodkar (DIN: 01519590)**

Mr. Rajiv P Kakodkar has ceased to be an Independent Director of the Company w.e.f. March 31, 2024 due to the completion of two (2) consecutive terms of five (5) years each.

The Board places on record its sincere appreciation for his valuable guidance and contribution to the Company.

**Ajay Mulgaokar (DIN: 10457626)**

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on January 23, 2024, appointed Mr. Ajay Mulgaokar as an Additional Director designated as Independent Director for a period of five consecutive years effective from April 01, 2024 to March 31, 2029 subject to the approval of the shareholders. The Board is of the opinion that Mr. Ajay Mulgaokar is a person of integrity, expertise, competent experience and proficiency to serve the Company as an Independent Director that can strengthen the overall composition of the Board.

**Satish Shenoy (DIN: 00230711)**

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on January 23, 2024, appointed Mr. Satish Shenoy as an Additional Director designated as Independent Director for a period of five consecutive years effective from April 01, 2024 to March 31, 2029 subject to the approval of the shareholders. The Board is of the opinion that Mr. Satish Shenoy is a person of integrity, expertise, competent experience and proficiency to serve the Company as an Independent Director that can strengthen the overall composition of the Board.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134(5) read with Section 134(3)(c) of the Act, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;

- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DISCLOSURE RELATED TO BOARD AND COMMITTEES**

### **Board Meetings**

The Board of Directors met six (6) times during the financial year 2023-24 on May 23, 2023, June 05, 2023, July 25, 2023, October 19, 2023, January 23, 2024 and March 29, 2024. The particulars of attendance of the Directors at the said meetings are provided in detail in the Corporate Governance Report, which forms a part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Act and SEBI Listing Regulations.

### **Board & Committees of the Board**

As on March 31, 2024, the Board had 6 (Six) Committees viz: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Committee of Executive Directors. A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report that forms part of this Annual Report.

The Board of Directors of your Company in its meeting held on May 23, 2023 reconstituted Committee of Executive Directors w.e.f. July 01, 2023 due to cessation of Mr. Suresh G Kare (DIN: 00179220) as an Executive Director of the Company at the closure of business hours on June 30, 2023.

The Board of Directors of your Company in its meeting held on January 23, 2024 reconstituted Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee w.e.f. April 01, 2024 due to cessation of Mr. Divakar M Gavaskar (DIN: 00157378) and Mr. Rajiv P Kakodkar (DIN: 01519590), as an Independent Directors of the Company at the closure of business hours on March 31, 2024 and induction of Mr. Ajay Mulgaokar (DIN: 10457626) and Mr. Satish Shenoy (DIN: 00230711) as Independent Directors of the Company w.e.f. April 01, 2024.

### **Evaluation of Performance of the Board, its Committees and Individual Directors**

During the year, the evaluation of the annual performance of individual Directors including the Chairman of the Company and Independent Directors, Board and Committees of the Board was carried out under the provisions of the Act, relevant rules, and the Corporate Governance requirements as prescribed under Regulation 17 of SEBI Listing Regulations and based on the circular issued by SEBI dated January 05, 2017 with respect to Guidance Note on Board Evaluation. The Nomination and Remuneration Committee had approved the criteria for the performance evaluation of the Board, its Committees and individual Directors as per the SEBI Guidance Note on Board Evaluation.

The Chairman of the Company interacted with each Director individually, for evaluation of performance of the individual Directors. The evaluation for the performance of the Board as a whole and of the Committees were conducted by way of questionnaires.



In a separate meeting of Independent Directors, performance of Non Independent Directors and performance of the Board as a whole was evaluated. Further, they also evaluated the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-Executive Directors.

The Board of Directors reviewed the performance of the individual Directors on the basis of the criteria such as qualification, experience, knowledge and competency, fulfilment of functions, availability and attendance, initiative, integrity, contribution and commitment. The Independent Directors were additionally evaluated on the basis of independence, independent views, judgement etc. Further the evaluation of Chairman of the Board, in addition to the above criteria for individual Directors, also included evaluation based on effectiveness of leadership and ability to steer the meetings, impartiality, etc.

The Chairman and other members of the Board discussed upon the performance evaluation of every Director of the Company and concluded that they were satisfied with the overall performance of the Directors individually and that the Directors generally met their expectations of performance.

The summary of the feedback from the members were thereafter discussed in detail by the members. The respective Director, who was being evaluated, did not participate in the discussion on his/her performance evaluation.

The Board also assessed the fulfilment of the independence criteria as specified in SEBI Listing Regulations, by the Independent Directors of the Company and their independence from the management.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as diversity in the Board, competency of Directors, strategy and performance evaluation, evaluation of performance of the management and feedback, independence of the management from the Board etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as mandate and composition, effectiveness of the Committee, independence of the Committee from the Board, contribution to decisions of the Board, etc.

### **Declaration by Independent Directors**

The Company has received declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16 (1) (b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed about their enrolment in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

### **Statement of Board of Directors**

The Board of Directors of the Company are of the opinion that all the Independent Directors of the Company appointed during the year possesses integrity, relevant expertise and experience required to best serve the interest of the Company.

### **Familiarisation Programme for the Independent Directors**

In compliance with the requirements of Regulation 25(7) of the SEBI Listing Regulations, the Company has put in place a Familiarisation Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc. The details of the Familiarisation Programme conducted are available on the website of the Company at [www.indoco.com](http://www.indoco.com) and can be accessed through the web link: [https://www.indoco.com/policies/Familiarization\\_programme\\_for\\_independent\\_directors.pdf](https://www.indoco.com/policies/Familiarization_programme_for_independent_directors.pdf).

### **REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES AND CRITERIA FOR APPOINTMENT OF DIRECTORS**

The Nomination and Remuneration Policy is intended to achieve the following objectives:

1. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive/independent) of the Company;
2. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
3. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
4. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Nomination and Remuneration Policy of the Company on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Act, is available on our website, at [https://www.indoco.com/policies/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://www.indoco.com/policies/Nomination_and_Remuneration_Policy.pdf)

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Information as per Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in "Annexure B" to this Board's Report. Further, the information pertaining to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to the names and other particulars of employees is available for inspection at the Registered office of the Company during business hours and pursuant to the second proviso to Section 136(1) of the Act, the Report and the accounts are being sent to the members excluding this. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary/ Compliance Officer either at the Registered Office address or by email to [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com).

### **EMPLOYEE STOCK OPTIONS / RESTRICTED STOCK UNITS**

The Company has adopted and implemented the Indoco Remedies Limited Employee Stock Option Plan – 2022 ("Plan") pursuant to the approval of its shareholders at the 75<sup>th</sup> Annual General Meeting held on September 22, 2022, with an objective of enabling the Company to attract and retain talented employees by offering them the opportunity to acquire a continuing equity interest in the Company, which will reflect in their efforts in building the growth and the profitability of the Company. The Plan is implemented through the Indoco Employees Welfare Trust which will acquire the shares of the Company by way of

fresh allotment from the Company and will follow the cash mechanism. The Plan is administered by the Nomination and Remuneration Committee of the Company which is designated as Compensation Committee in pursuance of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for the purpose of administration and implementation of the Plan. The maximum number of shares under the Plan shall not exceed 13,82,256 equity shares.

The Nomination and Remuneration Committee in its meeting held on March 29, 2024, has granted 90,000 Employee Stock Options (“Options”) and 13,000 Restricted Stock Units (“RSUs”) to the eligible employees.

Further, the certificate required under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 from the Secretarial Auditor of the Company that the Plan have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as per the resolution passed by the members of the Company will be available at the ensuing AGM for inspection.

The necessary disclosure pursuant to section 62 of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with regard to the Plan of the Company is available on Company’s website at [https://www.indoco.com/esop-disclosure/esop-disclosure-FY\\_2023-2024.pdf](https://www.indoco.com/esop-disclosure/esop-disclosure-FY_2023-2024.pdf).

## CORPORATE POLICIES

The details of the various policies approved and adopted by the Board of Directors as required under the Act and various SEBI regulations are provided below. The policies are reviewed periodically by the Board and updated as needed. The Board at its meeting held on July 25, 2023 revised and adopted the “Policy for Determination of Materiality of Events”.

Key policies that have been adopted are as follows:

| <i>Name of the Policy</i>   | <i>Brief Description</i>  | <i>Web link</i>   |
|---|---|---|
| <b>Dividend Distribution Policy</b>                                 | The Dividend Distribution Policy establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company to strike balance between payout and retained earnings, in order to address future needs of the Company. | <a href="https://www.indoco.com/policies/IRL_dividend_distribution_policy.pdf">https://www.indoco.com/policies/IRL_dividend_distribution_policy.pdf</a>   |
| <b>Code of Conduct for Board of Directors and Senior Management</b> | The Company has adopted a Code of Conduct for the Senior Management Personnel, Directors (executive / non-executive) including a code of conduct for Independent Directors, which suitably incorporates the duties of Independent Directors as laid down in the Act.                              | <a href="https://www.indoco.com/policies/Code_of_Conduct_for_Board_of_Directors_and_Senior_Management.pdf">https://www.indoco.com/policies/Code_of_Conduct_for_Board_of_Directors_and_Senior_Management.pdf</a> |

| <i>Name of the Policy</i>  | <i>Brief Description</i>  | <i>Web link</i>   |
|--|---|---|
| <b>Policy for Determination of Materiality of Events</b>                 | This Policy for Determination of Materiality of Events is aimed at providing guidelines to the management of the Company to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s).                                   | <a href="https://www.indoco.com/policies/Policy_for_Determination_of_Materiality_of_Events.pdf">https://www.indoco.com/policies/Policy_for_Determination_of_Materiality_of_Events.pdf</a>     |
| <b>Whistle Blower &amp; Vigil Mechanism Policy</b>                       | This Policy has been formulated with a view to provide a mechanism for directors, employees, other stakeholders of the Company as well as Anonymous Whistle Blowers (in exceptional cases) to approach the Ombudsperson / Chairman of the Audit Committee of the Company.   | <a href="https://www.indoco.com/policies/Whistle_Blower_and_Vigil_Mechanism.pdf">https://www.indoco.com/policies/Whistle_Blower_and_Vigil_Mechanism.pdf</a>                                   |
| <b>Policy for determining material subsidiary</b>                        | This Policy aims to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.   | <a href="https://www.indoco.com/policies/Policy_for_Determining_Material_Subsidiaries.pdf">https://www.indoco.com/policies/Policy_for_Determining_Material_Subsidiaries.pdf</a>               |
| <b>Risk Management Policy</b>  | The Policy aims to communicate the Company's common and systematic approach to managing risk.   | <a href="https://www.indoco.com/policies/Risk_Management_Policy.pdf">https://www.indoco.com/policies/Risk_Management_Policy.pdf</a>   |
| <b>Policy on Materiality and Dealing with Related Party Transactions</b> | The Policy regulates all transactions between the Company and its related parties.  | <a href="https://www.indoco.com/policies/Policy_on_Materiality_of_Related_Party_Transactions.pdf">https://www.indoco.com/policies/Policy_on_Materiality_of_Related_Party_Transactions.pdf</a> |
| <b>Corporate Social Responsibility Policy</b>                            | This Policy aims to strategically draw the guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual action plan by the Board of the Company, after taking into account the recommendations of its CSR Committee.  | <a href="https://www.indoco.com/policies/Corporate_Social_Responsibility_Policy.pdf">https://www.indoco.com/policies/Corporate_Social_Responsibility_Policy.pdf</a>                           |
| <b>Familiarization Program for Independent Directors</b>                 | Familiarization Program aims to familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various initiatives that would facilitate their active participation in managing the Company. | <a href="https://www.indoco.com/policies/Familiarization_programme_for_independent_directors.pdf">https://www.indoco.com/policies/Familiarization_programme_for_independent_directors.pdf</a> |

| <i>Name of the Policy</i>  | <i>Brief Description</i>   | <i>Web link</i>   |
|--|--|---|
| <b>Nomination and Remuneration Policy</b>  | This Policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors, Key Managerial Personnel, senior management and other employees. | <a href="https://www.indoco.com/policies/Nomination_and_Remuneration_Policy.pdf">https://www.indoco.com/policies/Nomination_and_Remuneration_Policy.pdf</a>                   |
| <b>Policy on diversity of Board of Directors</b>   | This Policy sets out the approach to diversity on the Board of the Company.  | <a href="https://www.indoco.com/policies/Policy_on_Diversity_of_Board_of_Directors.pdf">https://www.indoco.com/policies/Policy_on_Diversity_of_Board_of_Directors.pdf</a>     |
| <b>Policy for Orderly Succession for Appointments to the Board and Senior Management</b>   | This Policy aims that investors do not suffer due to sudden or unplanned gaps in leadership.   | <a href="https://www.indoco.com/policies/Policy_for_Orderly_Succession.pdf">https://www.indoco.com/policies/Policy_for_Orderly_Succession.pdf</a>                             |
| <b>Board Evaluation Policy</b>   | The Policy has been framed with an objective to ensure individual directors of the Company and the Board as a whole, work efficiently and effectively in achieving their functions, for the benefit of the Company and its stakeholders.   | <a href="https://www.indoco.com/policies/Board-Evaluation-Policy.pdf">https://www.indoco.com/policies/Board-Evaluation-Policy.pdf</a>   |
| <b>"The Code of Conduct for Prevention of Insider Trading" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information"</b> | This Code provides framework for dealing with the securities of Company in mandated manner.  | <a href="https://www.indoco.com/policies/Insider_Trading_Code.pdf">https://www.indoco.com/policies/Insider_Trading_Code.pdf</a>   |
| <b>Policy for Preservation of Documents</b>  | This Policy deals with the retention and archival of corporate records of the Company and all its subsidiaries.  | <a href="https://www.indoco.com/policies/policy_for_preservation_of_documents.pdf">https://www.indoco.com/policies/policy_for_preservation_of_documents.pdf</a>               |
| <b>Policy for Archival of Website Information</b>  | This Policy provides the guiding principles for the archival and storage of the Company's website information  | <a href="https://www.indoco.com/policies/policy_for_archival_of_website_informations.pdf">https://www.indoco.com/policies/policy_for_archival_of_website_informations.pdf</a> |

## CORPORATE SOCIAL RESPONSIBILITY

In compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee. The details of membership of the Committee and the meetings held

are detailed in the Corporate Governance Report, forming part of this Annual Report. The CSR Policy of the Company is available on the website of the Company and can be accessed through the web link: [https://www.indoco.com/policies/Corporate\\_Social\\_Responsibility\\_Policy.pdf](https://www.indoco.com/policies/Corporate_Social_Responsibility_Policy.pdf)

The amount remaining unspent under Section 135(5) of the Act pursuant to ongoing project undertaken by your Company, has been transferred to Unspent Corporate Social Responsibility Account in accordance with Section 135(6) of the Act and such amount shall be spent by your Company in pursuance of its obligation within the approved timelines.

The Annual Report on CSR activities containing details of expenditure incurred by the Company and brief details on the CSR activities are provided in “Annexure C” to this Board’s Report.

### **WHISTLE BLOWER POLICY / VIGIL MECHANISM**

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behaviour in all its operations, the Company has adopted a Whistle Blower & Vigil Mechanism Policy. Further details on vigil mechanism of the Company are provided in the Corporate Governance Report, forming part of this Report.

### **INTERNAL FINANCIAL CONTROLS**

The Company has an Internal Control System, commensurate with the size of its operations. The Internal Audit department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report, significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company’s Internal Auditor also monitors and evaluates the internal control system and submits Quarterly Reports which are placed before the Audit Committee of the Board.

### **RISK MANAGEMENT**

The Board of Directors has constituted a Risk Management Committee which reviews key risk elements of the Company’s business, finance, operations and compliance. The Risk Management Committee also assesses the adequacy of mitigation plans to address such risks. The Corporate Governance Report, which forms part of this report, contains the details of Risk Management Committee of the Company.

Risk Management Committee has formulated and implemented Risk Management Policy in compliance with the provisions of the Act and SEBI Listing Regulations. The policy helps to identify the various elements of risks faced by the Company, which in the opinion of the Board threatens the existence of the Company. The Risk Management Policy can be accessed on the Company’s website at [https://www.indoco.com/policies/Risk\\_Management\\_Policy.pdf](https://www.indoco.com/policies/Risk_Management_Policy.pdf)

### **AUDITORS**

#### **Statutory Auditor**

Pursuant to Section 139 of the Act, rules made there under, the Board of Directors on the recommendation of the Audit Committee re-appointed M/s Gokhale & Sathe, a Firm of Chartered Accountants, (Firm Registration No. 103264W), as the Statutory Auditors of the Company for the further period of five financial years from the conclusion of 75<sup>th</sup> Annual General Meeting till the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027. Further the shareholders’ approval has been accorded in the 75<sup>th</sup> AGM held on September 22, 2022.

### **Statutory Audit Report**

During the financial year 2023-2024 no fraud has occurred, noticed and/or reported by the Statutory Auditors under Section 143(12) of the Act read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time).

The Auditor's Report for the financial year ended March 31, 2024, does not contain any qualifications, reservations, adverse remarks or disclaimers and has been issued with an unmodified opinion, by the Statutory Auditors.

### **Secretarial Auditor**

In terms of Section 204 of the Act, the Board of Directors has re-appointed CS Ajit Sathe- Proprietor of M/s A. Y. Sathe & Co. Company Secretaries in Practice (FCS 2899/COP 738) to undertake the Secretarial Audit of the Company for the financial year 2024-2025.

### **Secretarial Audit Report**

The Secretarial Audit was carried out by M/s A. Y. Sathe & Co., Company Secretaries in Practice (FCS 2899/COP 738) for the financial year 2023-2024. The Report given by the Secretarial Auditor is annexed as "**Annexure D**" and forms an integral part of this Board's Report. During the year under review, the Secretarial Auditor had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

There has been no qualification, reservation or adverse remark or disclaimer in their Secretarial Audit Report.

### **Cost Auditor**

The Company is required to maintain Cost Records as specified by the Central Government under Section 148(1) of the Act and accordingly, such accounts and records are made and maintained by the Company. The Board has re-appointed M/s Joshi Apte and Associates, Cost Accountants, (Firm's Registration No. 00240) as Cost Auditor of the Company for conducting Cost Audit of your Company for the financial year 2024-2025 at a remuneration of ₹ 1,80,000/- per annum. As required under the Act, the remuneration payable to the Cost Auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s Joshi Apte and Associates, Cost Auditors for financial year 2024-2025 is included at Item No. 4 of the Notice convening the Annual General Meeting.

### **LOANS, GUARANTEES & INVESTMENTS**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY TRANSACTIONS**

All contracts/ arrangements/ transactions entered by the Company during the year under review with the related parties were on an arm's length basis.

There were no materially significant related party transactions entered by the Company which may have a potential conflict with the interest of Company.

All related party transaction(s) are first placed before Audit Committee for approval and thereafter such transactions are also placed before the Board for seeking their approval. Prior approval of the Audit

Committee is obtained on a yearly basis specifying the upper ceiling as to amount for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the prior approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

Particulars of contracts or arrangements or transactions with related party referred to in section 188 of the Act, in the prescribed form AOC-2, is provided as “**Annexure E**” to this Board’s Report.

The details of Related Party Transactions, as required pursuant to respective Indian Accounting Standards, have been stated in Note No. 54 to the Standalone Audited Financial Statement of Company forming part of this Annual Report.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is provided as “**Annexure F**” to this Board’s Report.

### **SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards as amended from time to time.

### **ANNUAL RETURN**

The Annual Return as required under sub-section (3) of Section 92 of the Act in form MGT-7 is made available on the website of the Company and can be accessed at <https://www.indoco.com/inv-extract-of-annual-return.asp>.

### **CORPORATE GOVERNANCE REPORT**

Report on Corporate Governance and Certificate of the Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Part C of Schedule V of the SEBI Listing Regulations, are provided in a separate section and forms part of this Annual Report.

### **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations and SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, your Company provides the prescribed disclosures in new reporting requirements on Environmental, Social and Governance parameters called the Business Responsibility and Sustainability Report (“BRSR”) which includes performance against the nine principles of the National Guidelines on Responsible Business Conduct and the report under each principle. The BRSR is provided in a separate section and forms part of this Annual Report.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status and Company’s operations in future.



## PREVENTION OF SEXUAL HARASSMENT

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been provided in the Report on Corporate Governance, which forms part of this Annual Report.

## DEPOSITS

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as "Deposits" in terms of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## OTHER DISCLOSURES

- During the year under review, your Company has not issued shares with differential voting rights and sweat equity shares.
- During the year under review, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company. As on the date of this report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.
- During the year under review, there was no one-time settlement entered into with any Bank or financial institutions in respect of any loan taken by the Company.

## CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

## ACKNOWLEDGEMENTS

Your Directors wish to thank all stakeholders, employees, business partners, Company's bankers, medical professionals and business associates for their continued support and valuable cooperation.

The Directors also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-

**Suresh G Kare**

*Chairman*

DIN: 00179220

Place : Mumbai  
Date : May 16, 2024

## Annexure A to the Directors' Report

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies  
(Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/  
Joint Ventures

### Part (A): Information on Subsidiaries

(₹ in Lakhs)

| CIN /Registration   | U93000MH1995PTC086174                                    | 4472152                      | 13906909                   | SR 20194664452            | U24304MH2022PTC384184           |
|---|--|------------------------------|----------------------------|---------------------------|---------------------------------|
| Name of the Subsidiary                                    | Xtend Industrial Designers and Engineers Private Limited | Indoco Remedies Czech S.R.O. | Indoco Remedies UK Limited | FPP Holding Company, LLC* | Warren Remedies Private Limited |
| The date since when subsidiary was acquired/ incorporated | March 19, 2018   | March 26, 2019               | February 10, 2022          | June 05, 2023             | June 07, 2022                   |
| Reporting period for the subsidiary                       | Year Ended March 31, 2024                                | Year Ended March 31, 2024    | Year Ended March 31, 2024  | Year Ended March 31, 2024 | Year Ended March 31, 2024       |
| Reporting Currency  | INR  | Czech Crown                  | GBP                        | USD                       | INR                             |
| Exchange rate as on March 31, 2024                        | Not Applicable   | 1 Czech Crown = ₹ 3.5653     | 1 GBP = ₹ 105.1424         | 1 USD = ₹ 83.4000         | Not Applicable                  |
| Share Capital (including Preference Share Capital)        | 202.70   | 0.00016                      | 0.10                       | –                         | 1,500.00                        |
| Reserves and Surplus                                      | 283.01   | (1.02)                       | 0.00532                    | 420.83                    | (895.61)                        |
| Total Assets  | 531.48   | 1.80                         | 0.10                       | 8,585.58                  | 26,024.23                       |
| Total Liabilities   | 45.77  | 2.82                         | –                          | 8,164.75                  | 25,419.84                       |
| Investments   | –  | –                            | –                          | –                         | –                               |
| Turnover  | 331.83   | 1.75                         | –                          | 3,906.81                  | 408.07                          |
| Profit / (Loss) before Taxation                           | 160.17   | (0.01)                       | –                          | (970.87)                  | (715.01)                        |
| Provision for Taxation                                    | 40.44  | –                            | –                          | –                         | 180.60                          |
| Profit/(Loss) after Taxation                              | 119.73   | (0.01)                       | –                          | (970.87)                  | (895.61)                        |
| Proposed Dividend   | –  | –                            | –                          | –                         | –                               |
| % of shareholding   | –  | –                            | –                          | –                         | –                               |

\*Acquired effective June 05, 2023

- Reporting period of the subsidiaries is the same as that of the Company.
- Names of subsidiaries which are yet to commence operations: **None**
- Names of subsidiaries which have been liquidated or sold during the year: **None**

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN: 00179113

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN: 00176613

Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593

Place : Mumbai  
Date : May 16, 2024

## Annexure A to the Directors' Report

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

#### Part (B): Associates and Joint Ventures

| Name of Associate                    | Latest Audited Balance Sheet Date | Date on which the Associate associated or acquired | Shares of Associate held by the Company on March 31, 2024 |                                    | Net Worth (₹ In Lakhs) | Description of how there is significant influence | Reason why the associate is not consolidated | Net worth attributable to shareholding as per latest audited Balance Sheet (₹ In Lakhs) | Profit/Loss for the year |                             |
|--------------------------------------|-----------------------------------|--|---|------------------------------------|------------------------|---|--|---|--------------------------|-----------------------------|
|                                      |                                   |  | No.   | Amount of Investment in Associates |                        |   |  |   | Extent of Holding%       | Considered in Consolidation |
| Jalansar Wind Energy Private Limited | March 31, 2024                    | October 31, 2022                                   | 5,76,000  | 57,60,000                          | 193.76                 | Due to percentage of Shareholding                 | Refer Note 1                                 | 50.38   | Not Applicable           | Not Applicable              |
| Kanakal Wind Energy Private Limited  | March 31, 2024                    | October 31, 2022                                   | 8,64,000  | 86,40,000                          | 302.72                 | Due to percentage of Shareholding                 | Refer Note 1                                 | 78.71   | Not Applicable           | Not Applicable              |

Note 1:- Jalansar Wind Energy Private Limited and Kanakal Wind Energy Private Limited which are associates as per the Companies Act, 2013 have not been classified as an associate as per IND AS and hence they are not considered for Consolidation.

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN: 00179113

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN: 00176613

Sd/-  
**Pramod Chorpade**  
Chief Financial Officer

Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Place : Mumbai  
Date : May 16, 2024

## Annexure-B to the Directors' Report

### Disclosure of Managerial Remuneration

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-2024 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-2024 are as under:

| Sl. No | Name of Director and Key Managerial Personnel | Designation   | Ratio of Remuneration of each Director to median remuneration of employees | Increase/ (decrease) in Remuneration in the FY24 (in percentage) |
|--------|---|---|--|--|
| 1      | Mr. Suresh G Kare                             | Chairman & Non-Executive and Non-Independent Director | Refer Note 1   | Refer Note 1   |
| 2      | Ms. Aditi Panandikar                          | Managing Director                                     | 226.91   | 15.53  |
| 3      | Mr. Sundeep V Bambolkar                       | Jt. Managing Director                                 | 200.66   | 15.33  |
| 4      | Dr. Anand M Nadkarni                          | Non-Executive and Non-Independent Director            | Not Applicable <sup>(a)</sup>  | Not Applicable <sup>(a)</sup>                                    |
| 5      | Mr. Rajiv P Kakodkar                          | Non-Executive Independent Director                    | Not Applicable <sup>(a)</sup>  | Not Applicable <sup>(a)</sup>                                    |
| 6      | Mr. Divakar M Gavaskar                        | Non-Executive Independent Director                    | Not Applicable <sup>(a)</sup>  | Not Applicable <sup>(a)</sup>                                    |
| 7      | Mr. Abhijit Y Gore                            | Non-Executive Independent Director                    | Not Applicable <sup>(a)</sup>  | Not Applicable <sup>(a)</sup>                                    |
| 8      | Dr. (Ms.) Vasudha V Kamat                     | Non-Executive Independent Director                    | Not Applicable <sup>(a)</sup>  | Not Applicable <sup>(a)</sup>                                    |
| 9      | Mr. Pramod Ghorpade                           | Chief Financial Officer                               | Not Applicable   | 15.41  |
| 10     | Mr. Ramanathan Hariharan                      | Company Secretary & Compliance Officer                | Not Applicable   | Refer Note 2   |

- (a) Remuneration to Non-Executive Directors consists only of sitting fees and is based on the number of meetings attended during the year.

**Note:-**

- Mr. Suresh G Kare, has ceased to be an Executive Director of the Company w.e.f. June 30, 2023. Shareholders of the Company passed special resolution pursuant to Regulation 17(1A) and 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on June 25, 2023 for re-appointment of Mr. Suresh G Kare as the Chairman of the Company in the capacity of Non- Executive Non-Independent Director w.e.f. July 01, 2023. Mr. Suresh G Kare was paid remuneration only for the period of April 01, 2023 to June 30, 2023. Consequent to his change in designation from Executive Chairman to Non-Executive Chairman, remuneration to Mr. Suresh G Kare for the period of July 01, 2023 to March 31, 2024 consists only of sitting fees and is based on the number of meetings attended by him during the year. Hence his remuneration is not comparable.
- Mr. Ramanathan Hariharan was appointed as a Company Secretary & Compliance Officer of the Company w.e.f. December 01, 2022. Hence, his remuneration for last financial year was not comparable.

- ii. **The percentage increase in the median remuneration of employees in the FY24: 7.56%**
- iii. **The number of permanent employees on the rolls of the Company (on standalone basis) as on March 31, 2024: 5,931**
- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year ending March 31, 2024 was 10% and the average increase in the remuneration of the managerial personnel (i.e Managing Directors) was 15.43%.

- v. **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.**

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-

**Suresh G Kare**

*Chairman*

DIN: 00179220

Place : Mumbai  
Date : May 16, 2024

## Annexure-C to the Directors' Report

### Annual Report on Corporate Social Responsibility (CSR) Activities

**1. A brief outline on CSR Policy of the Company:**

It is the Company's intent to make a positive difference to the underprivileged members of the society. Corporate Social Responsibility is the responsibility of the corporate entity towards the society in consideration of the support given and sacrifices made by the society, by sharing part of the Company's profits.

Indoco Remedies Limited, strongly believes that reaching out to the underserved communities is part of Indoco's commitment to the society. The Company believes in transcending business interests and grappling with the "quality of life" challenges that the underserved communities face and are working towards making a meaningful difference to them.

The Company's mission is to improve the quality of human life by enabling people to do more, feel better and live longer. The Company intends to provide resources in terms of financial aid, medicines, time and equipment to non-profit organizations to focus on programs that are "innovative, sustainable and bring real benefits to those most in need". The Company's philosophy is to target support to selected programs that are innovative, sustainable and that produce tangible results.

The Company intends to lend a helping hand to the underprivileged in the society through the support of women, children and the aged in the areas of health, education, public sanitation etc. Implementing this philosophy in spirit, the Company shall make a positive contribution to the communities in which it operates, and invest in health and education programs and partnerships that aim to bring sustainable improvements to these people.

**2. Composition of the CSR Committee:**

| Sl. No. | Name of Director         | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|--------------------------|--------------------------------------|--|--|
| 1.      | Ms. Aditi Panandikar     | Managing Director                    | 2  | 2  |
| 2.      | Dr.(Ms.) Vasudha V Kamat | Independent Director                 | 2  | 2  |
| 3.      | Mr. Sundeep V Bambolkar  | Jt. Managing Director                | 2  | 2  |

**3. Web-Link where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:**

The details and the web-links, where such details can be accessed are given hereunder:

| Details                      | Web-Links   |
|------------------------------|---|
| Composition of CSR Committee | <a href="https://www.indoco.com/aboutus-committee-directors.asp">https://www.indoco.com/aboutus-committee-directors.asp</a>   |
| CSR Policy                   | <a href="https://www.indoco.com/policies/Corporate_Social_Responsibility_Policy.pdf">https://www.indoco.com/policies/Corporate_Social_Responsibility_Policy.pdf</a> |
| CSR Projects                 | <a href="https://www.indoco.com/csr-projects.asp">https://www.indoco.com/csr-projects.asp</a>   |

**4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:** Not Applicable

5.
  - a. Average net profit of the Company as per sub-section (5) of section 135:- ₹ 18,639.06 Lakhs
  - b. Two percent of average net profit of the Company as per sub-section (5) of section 135:- ₹ 372.78 Lakhs
  - c. Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:- Nil
  - d. Amount required to be set-off for the financial year, if any:- ₹ 0.30 Lakhs
  - e. Total CSR obligation for the financial year [(b)+(c)-(d)]:- ₹ 372.48 Lakhs
6.
  - a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):- ₹ 304.98 Lakhs (Other than Ongoing Projects) and ₹ 49.00 Lakhs on Ongoing Project
  - b. Amount spent in Administrative Overheads:- ₹ 18.50 Lakhs
  - c. Amount spent on Impact Assessment, if applicable:- Not Applicable
  - d. Total amount spent for the financial year [(a)+(b)+(c)]:- ₹ 372.48 Lakhs\*
  - e. CSR amount spent or unspent for the financial year:-

| Total Amount Spent for the Financial Year (in ₹ Lakhs) | Amount Unspent (in ₹ Lakhs)   |                  |   |        |                  |
|--|---|------------------|---|--------|------------------|
|  | Total Amount transferred to Unspent CSR Account as per section 135(6) |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) |        |                  |
|  | Amount (in ₹ Lakhs)   | Date of transfer | Name of the Fund  | Amount | Date of transfer |
| 372.48*  | 24.00   | April 25, 2024   | N.A.  | Nil    | N.A.             |

\* This amount includes: (i) the amount committed and transferred for ongoing projects (₹ 24.00 Lakhs as set out in the table above); (ii) the amount spent on on-going project (₹ 25.00 Lakhs) (iii) amounts spent for other projects (₹ 304.98 Lakhs) and (iv) amount spent as administrative charges (₹ 18.50 Lakhs).

f. Excess amount for set-off, if any:

| Sl. No | Particulars   | Amount (in ₹ Lakhs) |
|--------|---|---------------------|
| (i)    | Two percent of average net profit of the Company as per section 135(5)                                      | 372.78              |
| (ii)   | Amount available for set-off from previous financial years (2020-2021)                                      | 0.52                |
| (iii)  | Amount required to be set-off for this financial year, if any.  | 0.30                |
| (iv)   | Total CSR obligation for the financial year [(i)-(iii)]   | 372.48              |
| (v)    | Total amount spent for the financial year   | 372.48              |
| (vi)   | Excess amount spent for the financial year [(iii)-(i)]  | Nil                 |
| (vii)  | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil                 |
| (viii) | Amount available for set-off in succeeding financial year [(ii)-(iii)]                                      | Nil                 |

7. Details of Unspent CSR amount for the preceding three financial years:

| Sl. No. | Preceding financial year | Amount transferred to Unspent CSR account under section 135 (6) (in ₹ Lakhs) | Balance Amount in Unspent CSR account under section 135(6) (in ₹ Lakhs) | Amount spent in the financial year (in ₹ Lakhs) | Amount transferred to a fund as specified under Schedule VII as per second proviso to section 135(5), if any |                  | Amount remaining to be spent in succeeding financial years (in ₹ Lakhs) | Deficiency, if any |
|---------|--------------------------|--|---|---|--|------------------|---|--------------------|
|         |                          |  |   |   | Amount (in ₹ Lakhs)  | Date of transfer |   |                    |
| 1.      | 2020-21                  | N.A.   | Nil   | 62.71   | N.A.   | N.A.             | N.A.  | N.A.               |
| 2.      | 2021-22                  | N.A.   | Nil   | 92.87   | N.A.   | N.A.             | N.A.  | N.A.               |
| 3.      | 2022-23                  | N.A.   | Nil   | 254.95  | N.A.   | N.A.             | N.A.  | N.A.               |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

If Yes, enter the number of Capital assets created/ acquired:- Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year: Not Applicable

| Sl. No.        | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ authority/ beneficiary of the registered owner |      |                    |
|----------------|---|-------------------------------------|------------------|----------------------------|---|------|--------------------|
|                |   |                                     |                  |                            | CSR Registration Number, if applicable                            | Name | Registered address |
| Not Applicable |   |                                     |                  |                            |   |      |                    |

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: - Not Applicable

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-  
**Suresh G Kare**  
Chairman  
DIN: 00179220

Sd/-  
**Aditi Panandikar**  
Managing Director  
& Chairperson of CSR Committee  
DIN: 00179113

Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Place : Mumbai  
Date : May 16, 2024



**Annexure-D**  
**to the Directors' Report**

**Secretarial Audit Report**  
**Form No. MR-3**  
**(For the Financial Year ended March 31, 2024)**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,**  
**The Members,**  
**Indoco Remedies Limited**

Indoco House, 166, CST Road,  
Vidyanagari Marg, Kalina, Santacruz (East),  
Mumbai – 400098, Maharashtra, India

I, Ajit Y. Sathe, Proprietor of A. Y. Sathe & Co., Practicing Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indoco Remedies Limited (CIN - L85190MH1947PLC005913)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The Secretarial Audit was conducted on the basis of documents / information / declaration given in e-mail as well as physical verification.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on March 31, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of undernoted Acts, regulations and guidelines as applicable to the Company:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable as the Company has not issued any further capital under the regulations during the financial year under review);**
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 **(Not Applicable as the Company has not issued and listed any debt securities during the financial year under review);**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable as the Company has not bought any of its securities during the financial year under review);**
  - (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **(Not applicable to the Company during the audit period)**
- (vi) I further report that with respect to the compliance of the below mentioned laws, I have relied on the representations made by the Company and its officers for system and mechanism framed by the Company for compliances under other the following Specific laws applicable as mentioned hereunder:
- (a) Drugs and Cosmetics Act, 1940
  - (b) Narcotic Drugs and Psychotropic Substances Act, 1985
  - (c) Petroleum Act, 1934
  - (d) The Indian Boilers Act, 1923

**I have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards with respect to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

**I further report that,**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings/Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.

- A system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings/ Committee Meetings were taken with requisite majority.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

- a) The Company has allotted 31,850 Equity Shares of face value of ₹ 2/- each to the Indoco Employees Welfare Trust ("ESOP Trust") under Indoco Remedies Limited Employee Stock Option Plan – 2022 ("Plan") on March 29, 2024.

**I further report that,**

**During the audit period, there were no instances of:**

- (i) Public/ Rights/ Preferential issue of shares/ debentures/ sweat equity, etc.;
- (ii) Redemption/ buy-back of securities;
- (iii) Foreign technical collaborations;
- (iv) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (v) Merger / amalgamation / reconstruction, etc.

**For A. Y. Sathe & Co.**  
*Company Secretaries*

Sd/-

**CS Ajit Sathe**

*(Proprietor)*

FCS No. 2899

COP No. 738

PR 1585/2021

UDIN:F002899F000374765

Place : Thane  
Date : May 16, 2024

This report is to be read along with the letter annexed as **Annexure-A** and forms an integral part of this report.

## Annexure-A

**To,  
The Members,  
Indoco Remedies Limited**

Indoco House, 166, CST Road,  
Vidyanagari Marg, Kalina, Santacruz (East),  
Mumbai – 400098, Maharashtra, India

My Secretarial Audit Report for the financial year ended March 31, 2024 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records, based on the audit.
2. I have followed the audit practices and processes as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have relied on the audited financial statements of the Company for the correctness and appropriateness of financial records and Books of Accounts.
4. I have obtained the Management representation, wherever required, about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit 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.

**For A. Y. Sathe & Co.**  
*Company Secretaries*

Sd/-

**CS Ajit Sathe**  
*(Proprietor)*

FCS No. 2899

COP No. 738

PR 1585/2021

UDIN:F002899F000374765

Place : Thane  
Date : May 16, 2024

## Annexure-E to the Directors' Report

### Form AOC-2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has not entered into any transaction which is not on arm's length basis.

**2. Details of contracts or arrangement or transactions at arm's length basis:**

| Sl. No. | Name (s) of the Related Party | Nature of Relationship   | Nature of Contracts/ Arrangements/ Transaction | Duration of the Contracts/ Arrangements/ Transaction | Salient terms of the Contracts or Arrangements or Transaction including the value, if any   | Date of approval by the Board | Amount paid as advances, if any |
|---------|-------------------------------|--|--|--|---|-------------------------------|---------------------------------|
| 1       | Suresh G Kare (HUF)           | Mr. Suresh G Kare, Chairman of the Company is Karta of Suresh G Kare (HUF)                     | Payment of Godown Rent                         | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 3,00,000/-  | March 29, 2023                | NIL                             |
| 2       | A. K. Services                | Ms. Aditi Panandikar, Managing Director of the Company is Partner of the Firm "A. K. Services" | Payment of Commission & Brokerage              | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 96,35,405/- | March 29, 2023                | NIL                             |
|         |                               |  | Payment of Export Godown Operating Expenses    | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 21,60,000/- | March 29, 2023                | NIL                             |
|         |                               |  | Payment of Interest on Security Deposit        | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 75,000/-    | March 29, 2023                | NIL                             |

| Sl. No. | Name (s) of the Related Party                            | Nature of Relationship  | Nature of Contracts/ Arrangements/ Transaction  | Duration of the Contracts/ Arrangements/ Transaction | Salient terms of the Contracts or Arrangements or Transaction including the value, if any  | Date of approval by the Board       | Amount paid as advances, if any |
|---------|--|-------------------------|---|--|--|-------------------------------------|---------------------------------|
| 3       | Xtend Industrial Designers and Engineers Private Limited | Wholly Owned Subsidiary | Availing of Consultancy Services  | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 1,26,82,474/-                | March 29, 2023                      | NIL                             |
| 4       | Warren Remedies Private Limited ("WRPL")                 | Wholly Owned Subsidiary | Providing of Inter Corporate Loan   | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of loan given for the FY24 was ₹ 43,00,00,000/-                 | March 29, 2023                      | NIL                             |
|         |  |                         | Providing of Security/ Guarantee in favour of Banks/ Financial Institutions in connection with any loan taken by WRPL | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of Security/Guarantee given for the FY24 was ₹ 2,14,50,00,000/- | March 29, 2023 and January 23, 2024 | NIL                             |
|         |  |                         | Sale of Products  | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 17,46,410/-                  | October 19, 2023                    | NIL                             |
|         |  |                         | Brand License   | One-time   | The related party transactions entered during the year were on an arm's length basis. The amount of transaction for the FY24 was ₹ 19,73,00,000/-                          | January 23, 2024                    | NIL                             |
|         |  |                         | Purchase of Products  | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 2,11,22,725/-                | January 23, 2024                    | NIL                             |

| Sl. No. | Name (s) of the Related Party                | Nature of Relationship  | Nature of Contracts/ Arrangements/ Transaction   | Duration of the Contracts/ Arrangements/ Transaction | Salient terms of the Contracts or Arrangements or Transaction including the value, if any   | Date of approval by the Board      | Amount paid as advances, if any |
|---------|--|---|--|--|---|------------------------------------|---------------------------------|
| 5       | Florida Pharmaceutical Products, LLC ("FPP") | Step Down Subsidiary  | Sale of products   | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of transactions for the FY24 was ₹ 17,00,89,400/-  | July 25, 2023 and January 23, 2024 | NIL                             |
|         |  |   | Providing of Security/ Guarantee in favour of any Banks/ Financial Institutions in connection with any loan taken by FPP | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of Security/Guarantee for the FY24 was ₹ 17,00,00,000/-  | July 25, 2023 and October 19, 2023 | NIL                             |
| 6       | FPP Holding Company, LLC ("FPP Holding")     | Subsidiary  | Providing of Intercompany loan to FPP Holding  | Yearly   | The related party transactions entered during the year were on an arm's length basis. The aggregate amount of loan given for the FY24 was ₹ 41,58,40,000/-  | July 25, 2023 and October 19, 2023 | NIL                             |
| 7       | Madhura Kare                                 | Ms. Madhura Kare is daughter of Mr. Suresh G Kare, Chairman of the Company and sister of Ms. Aditi Panandikar, Managing Director of the Company | Holding of office or place of profit   | On-going   | The related party transactions entered during the year were in ordinary course of business and on an arm's length basis. The aggregate amount of remuneration paid for Holding of office or place of profit in the Company for the FY24 was ₹ 50,44,139/- | June 07, 2022                      | NIL                             |

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-  
**Suresh G Kare**  
Chairman  
DIN: 00179220

Place : Mumbai  
Date : May 16, 2024

## **Annexure-F to the Directors' Report**

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo (Particulars pursuant to Rule 8(3) of the Companies (Account) Rules, 2014)**

#### **A. Conservation of Energy**

##### **a. Steps taken or impact on conservation of energy during 2023-2024:**

- i. Reject water of purified water generation, storage and distribution system connected to cooling tower which reduce water treatment cost.
- ii. Usage of motion Sensor for lighting, during non-operation time light goes off and reduces power consumption.
- iii. Condensate water from the plant (condensate of Boiler steam) collected and recycled with hot water for HVAC system which reduce steam production cost.
- iv. Replacement of conventional mercury lamp replacement with LED Lamps which reduce power consumption.
- v. Implemented the controls on AHU operations, integrated the blower and AHU DX unit cutoff operation, reduces power consumption.
- vi. Cooling tower fan integrated with Chilling plant condenser water circulation pump for optimization of the equipment operation, this reduces power consumption.

##### **b. Steps taken by the Company for utilizing alternate sources of energy:**

- i. Water tube diesel fired boilers replaced to semi IBR briquette fired boilers which has significant positive impact on steam cost.
- ii. Use of patented ECOMax-CT® (Green Technology) chemical free water treatment system installed for the cooling towers; chemical dosing eliminated for cooling tower at one of the locations.

##### **c. The capital investment on energy conservation equipment: ₹ 1.01 Crores**

Potential saving per year ₹ 1.20 Crores.

#### **B. Technology Absorption**

##### **a. Efforts made towards Technology absorption:**

Ophthalmic products are the most critical products as far as the technology innovations are concerned. This is because, ophthalmic products development involves criticalities in manufacturing, process design as well as composition aspects.

Critical aspect amongst the same is particle size of active ingredients and the delivery of the active per drop.

Particle size of active ingredients is important for uniformity in dose distribution as well as therapeutic efficacy whereas drop accuracy is important for uniformity in dose delivery per drop.

These aspects are required to be considered during formulation development stage itself. Thus, R&D has critically considered these aspects during formulation development for different ophthalmic products by investing in specialized equipments/machines that are available globally.



Particle size reduction with uniformity in the fine particle size for the ophthalmic suspension product is critical. This is achieved through a specialized WAB Mill that is procured at R&D as well as at manufacturing location.

Also it is critical during formulation development that the variation /subjectivity of squeeze force to the eye drop bottle is understood that will mimic the actual instillation of eye drops. Thus a squeeze force simulator is procured in R&D so that viscosity of finished product as well as the delivery of product per drop is uniform to maximum extent.

**b. The benefits derived like product improvement, cost reduction, product development or import substitution;**

WAB Mill and squeeze force measurement has resulted in improved quality ophthalmic products.

**c. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:**

- |      |  |      |
|------|--|------|
| i.   | The details of technology imported   | None |
| ii.  | The year of import   | N.A. |
| iii. | Whether the technology been fully absorbed   | N.A. |
| iv.  | If not fully absorbed, areas where absorption has not taken place, and the reasons thereof | N.A. |

**d. Expenditure on Research and Development:**

| <i>Sl. No.</i> | <i>Particulars</i>   | <i>2023-2024<br/>(in ₹ Crores)</i> | <i>2022-2023<br/>(in ₹ Crores)</i> |
|----------------|--|------------------------------------|------------------------------------|
| i.             | Capital  | <b>8.90</b>                        | 21.40                              |
| ii.            | Recurring  | <b>97.16</b>                       | 80.97                              |
| iii.           | Total  | <b>106.60</b>                      | 102.37                             |
| iv.            | Total R&D expenditure as a % of total Gross Sales (Net of Returns) | <b>6.00%</b>                       | 6.20%                              |

**C. Foreign Exchange Earnings and Outgo**

Total foreign exchange earnings and outgo are as follows:

| <i>Sl. No.</i> | <i>Particulars</i>            | <i>2023-2024<br/>(in ₹ Crores)</i> | <i>2022-2023<br/>(in ₹ Crores)</i> |
|----------------|-------------------------------|------------------------------------|------------------------------------|
| i.             | Total foreign exchange earned | <b>837.64</b>                      | 791.88                             |
| ii.            | Total foreign exchange outgo  | <b>155.36</b>                      | 191.73                             |

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-

**Suresh G Kare**

*Chairman*

DIN: 00179220

Place : Mumbai  
Date : May 16, 2024

## Report on Corporate Governance for the year ended March 31, 2024

### INDOCO'S PHILOSOPHY ON CODE OF GOVERNANCE

Indoco fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, Indoco focuses its energies in safeguarding the interests of its stakeholders by utilizing its resources for maximum benefits.

The Company constantly reviews its Corporate Governance policy to not only comply with the business, legal and social framework in which it operates but also to implement the best international practices in that regard.

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the report contains the details of Corporate Governance systems and processes at Indoco Remedies Limited. There are no non-compliances of any requirements of Corporate Governance Report, as per sub-paras (2) to (10) of Schedule V Part C of the SEBI Listing Regulations.

### BOARD OF DIRECTORS

#### Composition and Size:

The Company's policy is to have a proper blend of Executive and Non-Executive Directors to maintain independence of the Board and at the same time separate Board's functions of governance from management. As at March 31, 2024 in compliance with Regulation 17 of the SEBI Listing Regulations, the Company's Board of Directors headed by its Chairman - Mr. Suresh G Kare, comprises of seven Other Directors, out of which four Directors are Independent Non-Executive Directors. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. The Board confirms that the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and that they are Independent of the management.

The day-to-day management of the Company is conducted by the Managing Director and Joint Managing Director subject to the supervision, direction and control of the Board of Directors.

The Directors are not related to each other in terms of the definition of "relative" under the Companies Act, 2013 ("**Act**"), except Ms. Aditi Panandikar, Managing Director who is the daughter of Mr. Suresh G Kare, Chairman.

**The Composition of the Board of Directors, the number of other Directorships and Committee positions held by each Director as on March 31, 2024 is as under:**

| Name of Director          | Category of Directorship          | Number of other Directorship       |                     | Number of Chairmanship/ Membership in Committees of other Companies ** |        |
|---------------------------|-----------------------------------|------------------------------------|---------------------|--|--------|
|                           |                                   | Of Indian Public Limited Companies | Of Other Companies* | Chairman   | Member |
| Mr. Suresh G Kare         | Promoter & Non-Executive Chairman | 1                                  | 2                   | Nil  | Nil    |
| Ms. Aditi Panandikar      | Promoter & Managing Director      | Nil                                | 3                   | Nil  | Nil    |
| Mr. Sundeep V Bambolkar   | Joint Managing Director           | Nil                                | 3                   | Nil  | Nil    |
| Mr. Divakar M Gavaskar    | Independent Non-Executive         | Nil                                | Nil                 | Nil  | Nil    |
| Mr. Rajiv P Kakodkar      | Independent Non-Executive         | 2                                  | 1                   | Nil  | 1      |
| Dr. (Ms.) Vasudha V Kamat | Independent Non-Executive         | Nil                                | Nil                 | Nil  | Nil    |
| Mr. Abhijit Y Gore        | Independent Non-Executive         | Nil                                | 3                   | Nil  | Nil    |
| Dr. Anand M Nadkarni      | Non-Executive                     | Nil                                | 1                   | Nil  | Nil    |

\*Include Directorships in Private Limited / Section 8 Companies.

\*\*Represents Membership/Chairmanship of Audit Committee / Stakeholders Relationship Committee/Nomination and Remuneration Committee/ CSR Committee in other Companies.

**Names of the listed entities where the person is a director and the category of directorship:**

| Name of Director     | Name of Listed entity                                      | Category of Directorship |
|----------------------|--|--------------------------|
| Mr. Rajiv P Kakodkar | Vasundhara Rasayans Limited<br>(CIN:L24110TG1987PLC007242) | Independent Director     |
|                      | Granules India Limited<br>(CIN: L24110TG1991PLC012471)     | Independent Director     |

**Note:**

- None of the Directors of the Company were members of more than 10 committees or acted as Chairperson of more than 5 committees across all Public Limited Companies in which they were Directors in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- None of the Independent Directors of the Board served as an Independent Director in more than 7 listed entities.
- None of the Directors held directorship in more than 7 listed entities.
- None of the Whole Time Director / Managing Director served as an Independent Director in more than 3 listed entities.

Brief profiles of all the Directors are available on the website of the Company at <https://www.indoco.com/about-us-directors.asp>.

**Board Meetings:**

During the financial year 2023-2024, Six (6) meetings of the Board of Directors of the Company were held on May 23, 2023, June 05, 2023, July 25, 2023, October 19, 2023, January 23, 2024 and March 29, 2024. The intervening gap between the meetings were within the period prescribed under the Act and SEBI Listing Regulations. All material information was circulated to the Directors before the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of SEBI Listing Regulations.

The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company as well as steps taken by the Company to rectify instances of non-compliance on a quarterly basis.

The following Independent Non-Executive Directors held equity shares of the Company as on March 31, 2024.

|                      |        |
|----------------------|--------|
| Mr. Rajiv P Kakodkar | 12,000 |
| Mr. Abhijit Y Gore   | 5,000  |

**Attendance of each Director at the Board Meetings held in financial year 2023-2024 and at the last Annual General Meeting of the Company:**

| <i>Name of the Director</i> | <i>No. of Board Meetings held during the year</i> | <i>No. of Board Meetings attended</i> | <i>Attendance at the last AGM held on 26/09/2023</i> |
|-----------------------------|---|---------------------------------------|--|
| Mr. Suresh G Kare           | 6   | 6                                     | Present  |
| Ms. Aditi Panandikar        | 6   | 6                                     | Present  |
| Mr. Sundeep V Bambolkar     | 6   | 6                                     | Present  |
| Mr. Divakar M Gavaskar      | 6   | 6                                     | Present  |
| Mr. Rajiv P Kakodkar        | 6   | 6                                     | Present  |
| Dr. Anand M Nadkarni        | 6   | 6                                     | Present  |
| Dr. (Ms.) Vasudha V Kamat   | 6   | 6                                     | Present  |
| Mr. Abhijit Y Gore          | 6   | 6                                     | Present  |

**Skills/Expertise/ Competence of the Board of Directors of the Company**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values), major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- iii) Business Strategy, Sales and Marketing, Corporate Governance, Administration, Decision Making.
- iv) Financial and Management skills.
- v) Technical / Professional skills and specialized knowledge in relation to Company's business.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

## COMMITTEES OF THE BOARD

Currently, the Board has the following Committees

- Audit Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Nomination and Remuneration Committee
- Risk Management Committee
- Committee of Executive Directors

The Board decides the terms of reference of these Committees.

### a) **Audit Committee:**

The Audit Committee comprises of following Five (5) members:

1. Mr. Divakar M Gavaskar - Chairman (Independent Director)
2. Mr. Rajiv P Kakodkar - Member (Independent Director)
3. Dr. (Ms.) Vasudha V Kamat - Member (Independent Director)
4. Mr. Abhijit Y Gore - Member (Independent Director)
5. Mr. Sundeep V Bambolkar - Member (Jt. Managing Director)

### **Terms of reference:**

The terms of reference of the Audit Committee are wide covering the matters specified under Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and the provisions contained in Section 177 of the Act and they can be broadly stated as follows:

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b. Recommending to the Board, the appointment, re-appointment of the statutory auditors, fixation of audit fees and fees for other services.
- c. Reviewing with the management the quarterly financial statements before submission to the Board for approval.
- d. Reviewing the adequacy of internal control systems and internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- e. Discussing with internal auditors any significant findings and follow-up thereon.
- f. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal financial control systems of a material nature and reporting the matter to the Board.
- g. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- h. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- i. Scrutiny of corporate loans and investments.
- j. Approval or subsequent modification of transactions with related parties.

- k. Valuation of the undertaking or asset of the company wherever it is necessary.
- l. Monitoring the end use of funds raised through public offers and related matters.
- m. Review of functioning of whistle blower policy.
- n. In addition to the above, all items listed in Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations.

**Recommendations by the Audit Committee:**

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

**Meetings and Attendance:**

During the financial year 2023-2024, Five (5) Audit Committee Meetings were held on May 23, 2023, July 25, 2023, October 19, 2023, January 23, 2024 and March 29, 2024. The attendance of the Members of the Committee at the said Meetings were as follows:

| <i>Name of the Director</i> | <i>No. of Audit Committee Meetings held during the year</i> | <i>No. of Audit Committee Meetings attended</i> |
|-----------------------------|---|---|
| Mr. Divakar M Gavaskar      | 5   | 5   |
| Mr. Rajiv P Kakodkar        | 5   | 5   |
| Dr. (Ms.) Vasudha V Kamat   | 5   | 5   |
| Mr. Abhijit Y Gore          | 5   | 5   |
| Mr. Sundeep V Bambolkar     | 5   | 5   |

The intervening gap between the meetings was within the period prescribed under the Act and SEBI Listing Regulations.

Mr. Ramanathan Hariharan, Company Secretary, acts as the Secretary of the Committee.

The Statutory Auditor of the Company was present at Four (4) audit committee meetings held during the year under review.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 26, 2023.

**b) Stakeholders’ Relationship Committee:**

The Stakeholders’ Relationship Committee comprises of following Three (3) members:

- 1. Mr. Rajiv P Kakodkar, Chairman (Independent Non-Executive Director)
- 2. Ms. Aditi Panandikar, Member (Managing Director)
- 3. Mr. Sundeep V Bambolkar, Member – (Jt. Managing Director)

**Terms of reference:**

The terms of reference of the Stakeholder Relationship Committee cover the matters specified under Regulation 20 read with Para B of Part D of Schedule II of the SEBI Listing Regulations and they can be broadly stated as follows:

- a. Looking into the redressal of shareholder’s/investors’ complaints related to non-receipt of annual report, non-receipt of declared dividends, issue of share certificates, transfer of shares, etc.

- b. Oversee the performance of the Registrars and Share Transfer Agents of the Company and recommend measures for overall improvement of the quality of service.
- c. Review of measures taken for effective exercise of voting rights by shareholders.
- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- e. In addition to the above, all items listed in Regulation 20 read with Para B of Part D of Schedule II of the SEBI Listing Regulations.

#### **Meetings and Attendance:**

During the financial year 2023-2024, Four (4) Stakeholders Relationship Committee Meetings were held on May 23, 2023, July 25, 2023, October 19, 2023 and January 23, 2024. The attendance of the Members of the Committee at the said Meetings were as follows:

| <b>Name of the Director</b> | <b>No. of Stakeholders Relationship Committee Meetings held during the year</b> | <b>No. of Stakeholders Relationship Committee Meetings attended</b> |
|-----------------------------|---|---|
| Mr. Rajiv P Kakodkar        | 4   | 4   |
| Ms. Aditi Panandikar        | 4   | 4   |
| Mr. Sundeep V Bambolkar     | 4   | 4   |

Mr. Ramanathan Hariharan, Company Secretary, acts as the Secretary of the Committee.

Mr. Rajiv P Kakodkar, Non-Executive Independent Director heads the Committee and Mr. Ramanathan Hariharan, the Company Secretary, is the Compliance Officer under the SEBI Listing Regulations.

The Chairman of the Stakeholder Relationship Committee was present at the last Annual General Meeting held on September 26, 2023.

#### **Details of Shareholders Complaints:**

| <b>Particulars</b>  | <b>No. of complaints</b> |
|---|--------------------------|
| Investor complaints pending as at April 01, 2023                  | -                        |
| Investor complaints received during the year ended March 31, 2024 | -                        |
| Investor complaints resolved during the year ended March 31, 2024 | -                        |
| Investor complaints pending as on March 31, 2024                  | -                        |

#### **c) Corporate Social Responsibility Committee (CSR):**

The Corporate Social Responsibility Committee comprises of following Three (3) members:

1. Ms. Aditi Panandikar, Chairperson (Managing Director)
2. Mr. Sundeep V Bambolkar, Member (Jt. Managing Director)
3. Dr. (Ms.) Vasudha V Kamat, Member (Independent Director)

#### **Terms of reference:**

The CSR Committee will provide guidelines and assistance in order to implement the CSR activities to be undertaken by the Company as specified in Schedule VII of the Act. The guidelines are framed so as to cover the compliances under the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.

The CSR Policy is updated on the Company website and can be accessed at: [https://www.indoco.com/policies/Corporate\\_Social\\_Responsibility\\_Policy.pdf](https://www.indoco.com/policies/Corporate_Social_Responsibility_Policy.pdf).

**Meetings and Attendance:**

During the financial year 2023-2024, Two (2) CSR Committee Meetings were held on May 23, 2023 and January 23, 2024. The attendance of the Members of the Committee at the said Meetings were as follows:

| <i>Name of the Director</i> | <i>No. of CSR Committee Meetings held during the year</i> | <i>No. of CSR Committee Meetings attended</i> |
|-----------------------------|---|---|
| Ms. Aditi Panandikar        | 2   | 2   |
| Mr. Sundeep V Bambolkar     | 2   | 2   |
| Dr. (Ms.) Vasudha V Kamat   | 2   | 2   |

Mr. Ramanathan Hariharan, Company Secretary, acts as the Secretary of the Committee.

**d) Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee comprises of following Three (3) members:

1. Mr. Divakar M Gavaskar, Chairman (Independent Non-Executive Director)
2. Mr. Rajiv P Kakodkar, Member (Independent Non-Executive Director)
3. Dr. Anand M Nadkarni, Member (Non-Executive Director)

**Terms of reference:**

The terms of reference of the Nomination and Remuneration Committee are wide covering the matters specified under Regulation 19 read with Para A of Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Act. They can be broadly stated as follows:

- a. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- b. To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks and involves a balance between fixed and incentive pay.
- c. To identify persons who may be appointed in senior management in accordance with the criteria laid down.
- d. To carry out evaluation of every director’s performance and recommend to the board his/her appointment and removal based on the performance.
- e. To recommend and review remuneration package of Executive Directors.
- f. To approve and evaluate the performance of executive directors & senior management.
- g. To approve formulating the compensation plans, policies and programs of the Company.
- h. To devise a policy on diversity of Board of Directors.
- i. To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- j. To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- k. In addition to the above, all items listed in Regulation 19 read with Para A of Part D of Schedule II of the SEBI Listing Regulations.



### **Performance Evaluation Criteria for Independent Directors:**

The Nomination and Remuneration Committee has adopted the criteria as provided in the Guidance Note on Board Evaluation by Securities and Exchange Board of India vide its notification no. SEBI/HO/CFD/CMD/CIR/P2017/004 dated January 05, 2017 for evaluation of the Individual Directors including Independent Directors. The said criteria provides certain parameters like knowledge, competency, fulfillment of functions, availability and attendance, initiative, integrity, contribution, independence and independent views and judgment.

### **Meetings and Attendance:**

During the financial year 2023-2024, Three (3) Nomination and Remuneration Committee (NRC) Meetings were held on May 23, 2023, January 23, 2024 and March 29, 2024.

| Name of the Director   | No. of NRC Meetings held during the year | No. of NRC Meetings attended |
|------------------------|--|------------------------------|
| Mr. Divakar M Gavaskar | 3  | 3                            |
| Mr. Rajiv P Kakodkar   | 3  | 3                            |
| Dr. Anand M Nadkarni   | 3  | 3                            |

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting held on September 26, 2023.

### **e) Risk Management Committee:**

The Risk Management Committee comprises of following Five (5) members:

1. Mr. Divakar M Gavaskar, Chairman (Independent Non-Executive Director)
2. Mr. Rajiv P Kakodkar, Member (Independent Non-Executive Director)
3. Ms. Aditi Panandikar, Member (Managing Director)
4. Mr. Sundeep V Bambolkar, Member (Jt. Managing Director)
5. Dr. Anand M Nadkarni, Member (Non-Executive Director)

The Risk Management Committee is constituted in accordance with the provisions of Regulation 21 read with Para C of Part D of Schedule II of the SEBI Listing Regulations.

### **Terms of reference:**

- a. Identifying, Assessing and Monitoring the various risks associated with the Company and its business segments.
- b. Putting in place policies, systems and procedures for the management of risks identified and plan to mitigate them in the event any risks materializes.
- c. Periodic review of the risk management and mitigation plan.
- d. Periodically updating the Board on implementation of risk management plan/policy and matters related thereto.
- e. Reviewing the risks related to cyber security.
- f. In addition to the above, all items listed in Regulation 21 read with Para C of Part D of Schedule II of SEBI Listing Regulations.

**Meetings and Attendance:**

During the financial year 2023-2024, Three (3) Risk Management Committee (RMC) Meetings were held on May 23, 2023, October 19, 2023 and January 23, 2024

| <i>Name of the Director</i> | <i>No. of RMC Meetings held during the year</i> | <i>No. of RMC Meetings attended</i> |
|-----------------------------|---|-------------------------------------|
| Mr. Divakar M Gavaskar      | 3   | 3                                   |
| Mr. Rajiv P Kakodkar        | 3   | 3                                   |
| Ms. Aditi Panandikar        | 3   | 3                                   |
| Mr. Sundeep V Bambolkar     | 3   | 3                                   |
| Dr. Anand M Nadkarni        | 3   | 3                                   |

Mr. Ramanathan Hariharan, Company Secretary, acts as the Secretary of the Committee.

**f) Committee of Executive Directors:**

The Committee of Executive Directors comprises of following Two (2) members:

1. Ms. Aditi Panandikar, Member (Managing Director)
2. Mr. Sundeep V Bambolkar, Member (Jt. Managing Director)

**Terms of reference:** The Committee looks into the day-to-day operations of the Company.

**Meetings and Attendance:**

During the financial year 2023-2024, Seven (7) Committee of Executive Directors Meetings were held on June 20, 2023, July 26, 2023, September 21, 2023, December 21, 2023, January 30, 2024, March 12, 2024 and March 27, 2024.

All the Committee members were present at all the aforesaid Meetings.

Mr. Ramanathan Hariharan, Company Secretary, acts as the Secretary of the Committee.

**g) Meeting of Independent Directors:**

During the financial year 2023-2024, separate meeting of the Independent Directors (ID) was held on March 29, 2024 without the attendance of Non-Independent Directors and members of the management.

| <i>Name of the Director</i> | <i>No. of ID Meetings held during the year</i> | <i>No. of ID Meetings attended</i> |
|-----------------------------|--|------------------------------------|
| Mr. Divakar M Gavaskar      | 1  | 1                                  |
| Mr. Rajiv P Kakodkar        | 1  | 1                                  |
| Dr. (Ms.) Vasudha V Kamat   | 1  | 1                                  |
| Mr. Abhijit Y Gore          | 1  | 1                                  |

The Independent Directors met interalia to discuss:

- a. Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole
- b. Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors
- c. Evaluation of the quality, content and timelines of flow of information between the Management and Board that is necessary for the Board to effectively and reasonably perform its duties.

The observations made by the Independent Directors have been adopted and put into force.

#### **Familiarization Programme for Independent Directors:**

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarized with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc. As part of the Agenda of the Board Meeting, presentations are regularly made to the Independent Directors on various matters covering the Company, industry, regulatory updates, strategy, finance etc.

The detail of such familiarization programme conducted during the financial year 2023-2024 can be accessed on the Company's website at [https://www.indoco.com/policies/Familiarization\\_programme\\_for\\_independent\\_directors.pdf](https://www.indoco.com/policies/Familiarization_programme_for_independent_directors.pdf)

#### **Recommendations of Committees of Board of Directors:**

During the year ended, March 31, 2024, all recommendations made by the Committees of the Board of Directors (viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Committee of Executive Directors, Risk Management Committee, Meeting of Independent Director) were accepted by the Board of the Company.

#### **REMUNERATION TO DIRECTORS**

The remuneration of the Chairman, Managing Director and Jt. Managing Director is approved by the Board, as per recommendation of the Nomination and Remuneration Committee within the overall limit fixed by the shareholders at their meetings.

The Non-Executive Directors of the Company are entitled to sitting fees for attending each meeting of the Board and/or of Committee thereof.

- i. **The details of Remuneration paid to the Directors of the Company for the year ended March 31, 2024 are given below:**

##### **1) Executive Directors:**

(in ₹ Lakhs)

| <i>Name of Director</i> | <i>Salary</i> | <i>Perquisites</i> | <i>Others- PF &amp; superannuation</i> | <i>Commission/ Performance Linked Incentives</i> | <i>Stock Options</i> | <i>Total</i>  |
|-------------------------|---------------|--------------------|--|--|----------------------|---------------|
| Mr. Suresh G Kare*      | 90.00         | 0.10               | 7.20                                   | Nil  | Nil                  | <b>97.30</b>  |
| Ms. Aditi Panandikar    | 524.58        | 5.40               | 94.22                                  | 230.00   | Nil                  | <b>854.20</b> |
| Mr. Sundeep V Bambolkar | 466.25        | 5.40               | 83.75                                  | 200.00   | Nil                  | <b>755.40</b> |

\*Mr. Suresh G Kare, has ceased to be an Executive Director of the Company w.e.f. June 30, 2023. Hence the Salary of Mr. Suresh G Kare included above is only for the period of April 01, 2023 to June 30, 2023.

## 2) Non-Executive Directors:

| <i>Name of Director</i> | <i>Sitting fees (in ₹ Lakhs)</i> |
|-------------------------|----------------------------------|
| Mr. Suresh G Kare*      | 1,60,000                         |
| Mr. Rajiv P Kakodkar    | 6,60,000                         |
| Mr. Divakar M Gavaskar  | 5,80,000                         |
| Dr.(Ms) Vasudha V Kamat | 5,00,000                         |
| Mr. Abhijit Y Gore      | 4,60,000                         |
| Dr. Anand M Nadkarni    | 3,60,000                         |

\* Shareholders of the Company passed special resolution pursuant to Regulation 17(1A) and 17(1C) of SEBI Listing Regulations on June 25, 2023 for re-appointment of Mr. Suresh G Kare as the Chairman of the Company in the capacity of Non- Executive Non-Independent Director w.e.f. July 01, 2023. Consequent to this change in designation from Executive Chairman to Non- Executive Chairman, remuneration to Mr. Suresh G Kare for the period of July 01, 2023 to March 31, 2024 consists only of sitting fees and is based on the number of meetings attended by him during the year.

### ii) Details of fixed component and performance linked incentives, along with the performance criteria:

The remuneration to Ms. Aditi Panandikar, Managing Director and Mr. Sundeep V Bambolkar, Jt. Managing Director consists of both Fixed and Performance Linked Incentives. Performance Incentive/Commission to these Directors will be paid annually at the discretion of the Board based on certain performance criteria and such other parameters as may be considered appropriate from time to time. The Board on the recommendation of the NRC will take appropriate decision on the payment of Performance Incentive or commission after taking into consideration the performance of the Company on certain defined qualitative and quantitative parameters (as decided by the Board from time to time), industry benchmarks of remuneration and performance of the Director.

### iii) Service Contracts, Notice Period:

The Company has entered into a service agreement with Ms. Aditi Panandikar, Managing Director and Mr. Sundeep V Bambolkar, Jt. Managing Director. The appointment may be terminated by either party by giving to the other party, six months' notice of such termination or the Company paying six months' remuneration, which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any Commission (paid at the discretion of the Board), in lieu of such notice.

### iv) There is no provision for payment of severance fees.

### v) The Company has not granted any stock option to any of its Directors.

### vi) Criteria of making payment to Non- Executive Directors:

Criteria of making payments of sitting fees or commission to non-executive directors can be accessed on the Company's website at [https://www.indoco.com/policies/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://www.indoco.com/policies/Nomination_and_Remuneration_Policy.pdf)

### vii) There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.

## SENIOR MANAGEMENT

The details of the Senior Management Personnel of the Company as on March 31, 2024 are given below:-

| <i>Sr. No.</i> | <i>Names of Senior Management Personnel</i> | <i>Designation of Senior Management Personnel</i>    |
|----------------|---|--|
| 1              | Mr. Pramod Ghorpade                         | Chief Financial Officer                              |
| 2              | Mr. Ramanathan Hariharan                    | Company Secretary & Head-Legal                       |
| 3              | Mr. Ajay Karajagi                           | President - Sales & Marketing                        |
| 4              | Ms. (Dr.) Kavita Inamdar                    | Chief Technical Officer                              |
| 5              | Mr. Rajesh Usgaonker                        | Chief Marketing Officer                              |
| 6              | Mr. Hemant Joshi                            | Sr. Vice President - Sales (API)                     |
| 7              | Mr. Rajan B Saawant                         | VP - Corporate HR                                    |
| 8              | Mr. Dileep Mahajan                          | VP- Operations (API)                                 |
| 9              | Mr. Abhilash Soral                          | Exe. VP - International Business (Regulated Markets) |
| 10             | Mr. Prashant Pathak                         | Head - OSD   |

Mr. Sachin Ghosalkar resigned from the post of Sr. Vice President (Purchase) of the Company w.e.f. close of business hours of August 31, 2023.

## DISCLOSURES

### **Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has formulated a Whistle Blower Policy and established Vigil Mechanism with a view to provide a mechanism for directors, employees, other stakeholders of the Company as well as Anonymous Whistle Blowers (in exceptional cases) to approach the Ombudsperson / Chairman of the Audit Committee of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. During the year under review no personnel have either approached the Audit Committee or been denied access to the Audit Committee.

The detail of Whistle Blower & Vigil Mechanism Policy can be accessed on the Company's website at [https://www.indoco.com/policies/Whistle\\_Blower\\_and\\_Vigil\\_Mechanism.pdf](https://www.indoco.com/policies/Whistle_Blower_and_Vigil_Mechanism.pdf)

### **Subsidiary Companies:**

Following Companies are subsidiaries of the Company

| <i>Name</i>  | <i>Percentage of Holding</i> |
|--|------------------------------|
| Xtend Industrial Designers and Engineers Private Limited | 100%                         |
| Warren Remedies Private Limited                          | 100%                         |
| Indoco Remedies Czech S.R.O.                             | 100%                         |
| Indoco Remedies UK Limited                               | 100%                         |
| FPP Holding Company, LLC                                 | 85%                          |

The policy for determining material subsidiaries of the Company is available on the website of the Company and can be accessed at [https://www.indoco.com/policies/Policy\\_for\\_Determining\\_Material\\_Subsiidiaries.pdf](https://www.indoco.com/policies/Policy_for_Determining_Material_Subsiidiaries.pdf)

**Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

The Company does not have any material subsidiary.

**Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder, including constitution of the Internal Complaints Committee (ICC). The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees, etc.) are covered under this Policy. The Policy is gender neutral. During the year under review, no complaint of sexual harassment was filed with the Internal Complaints Committee. The policy for Prevention of Sexual Harassment of Women at Workplace can be accessed at <https://www.indoco.com/policies/Policy-on-Prevention-of-Sexual-Harassment-at-the-Workplace.pdf>

**Total fees for all services paid by the Company on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:**

| <i>Payment to Statutory Auditors FY 2023-2024</i> | <i>In ₹ Lakhs</i> |
|---|-------------------|
| Audit Fees  | 18.60             |
| GST Audit Fees                                    | 4.25              |
| Other Services                                    | 2.44              |
| Reimbursement of expenses                         | 1.68              |
| <b>Total</b>                                      | <b>26.97</b>      |

**Related Party Transactions:**

All transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI Listing Regulations during the financial year were on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. The particulars of transactions with related parties in the prescribed form AOC-2, is enclosed with the Directors Report as "Annexure E". The disclosure of related party transactions of the Company in the format prescribed in the Indian Accounting Standard is mentioned in Note No. 54 of the Standalone Audited Financial Statement of the Company forming part of this Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website at [https://www.indoco.com/policies/Policy\\_on\\_Materiality\\_of\\_Related\\_Party\\_Transactions.pdf](https://www.indoco.com/policies/Policy_on_Materiality_of_Related_Party_Transactions.pdf)

**Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:**

There were no instances of non-compliance by the Company on any matters related to the capital markets or penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years, other than the penalty levied by National Stock Exchange of India Limited and BSE Limited during the financial year 2021-2022 in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, for non-

compliance of Regulation 43A of SEBI Listing Regulations i.e. Non-disclosure of Dividend Distribution Policy in the Annual Report of financial year 2020-2021.

**Disclosure of Accounting Treatment:**

The Company follows Indian Accounting Standards (IND AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements and there are no Statutory Audit qualifications in this regard.

**Details of utilization of funds:**

During the year under review the Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the SEBI Listing Regulations.

**Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount:**

The information in respect of the loans and advances in the nature of loans to subsidiaries pursuant to Regulation 34 of the SEBI Listing Regulations is provided in Note 7 to the Standalone financial statements.

**GENERAL BODY MEETINGS**

**i. Location and time of the last three Annual General Meetings:**

| Financial Year | AGM              | Date               | Time       | Location of the AGM |
|----------------|------------------|--------------------|------------|---------------------|
| 2022-2023      | 76 <sup>th</sup> | September 26, 2023 | 10:30 a.m. | Through VC/OAVM     |
| 2021-2022      | 75 <sup>th</sup> | September 22, 2022 | 10:30 a.m. | Through VC/OAVM     |
| 2020-2021      | 74 <sup>th</sup> | September 23, 2021 | 10:30 a.m. | Through VC/OAVM     |

**ii. Special Resolutions passed at the last three Annual General Meetings:**

**a. At the Seventy Sixth Annual General Meeting:**

No Special Resolution was passed

**b. At the Seventy Fifth Annual General Meeting:**

1. Re-appointment of Ms. Aditi Panandikar (DIN: 00179113) as Managing Director.
2. Re-appointment of Mr. Sundeep V Bambolkar (DIN: 00176613) as Jt. Managing Director.
3. Approval for Indoco Remedies Limited Employee Stock Option Plan – 2022.
4. Approval for Grant of Stock Options and Restricted Stock Units to the Employees of Subsidiary Company, in India or outside India of the Company under Indoco Remedies Limited Employee Stock Option Plan – 2022.
5. Approval for Provision of Money by the Company for Purchase of its Own Shares by the Trust/Trustees for the benefit of Employees under Indoco Remedies Limited Employee Stock Option Plan – 2022.

**c. At the Seventy Fourth Annual General Meeting:**

Appointment of Mr. Abhijit Y Gore (DIN 00301688) as an Independent Director for Five years w.e.f. October 03, 2020.

### iii. Special Resolution passed through postal ballot:

During the year, the Company passed two special resolutions through postal ballot through e-voting:

| <i>Date of postal ballot notice</i> | <i>Special Resolutions passed</i>  | <i>Voting Results</i>                             | <i>Approval date</i> | <i>Scrutinizer</i>  |
|-------------------------------------|--|---|----------------------|---|
| May 23, 2023                        | To approve re-appointment of Mr. Suresh G Kare as Chairman of the Company in the capacity of Non-Executive Non-Independent Director          | Voting in favour: 99.96%<br>Voting against: 0.04% | June 25, 2023        | M/s A.Y. Sathe & Co., (Membership No. FCS 2899/COP No. 738)<br>Practicing Company Secretaries |
|                                     | To advance any loan, give any guarantee or to provide any security to all such person specified under section 185 of the Companies Act, 2013 | Voting in favour: 99.51%<br>Voting against: 0.49% |                      |   |

### iv. Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

## MEANS OF COMMUNICATION

### Financial Results:

The quarterly and annual financial results are generally published in the Business Standard (All India Edition) and Mumbai Lakshadeep. The results are also displayed on Company's website: [www.indoco.com](http://www.indoco.com). The official news releases are also displayed on the website of the Company.

### Presentation to Institutional Investors/Analysts:

Tele-conferences were held with Institutional Investors/Analysts at the end of every quarter after the declaration of the Quarterly Results. The Company also regularly met Institutional Investors during the year. The transcripts are available on the Company's website at <https://www.indoco.com/inv-fin-concall-transcripts.asp>.

## GENERAL SHAREHOLDER INFORMATION

### 77<sup>th</sup> Annual General Meeting:

|             |   |
|-------------|---|
| Date & Time | Thursday, September 26, 2024 at 10:30 a.m.                          |
| Venue       | Through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") |

### Financial Year of the Company:

The financial year of the Company starts from April 1<sup>st</sup> and ends on March 31<sup>st</sup> of the succeeding year.

### Date of Book Closure and Dividend Payment Date:

Book Closure for the purpose of AGM and payment of Dividend will be from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) and the Dividend will be paid on or after Monday, September 30, 2024.



**Corporate Identification Number:** L85190MH1947PLC005913

**Registered Office Address:** Indoco House, 166 CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400098.

**Dividend Policy:**

The Company's Dividend Policy, which is uploaded on the Company's website, is based on the need to balance the twin objectives of appropriately rewarding its shareholders with dividend and of conserving resources to meet its future needs. The Dividend Policy can be accessed through the web link: [https://www.indoco.com/policies/IRL\\_dividend\\_distribution\\_policy.pdf](https://www.indoco.com/policies/IRL_dividend_distribution_policy.pdf)

**Insider Trading:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the "Code of Conduct for Prevention of Insider Trading". The Company keeps the Code updated as per the requirements of SEBI from time to time.

The "Code of Conduct For Prevention of Insider Trading" can be accessed through the web link [https://www.indoco.com/policies/Insider\\_Trading\\_Code.pdf](https://www.indoco.com/policies/Insider_Trading_Code.pdf)

**Listing on Stock Exchanges:**

The Company's shares are listed on the BSE Limited and the National Stock Exchange of India Limited. The annual listing fees have been paid upto March 31, 2025 and there is no outstanding payment towards the Exchanges, as on date.

**Stock Code:**

|  |        |
|--|--------|
| BSE Limited                              | 532612 |
| National Stock Exchange of India Limited | INDOCO |

**Market Price Data:**

The High and Low prices of the Company's share (of the face value of ₹ 2/- each) from April, 2023 till March, 2024 are as below:

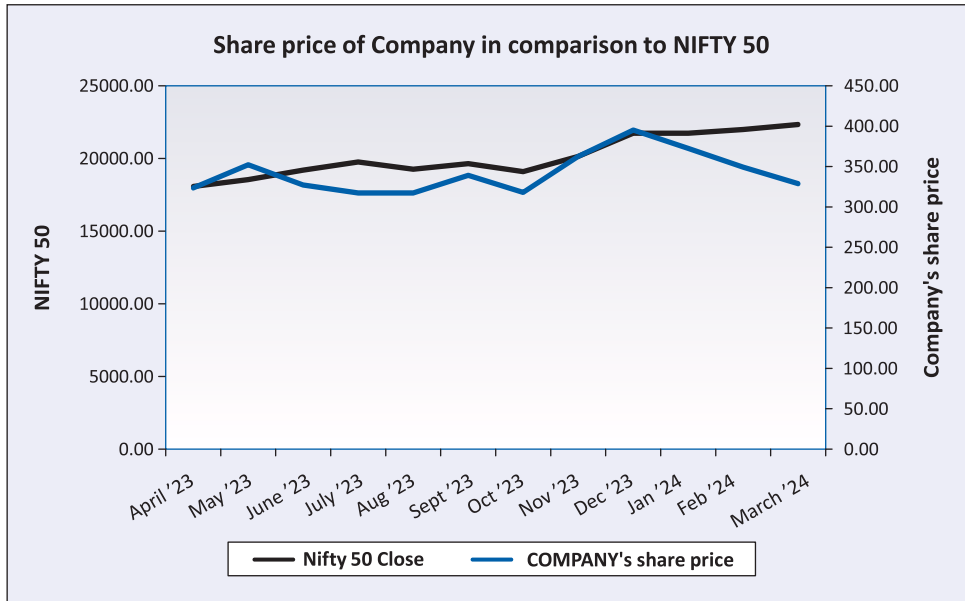
**National Stock Exchange of India Limited (NSE)**

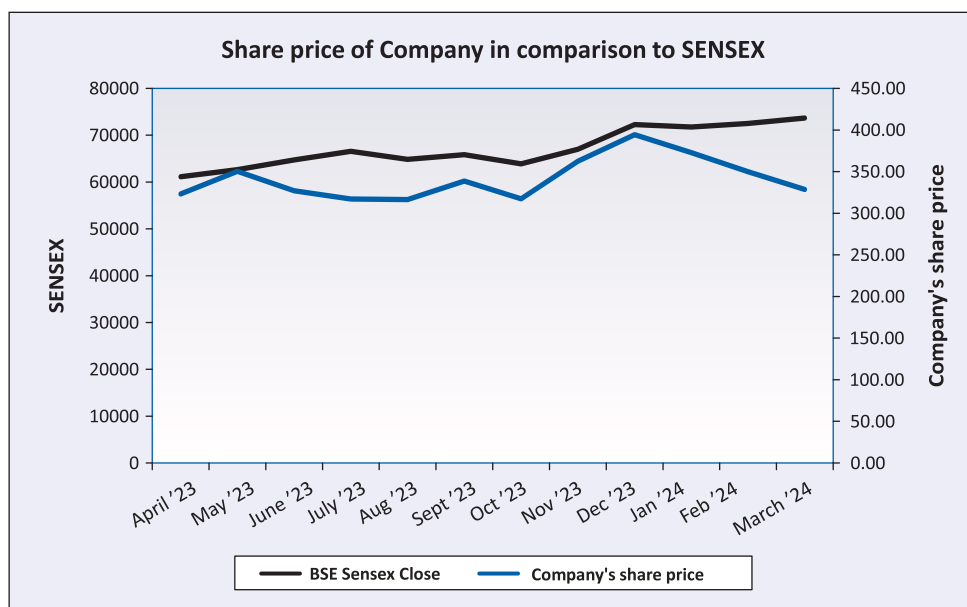
| Month          | Share Price (₹) |        |        | No. of Shares Traded | Total Turnover (in ₹ Lakhs) |
|----------------|-----------------|--------|--------|----------------------|-----------------------------|
|                | High            | Low    | Close  |                      |                             |
| April 2023     | 340.00          | 306.40 | 323.45 | 20,26,534            | 6,498.82                    |
| May 2023       | 363.15          | 318.45 | 352.15 | 21,72,546            | 7,376.38                    |
| June 2023      | 354.10          | 316.10 | 326.95 | 28,30,078            | 9,380.11                    |
| July 2023      | 339.95          | 315.00 | 317.15 | 33,23,300            | 10,783.23                   |
| August 2023    | 352.60          | 311.80 | 317.25 | 34,91,089            | 11,505.13                   |
| September 2023 | 373.00          | 309.50 | 339.00 | 76,74,863            | 25,991.50                   |
| October 2023   | 356.00          | 308.30 | 317.80 | 32,08,093            | 10,734.41                   |
| November 2023  | 370.00          | 316.00 | 362.55 | 24,69,949            | 8,608.82                    |
| December 2023  | 412.55          | 362.00 | 395.20 | 54,73,680            | 21,611.37                   |
| January 2024   | 415.00          | 360.00 | 372.30 | 43,15,351            | 16,607.98                   |
| February 2024  | 386.00          | 329.45 | 349.20 | 21,14,307            | 7,679.08                    |
| March 2024     | 361.25          | 318.40 | 328.65 | 12,35,189            | 4,161.06                    |

### BSE Limited (BSE)

| Month          | Share Price (₹) |        |        | No. of Shares Traded | Total Turnover (in ₹ Lakhs) |
|----------------|-----------------|--------|--------|----------------------|-----------------------------|
|                | High            | Low    | Close  |                      |                             |
| April 2023     | 339.15          | 307.00 | 323.30 | 5,11,062             | 1,641.75                    |
| May 2023       | 362.95          | 316.90 | 350.35 | 4,26,428             | 1,435.56                    |
| June 2023      | 354.75          | 315.90 | 327.05 | 1,67,783             | 554.75                      |
| July 2023      | 339.90          | 315.65 | 317.10 | 1,91,006             | 622.13                      |
| August 2023    | 352.25          | 312.00 | 316.50 | 5,72,178             | 1,904.00                    |
| September 2023 | 372.60          | 309.60 | 338.70 | 7,02,511             | 2,378.83                    |
| October 2023   | 355.00          | 308.80 | 317.50 | 1,93,604             | 627.29                      |
| November 2023  | 372.35          | 316.20 | 362.45 | 1,27,844             | 442.01                      |
| December 2023  | 412.20          | 362.50 | 394.25 | 2,36,438             | 925.64                      |
| January 2024   | 416.95          | 359.95 | 372.80 | 2,69,947             | 1,037.13                    |
| February 2024  | 385.10          | 330.00 | 349.80 | 1,24,850             | 452.33                      |
| March 2024     | 363.00          | 320.00 | 328.50 | 76,946               | 259.63                      |

### Performance of Indoco share price to broad based index –Nifty 50, BSE Sensex:





#### Distribution of Shareholding as on March 31, 2024 of Equity Shares:

| Share Range     | Number of Shareholders | % of Total Shareholders | Total Shares for the Range | % of Issued Capital |
|-----------------|------------------------|-------------------------|----------------------------|---------------------|
| 1-500           | 30,563                 | 90.43                   | 24,73,583                  | 2.68                |
| 501-1000        | 1,732                  | 5.13                    | 12,52,643                  | 1.36                |
| 1001-2000       | 686                    | 2.03                    | 9,87,002                   | 1.07                |
| 2001-3000       | 237                    | 0.70                    | 6,08,109                   | 0.66                |
| 3001-4000       | 122                    | 0.36                    | 4,39,227                   | 0.48                |
| 4001-5000       | 79                     | 0.23                    | 3,65,188                   | 0.40                |
| 5001-10000      | 142                    | 0.42                    | 10,55,825                  | 1.14                |
| 10001 and above | 236                    | 0.70                    | 8,50,00,628                | 92.21               |
| <b>Total</b>    | <b>33,797</b>          | <b>100.00</b>           | <b>9,21,82,205</b>         | <b>100.00</b>       |

#### Category-wise Shareholding as on March 31, 2024 of Equity Shares:

| Sl. No   | Particulars                          | No. of Shares      | Percentage   |
|----------|--------------------------------------|--------------------|--------------|
| <b>A</b> | <b>Promoter &amp; Promoter Group</b> |                    |              |
|          | <b>Indian</b>                        |                    |              |
|          | Individuals/HUF                      | 1,99,19,622        | 21.61        |
|          | Bodies Corporate                     | 1,57,71,755        | 17.11        |
|          | Person Acting in Concert             | 1,84,39,627        | 20.00        |
|          | <b>Total (A)</b>                     | <b>5,41,31,004</b> | <b>58.72</b> |
| <b>B</b> | <b>Public Shareholdings</b>          |                    |              |
|          | <b>Institutions (Domestic)</b>       |                    |              |
|          | Mutual Funds                         | 1,65,10,297        | 17.91        |

| Sl. No   | Particulars  | No. of Shares      | Percentage    |
|----------|--|--------------------|---------------|
|          | Alternate Investment Funds                           | 11,18,699          | 1.21          |
|          | Insurance Companies                                  | 2,66,389           | 0.29          |
|          | <b>Institutions (Foreign)</b>                        |                    |               |
|          | Foreign Portfolio Investors Category I - Corporate   | 16,09,786          | 1.75          |
|          | Foreign Portfolio Investors Category II - Corporate  | 1,12,458           | 0.12          |
|          | Foreign Portfolio Investors Category II - Individual | 41,000             | 0.05          |
|          | <b>Total (B)</b>                                     | <b>1,96,58,629</b> | <b>21.33</b>  |
| <b>C</b> | <b>Non Institutions</b>                              |                    |               |
|          | Other Bodies Corporate                               | 21,85,396          | 2.37          |
|          | Indoco Remedies Limited - Unclaimed Suspense Account | 27,000             | 0.03          |
|          | Investor Education and Protection Fund               | 1,05,644           | 0.12          |
|          | Non Resident Indians (NRIs)                          | 5,18,741           | 0.56          |
|          | Individual, HUF and Others                           | 1,55,23,941        | 16.84         |
|          | <b>Total (C)</b>                                     | <b>1,83,60,722</b> | <b>19.92</b>  |
| <b>D</b> | <b>Non Promoter &amp; Non Public</b>                 |                    |               |
|          | Indoco Employees Welfare Trust                       | 31,850             | 0.03          |
|          | <b>Total (D)</b>                                     | <b>31,850</b>      | <b>0.03</b>   |
| <b>E</b> | <b>Total (A + B+ C+ D)</b>                           | <b>9,21,82,205</b> | <b>100.00</b> |

#### Disclosure of information on pledged shares:

The details of shares pledged by promoter : Nil

#### Details showing Shareholding of more than 1% of the Capital as on March 31, 2024:

| Sl. No | Name of Shareholder                   | Number of Shares | % of Capital |
|--------|---------------------------------------|------------------|--------------|
| 1.     | SPA Holdings Private Limited          | 1,83,35,000      | 19.89        |
| 2.     | Shanteri Investment Private Limited   | 1,57,71,755      | 17.11        |
| 3.     | Ms. Aditi Milind Panandikar           | 55,92,000        | 6.07         |
| 4.     | Ms. Madhura Suresh Kare               | 51,99,000        | 5.64         |
| 5.     | Ms. Aruna Suresh Kare                 | 47,94,714        | 5.20         |
| 6.     | Nippon India Mutual Fund              | 45,79,483        | 4.97         |
| 7.     | Quant Mutual Fund                     | 41,98,980        | 4.56         |
| 8.     | Mr. Suresh Govind Kare                | 40,60,408        | 4.40         |
| 9.     | ICICI Prudential Mutual Fund          | 17,64,253        | 1.91         |
| 10.    | DSP Healthcare Fund                   | 16,92,679        | 1.84         |
| 11.    | HDFC Mutual Fund                      | 14,99,322        | 1.63         |
| 12.    | Franklin India Smaller Companies Fund | 13,62,700        | 1.48         |
| 13.    | Mangeshi Investment Private Limited   | 11,67,300        | 1.27         |
| 14.    | UTI Fund                              | 9,69,519         | 1.05         |

### **Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:**

Employee Stock Options (Options) and Restricted Stock Units (RSUs) have been granted by the Company to the eligible employees under Indoco Remedies Limited Employee Stock Option Plan - 2022. In compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and also in terms and conditions of Indoco Remedies Limited Employee Stock Option Plan - 2022, the Company allots shares to Indoco Employees Welfare Trust from time to time, prior to vesting of Options and RSUs to the eligible employees. The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

The Options and RSUs details are available on the Company's website at <https://www.indoco.com/inv-esop-disclosure.asp>.

### **Disclosure of commodity price risk or foreign exchange risk and hedging activities:**

The Company is exposed to foreign exchange risks emanating from our business, assets and liabilities denominated in foreign currency. In order to hedge this risk, the Company proactively uses hedging instruments e.g. forward contracts, options and other simple derivatives from time to time. The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

### **Dematerialization of shares:**

The shares of your Company are available in Dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN of the Company is **INE873D01024**.

As on March 31, 2024, the number of shares of the Company in the dematerialized form is as shown below:

|   |                    |
|---|--------------------|
| <b>Total No. of Shares of the Company</b>                                     | <b>9,21,82,205</b> |
| No. of Shares in dematerialized mode  | 9,16,11,523        |
| % of No. of Shares of the Company in dematerialized mode                      | 99.38              |
| <b>Total No. of Shareholders of the Company*</b>                              | <b>33,797</b>      |
| No. of Shareholders with dematerialized shares                                | 33,766             |
| % of No. of Shareholders of the Company holding shares in dematerialized mode | 99.91              |

*\* The number of shareholders based on demat accounts is 33,797 and based on PAN is 33,201 as on March 31, 2024. There will be a difference in the number of shareholders based on demat and PAN, since shareholders can have multiple demat accounts under a single PAN.*

Shareholders, who continue to hold shares in physical form, are requested to dematerialize their shares and avail various benefits of dealing in securities in electronic/dematerialized form. For any clarification, assistance or information, please contact the Registrars and Share Transfer Agents of the Company. The shareholders have the option to hold Company's shares in dematerialized form through the NSDL or CDSL.

The break-up of shares in physical and dematerialized form as on March 31, 2024 is given below:

| <i>Particulars</i>                   | <i>No. of Shares</i> | <i>% of Total Shares</i> |
|--------------------------------------|----------------------|--------------------------|
| No. of shares in physical form       | 5,70,682             | 0.62                     |
| No. of shares in dematerialized form | 9,16,11,523          | 99.38                    |
| (1) With NSDL                        | 8,53,70,688          | 92.61                    |
| (2) With CDSL                        | 62,40,835            | 6.77                     |
| <b>Total No. of Shares</b>           | <b>9,21,82,205</b>   | <b>100.00</b>            |

#### **Liquidity:**

Company's equity shares are fairly liquid and are actively traded on National Stock Exchange of India Limited and BSE Limited.

#### **Share Transfer System:**

In terms of Regulation 40(1) of SEBI Listing Regulations as amended, securities can be transferred only in dematerialized form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participant ("DP") with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers. Shareholders should communicate with Link Intime India Private Limited, the Company's Registrars and Transfer Agents ("RTA") quoting their folio number or Depository Participant ID and Client ID number, for any queries with reference to their securities. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

#### **Suspension of trading in securities:**

There was no suspension of trading in securities of the Company during the year under review.

#### **Registrar & Transfer Agent:**

Link Intime India Private Limited

Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.

e-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Phone No. : +91 -22-49186000

#### **Address for correspondence:**

Shareholders may address their communication to Company's Registrar and Transfer Agent or the Secretarial Department of the Company at the following address:

(1) **Link Intime India Private Limited**  
 Unit: Indoco Remedies Limited  
 C-101, 247 Park,  
 L.B.S. Marg, Vikhroli (West),  
 Mumbai – 400083  
 Contact Person: **Ms. Akanksha Bansode**  
 Tel. No.: +91 - 22-49186000  
 Email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

(2) **Secretarial Department**  
 Indoco Remedies Limited  
 Indoco House, 166 CST Road,  
 Kalina, Santacruz (East),  
 Mumbai – 400098  
 Contact Person: **Mr. Ramanathan Hariharan**  
 Tel No.: +91- 22-68321400  
 Email id: [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com)

### **Transfer of unclaimed/unpaid amounts and shares to the Investor Education and Protection Fund (IEPF):**

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends letters to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website <https://www.indoco.com/inv-unpaid-dividend.asp> and <https://www.indoco.com/inv-IEPF.asp>.

In light of the aforesaid provisions, the Company has during the year, transferred to IEPF the unclaimed dividends, outstanding for seven years. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

### **The details of unclaimed dividends and shares transferred to IEPF during Financial Year 2023-2024 are as follows:**

| <i>Financial Year</i> | <i>Amount of unclaimed dividend transferred (In ₹)</i> | <i>Number of shares</i> | <i>Number of shareholders</i> |
|-----------------------|--|-------------------------|-------------------------------|
| 2015-2016             | 59,453   | 1,215                   | 7                             |

The Members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the web Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

### **The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:**

| <i>Financial Year</i> | <i>Type of Dividend</i> | <i>Due date for transfer</i> | <i>Unclaimed dividend amount as on March 31, 2024 (in ₹)</i> |
|-----------------------|-------------------------|------------------------------|--|
| 2016-2017             | Final                   | September 14, 2024           | 4,19,185.60  |
| 2017-2018             | Final                   | October 17, 2025             | 3,26,303.00  |
| 2018-2019             | Final                   | October 3, 2026              | 1,10,764.80  |
| 2019-2020             | Final                   | October 30, 2027             | 1,13,348.99  |
| 2020-2021             | Final                   | October 29, 2028             | 5,36,734.14  |
| 2021-2022             | Final                   | October 28, 2029             | 7,38,893.75  |
| 2022-2023             | Final                   | November 01, 2030            | 9,35,950.50  |

**Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account:**

The details of Indoco Remedies Limited Unclaimed Suspense Account are as follows: -

| Sr. No.   | Particulars  | Demat                  |                                   |
|---|--|------------------------|-----------------------------------|
|   |  | Number of Shareholders | Number of Unclaimed Equity shares |
| 1   | Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 01, 2023         | 1                      | 27,000                            |
| 2   | Unclaimed shares transferred to unclaimed suspense account during the financial year 2023-2024                         | Nil                    | Nil                               |
| <b>Total (1+2)</b>  |  | <b>1</b>               | <b>27,000</b>                     |
| 3   | Number of shareholders to whom shares were transferred from suspense account during the financial year 2023-2024       | Nil                    | Nil                               |
| 4   | Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2024 (1+2-3) | 1                      | 27,000                            |
| <b>Number of shareholders who approached listed entity for transfer of shares from suspense account during the financial year 2023-2024</b> |  | <b>Nil</b>             | <b>Nil</b>                        |

The voting rights on the shares in the unclaimed suspense accounts as on March 31, 2024 shall remain frozen till the rightful owners of such shares claim the shares.

**Plant Locations:**

- |  |  |
|--|--|
| 1) Goa Unit- I<br>L-14, Verna Industrial Estate,<br>Verna - Goa - 403 722  | 2) Goa Unit-II<br>L-32, 33, 34 Verna Industrial Estate,<br>Verna - Goa - 403 722   |
| 3) Goa Unit-III<br>L-32, 33, 34 Verna Industrial Estate,<br>Verna - Goa - 403 722  | 4) API Plant, Rabale<br>R-104 Rabale, TTC Industrial Area,<br>Thane Belapur Road, Rabale,<br>Navi Mumbai, Maharashtra - 400 701              |
| 5) API Plant, Kilo Lab, Rabale<br>R-92/93, TTC Industrial Area,<br>Thane Belapur Road, Rabale,<br>Navi Mumbai, Maharashtra - 400 701 | 6) API Plant, Patalganga<br>A-26, 27, 28/1, 28/2 MIDC Industrial Estate,<br>Patalganga, Village Kaire,<br>Dist Raigad, Maharashtra - 410 220 |
| 7) Waluj<br>B- 20 MIDC, Waluj,<br>Aurangabad,<br>Maharashtra - 431 133   | 8) Baddi Unit-I<br>Village Katha, P.O. Baddi,<br>Tehsil Nalagarh, Dist.: Solan,<br>Himachal Pradesh - 173 205                                |
| 9) Baddi Unit-III<br>Unit No. 3, Village Katha,<br>Pargana Dharampur, Tehsil Nalagarh,<br>Dist.: Solan, Himachal Pradesh - 173 205   |  |



**R & D Center:**

R-92/93, TTC Industrial Area  
Thane Belapur Road, Rabale,  
Navi Mumbai, Maharashtra - 400 701

**Clinical Research Centre:**

Anacipher Clinical Research  
2<sup>nd</sup>, 3<sup>rd</sup> & 4<sup>th</sup> Floor, Mirakamshetty Mall  
Ramnathpur, RR District, Hyderabad - 500 013

**Registered Office:****Indoco Remedies Limited**

Indoco House, 166 CST Road,  
Vidyanagari Marg, Kalina, Santacruz (East),  
Mumbai - 400 098  
Tel: +91 22 62871000 / 68791250

**Credit Rating:**

The Company's Short term borrowings are rated as [ICRA] "A1+", whereas working capital facilities and long term borrowings are rated as [ICRA] "AA-(Stable)". Short term [ICRA] "A1" rating Instruments with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk. Working capital facilities and Long term [ICRA] "AA" rating instruments are considered to have a high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

**Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI Listing Regulations:**

- The Company complies with all the mandatory requirements specified under SEBI Listing Regulations.
- Presently the Company complies with the following discretionary requirements of Regulation 27(1), specified in "Part E" of Schedule II of the SEBI Listing Regulations:
  - Internal Auditor reports directly to the Audit Committee.

**Independent Director Confirmation:**

In terms of Schedule V(C)(i) of SEBI Listing Regulations and as per the declaration of independence received from the Independent Directors of the Company, we are of the opinion that the Independent Directors of the Company fulfills the conditions specified under Regulation 16(b) of SEBI Listing Regulations and are independent of Management.

**Compliances with Corporate Governance Requirements as specified under SEBI Listing Regulations:**

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is annexed hereto marked as "Annexure I" and forms part of this report.

**CEO AND CFO CERTIFICATION**

The Managing Director and CFO of the Company have given the certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI Listing Regulations. The requisite certificate from the Managing Director and CFO of the Company is annexed hereto marked as "Annexure II" and forms part of this report.

## CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

This Code has been laid down with a view to promote good corporate governance and exemplary personal conduct and is applicable to all the Directors and Senior Management Personnel of the Company. This Code can be accessed on the Company's website at [https://www.indoco.com/policies/Code\\_of\\_Conduct\\_for\\_Board\\_of\\_Directors\\_and\\_Senior\\_Management.pdf](https://www.indoco.com/policies/Code_of_Conduct_for_Board_of_Directors_and_Senior_Management.pdf)

The Declaration of compliance of the Code of Conduct in terms of Schedule V (D) of SEBI Listing Regulations is annexed hereto marked as "**Annexure III**" and forms part of this report.

## CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

M/s A. Y. Sathe & Co., Practicing Company Secretaries, has issued a certificate as required under the SEBI Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed hereto marked as "**Annexure IV**" and forms part of this report.

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-

**Suresh G Kare**

*Chairman*

DIN: 00179220

Place : Mumbai  
Date : May 16, 2024

## Annexure I

# Certificate of Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To  
**The Members of Indoco Remedies Limited**

Dear Members,

### **Background:**

We, Gokhale and Sathe, Chartered Accountants, being the Statutory Auditors of Indoco Remedies Limited ("the Company") are issuing this certificate as required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company. The Corporate Governance Report prepared by Indoco Remedies Limited, contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para - C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") ("applicable criteria") with respect to Corporate Governance for the year ended March 31, 2024.

### **Management's Responsibility:**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, issued by the Securities and Exchange Board of India.

### **Auditor's Responsibility:**

Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the SEBI Listing Regulations.

We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. We have examined (a) the minutes of the meetings of the board of directors of the Company (the "**Board**") and of committees of the Board, the annual general meetings of the shareholders of the Company; (b) declarations made by the Board under relevant statutory / regulatory requirements; (c) relevant statutory registers maintained by the Company; and (d) such other documents and records of the Company as deemed necessary, in connection with ascertaining compliance with the conditions of corporate governance by the Company, as prescribed under the SEBI Listing Regulations.

The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**Opinion:**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, in our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the SEBI Listing Regulations, and the rules made thereunder, each as amended on Corporate Governance.

**Restriction on use:**

This Certificate is issued to the Company solely for their consideration 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.

**Disclaimer:**

Such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Gokhale & Sathe**

*Chartered Accountants*

Firm's Registration No: 103264W

Sd/-

**Tejas Parikh**

*Partner*

Membership No: 123215

UDIN: 24123215BKBOAM5158

Place : Mumbai  
Date : May 16, 2024

## Annexure II

### Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

We, Aditi Panandikar, Managing Director and Pramod Ghorpade, Chief Financial Officer of Indoco Remedies Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2024 and to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee that there is no
  - a) significant changes in internal control over financial reporting during the year,
  - b) significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements, and
  - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Indoco Remedies Limited

Sd/-

**Aditi Panandikar**  
*Managing Director*  
DIN: 00179113

Sd/-

**Pramod Ghorpade**  
*Chief Financial Officer*

Place : Mumbai  
Date : May 16, 2024

## Annexure III

### Declaration of Compliance of the Code of Conduct

(Pursuant to Schedule V (D) of SEBI Listing Regulations)

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per 'affirmation of compliance' letters received from the Directors and the members of senior management personnel of the Company, I hereby declare that members of Board of Directors and Senior Management personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management during the financial year 2023-2024.

For Indoco Remedies Limited

Sd/-

**Aditi Panandikar**  
*Managing Director*

DIN: 00179113

Place : Mumbai  
Date : May 16, 2024

## Annexure IV

### Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**Indoco Remedies Limited**

Indoco House, 166, CST Road,  
Vidyanagari Marg, Kalina, Santacruz (East),  
Mumbai – 400098, Maharashtra, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Indoco Remedies Limited** having CIN **L85190MH1947PLC005913** and having registered office at Indoco House, 166, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400098, Maharashtra, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Director         | Director Identification Number (DIN) |
|---------|--------------------------|--------------------------------------|
| 1       | Mr. Suresh G Kare        | 00179220                             |
| 2       | Ms. Aditi Panandikar     | 00179113                             |
| 3       | Mr. Sundeep V Bambolkar  | 00176613                             |
| 4       | Mr. Divakar M Gavaskar   | 00157378                             |
| 5       | Mr. Rajiv P Kakodkar     | 01519590                             |
| 6       | Dr. Anand M Nadkarni     | 06881461                             |
| 7       | Dr. (Ms) Vasudha V Kamat | 07500096                             |
| 8       | Mr. Abhijit Y Gore       | 00301688                             |

\* Mr. Rajiv P Kakodkar and Mr. Divakar M Gavaskar, ceased to be Independent Directors of the Company w.e.f. closure of business hours on March 31, 2024, due to their completion of two tenures of five years as Independent Directors.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **A.Y. Sathe & Co.**  
*Company Secretaries*

Sd/-

**CS Ajit Sathe**  
*(Proprietor)*

FCS No. 2899

COP No. 738

PR: 1585/2021

UDIN: F002899F000374701

Place : Mumbai  
Date : May 16, 2024

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

|     |  |   |
|-----|--|---|
| 1.  | Corporate Identity Number (CIN) of the Listed Entity   | L85190MH1947PLC005913   |
| 2.  | Name of the Listed Entity  | Indoco Remedies Limited   |
| 3.  | Year of incorporation  | 1947  |
| 4.  | Registered office address  | Indoco House, 166 CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai 400098   |
| 5.  | Corporate address  | Indoco House, 166 CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai 400098   |
| 6.  | E-mail   | <a href="mailto:compliance.officer@indoco.com">compliance.officer@indoco.com</a>  |
| 7.  | Telephone  | +91 22 6287 1000 / 6879 1250  |
| 8.  | Website  | www.indoco.com  |
| 9.  | Financial year for which reporting is being done   | April 01, 2023 to March 31, 2024  |
| 10. | Name of the Stock Exchange(s) where shares are listed  | BSE Limited and National Stock Exchange of India Limited  |
| 11. | Paid-up Capital  | ₹ 18,43,64,410/-  |
| 12. | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Mr. Ramanathan Hariharan, Company Secretary & Head- Legal, Tel. No. : +91 22 68321400, Email Id: <a href="mailto:compliance.officer@indoco.com">compliance.officer@indoco.com</a> |
| 13. | Reporting boundary   | Standalone Basis  |
| 14. | Name of assurance provider   | Not Applicable  |
| 15. | Type of assurance obtained   | Not Applicable  |

#### II. Products/services

##### 16. Details of business activities (accounting for 90% of the turnover):

| S. No. | Description of Main Activity   | Description of Business Activity           | % of Turnover of the entity |
|--------|--------------------------------|--|-----------------------------|
| 1      | Manufacture of Pharmaceuticals | Manufacturing and sales of Pharmaceuticals | 100                         |

##### 17. Products/Services sold by the entity (accounting for 90% of the entity's turnover):

| S. No. | Product/Service                                  | NIC Code | % of total Turnover contributed |
|--------|--|----------|---------------------------------|
| 1      | Formulation Pharmaceutical preparation           | 21002    | 91.27                           |
| 2      | Chemical preparation (Active Pharma Ingredients) | 21001    | 7.18                            |
| 3      | Analytical Research & Bio-Equivalent studies     | 72100    | 1.55                            |



### III. Operations

#### 18. The number of locations where plants and/or operations/offices of the entity are situated:

| <i>Location</i> | <i>Number of plants</i> | <i>Number of offices</i> | <i>Total</i> |
|-----------------|-------------------------|--------------------------|--------------|
| National        | 9                       | 4                        | 13           |
| International   | Nil                     | Nil                      | Nil          |

#### 19. Markets served by the entity:

##### a. Number of locations

| <i>Locations</i>                 | <i>Number</i> |
|----------------------------------|---------------|
| National (No. of States)         | 20            |
| International (No. of Countries) | 55+           |

##### b. What is the contribution of exports as a percentage of the total turnover?

47.50 % of the Company's total revenue (standalone) can be attributed to its earnings from exports.

##### c. A brief on types of customers

Indoco, being a pharmaceutical Company, has a diverse customer base that includes patients, healthcare professionals/providers, hospitals, clinics, wholesalers, distributors, retail pharmacies, government agencies/institution, other pharmaceutical companies and international customers. The end-users of Indoco's products are patients who rely on its medicines to treat various ailments. The Company exports its products to various countries worldwide, catering to a global customer base.

### IV. Employees

#### 20. Details as at the end of the Financial Year:

##### a. Employees and workers (including differently abled):

| <i>S. No.</i>    | <i>Particulars</i>             | <i>Total (A)</i> | <i>Male</i>    |                  | <i>Female</i>  |                  |
|------------------|--------------------------------|------------------|----------------|------------------|----------------|------------------|
|                  |                                |                  | <i>No. (B)</i> | <i>% (B / A)</i> | <i>No. (C)</i> | <i>% (C / A)</i> |
| <b>Employees</b> |                                |                  |                |                  |                |                  |
| 1.               | Permanent (D)                  | 5,046            | 4,599          | 91.14            | 447            | 8.86             |
| 2.               | Other than Permanent (E)       | 2                | 1              | 50               | 1              | 50               |
| 3.               | <b>Total employees (D + E)</b> | <b>5,048</b>     | <b>4,600</b>   | <b>91.13</b>     | <b>448</b>     | <b>8.87</b>      |
| <b>Workers</b>   |                                |                  |                |                  |                |                  |
| 4.               | Permanent (F)                  | 883              | 841            | 95.24            | 42             | 4.76             |
| 5.               | Other than Permanent (G)       | Nil              | Nil            | Nil              | Nil            | Nil              |
| 6.               | <b>Total workers (F + G)</b>   | <b>883</b>       | <b>841</b>     | <b>95.24</b>     | <b>42</b>      | <b>4.76</b>      |

**b. Differently abled Employees and workers:**

| S. No                              | Particulars                                      | Total (A) | Male    |           | Female  |           |
|------------------------------------|--|-----------|---------|-----------|---------|-----------|
|                                    |  |           | No. (B) | % (B / A) | No. (C) | % (C / A) |
| <b>Differently-abled employees</b> |  |           |         |           |         |           |
| 1.                                 | Permanent (D)                                    |           | Nil     |           |         |           |
| 2.                                 | Other than Permanent (E)                         |           |         |           |         |           |
| 3.                                 | <b>Total differently abled employees (D + E)</b> |           |         |           |         |           |
| <b>Differently-abled workers</b>   |  |           |         |           |         |           |
| 4.                                 | Permanent (F)                                    |           | Nil     |           |         |           |
| 5.                                 | Other than permanent (G)                         |           |         |           |         |           |
| 6.                                 | <b>Total differently abled workers (F + G)</b>   |           |         |           |         |           |

**21. Participation/Inclusion/Representation of women**

| Particulars              | Total (A) | No. and percentage of Females |           |
|--------------------------|-----------|-------------------------------|-----------|
|                          |           | No. (B)                       | % (B / A) |
| Board of Directors       | 8         | 2                             | 25        |
| Key Management Personnel | 2         | Nil                           | Nil       |

**22. The turnover rate for permanent employees and workers**

| Particulars         | FY 2023-24 |        |        | FY 2022-23 |        |        | FY 2021-22 |        |        |
|---------------------|------------|--------|--------|------------|--------|--------|------------|--------|--------|
|                     | Male       | Female | Total  | Male       | Female | Total  | Male       | Female | Total  |
| Permanent Employees | 47.13%     | 23.79% | 45.07% | 46.04%     | 20.87% | 43.78% | 48%        | 21.09% | 45.60% |
| Permanent Workers   | 27.05%     | 50%    | 28.16% | 16.63%     | Nil    | 15.83% | 16.26%     | 4.82%  | 15.71% |

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**23. (a) Names of holding/subsidiary / associate companies / joint ventures**

| S. No. | Name of the holding /subsidiary / associate companies / joint ventures (A) | Indicate whether Holding/Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|--------|--|---|-----------------------------------|--|
| 1      | Xtend Industrial Designers and Engineers Private Limited                   | Subsidiary  | 100                               | No   |
| 2      | Indoco Remedies Czech S.R.O  | Subsidiary  | 100                               | No   |
| 3      | Indoco Remedies UK Limited   | Subsidiary  | 100                               | No   |
| 4      | Warren Remedies Private Limited  | Subsidiary  | 100                               | No   |
| 5      | FPP Holding Company, LLC   | Subsidiary  | 85                                | No   |
| 6      | Jalansar Wind Energy Private Limited                                       | Associate   | 26                                | No   |
| 7      | Kanakal Wind Energy Private Limited  | Associate   | 26                                | No   |

## VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (₹) : ₹ 1,76,195 Lakhs

(iii) Net worth (₹) : ₹ 1,12,308.01 Lakhs

## VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No)<br>(If Yes, then provide web-link for grievance redress policy)  | FY 2023-24                                 |  |         | FY 2022-23                                 |  |         |
|---|--|--|--|---------|--|--|---------|
|   |  | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities                                       | Yes<br><a href="https://www.indoco.com/policies/grievance_redressal_policy_external.pdf">https://www.indoco.com/policies/grievance_redressal_policy_external.pdf</a>   | Nil  | Nil  | N.A.    | Nil  | Nil  | N.A.    |
| Investors (other than shareholders)               | Yes<br><a href="https://www.indoco.com/policies/grievance_redressal_policy_external.pdf">https://www.indoco.com/policies/grievance_redressal_policy_external.pdf</a>   | Nil  | Nil  | N.A.    | Nil  | Nil  | N.A.    |
| Shareholders                                      | Yes<br><a href="https://www.indoco.com/inv-grievances.asp">https://www.indoco.com/inv-grievances.asp</a>   | Nil  | Nil  | N.A.    | 1  | Nil  | N.A.    |
| Employees and workers                             | Yes<br><a href="https://www.indoco.com/policies/policy-on-prevention-of-sexual-harassment-at-the-workplace.pdf">https://www.indoco.com/policies/policy-on-prevention-of-sexual-harassment-at-the-workplace.pdf</a> | Nil  | Nil  | N.A.    | Nil  | Nil  | N.A.    |
|   | <a href="https://www.indoco.com/policies/code_of_conduct.pdf">https://www.indoco.com/policies/code_of_conduct.pdf</a>  |  |  |         |  |  |         |
|   | <a href="https://www.indoco.com/policies/Whistle_Blower_and_Vigil_Mechanism.pdf">https://www.indoco.com/policies/Whistle_Blower_and_Vigil_Mechanism.pdf</a>  |  |  |         |  |  |         |
| Customers   | Yes<br><a href="https://www.indoco.com/contact-us.asp">https://www.indoco.com/contact-us.asp</a>   | 85   | Nil  | N.A.    | 73   | Nil  | N.A.    |
|   | <a href="https://www.indoco.com/policies/grievance_redressal_policy_external.pdf">https://www.indoco.com/policies/grievance_redressal_policy_external.pdf</a>  |  |  |         |  |  |         |

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No)<br>(If Yes, then provide web-link for grievance redress policy)  | FY 2023-24                                 |  |         | FY 2022-23                                 |  |         |
|---|--|--|--|---------|--|--|---------|
|   |  | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Value Chain Partners                              | Yes<br><a href="https://www.indoco.com/policies/grievance_redressal_policy_external.pdf">https://www.indoco.com/policies/grievance_redressal_policy_external.pdf</a> | 54   | Nil  | N.A.    | 55   | Nil  | N.A.    |
|   | <a href="https://www.indoco.com/contact-us.asp">https://www.indoco.com/contact-us.asp</a>  |  |  |         |  |  |         |
| Other (please specify)                            | -  | -  | -  | -       | -  | -  | -       |

## 26. Overview of the entity's material responsible business conduct issues

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity  | In case of risk, approach to adapt or mitigate   | Financial implications of the risk or opportunity (Indicate positive or negative implications)  |
|--------|---------------------------|--|--|--|---|
| 1      | Energy Management         | Opportunity                                | Purchase of renewable energy and adoption of energy efficiency initiatives can assist reduce operating costs and offset emissions. | The use of solar power units, energy efficient machinery and LEDs to reduce power consumption.   | Positive - Investments in renewable energy, energy-efficient machinery and processes has the potential to propel business in the long run via reduced operating costs.      |
| 2      | Carbon Emissions          | Risk                                       | Increasing product demand will necessitate higher manufacturing capacity, resulting in a rise in emissions.                        | Implementation of energy efficient technologies in processes will help in reducing emissions and help the Company achieve its targets.   | Negative- Investments in environmentally friendly technology and processes for reducing emissions will lead to increased operating costs.                                   |
| 3      | Water Management          | Risk                                       | Water, being a limited resource on the globe and a vital component of all activities, poses a threat to future operations.         | Devise tactics and conduct assessments to ensure maximum efficiency of Zero Liquid Discharge (ZLD) across all facilities, along with initiatives aimed at conserving valuable water resources. | Positive - No immediate financial impact is envisaged, and we are taking measures to guarantee effective water management to prevent this problem from getting out of hand. |

| <i>S. No.</i> | <i>Material issue identified</i> | <i>Indicate whether risk or opportunity (R/O)</i> | <i>Rationale for identifying the risk/ opportunity</i>   | <i>In case of risk, approach to adapt or mitigate</i>  | <i>Financial implications of the risk or opportunity (Indicate positive or negative implications)</i>  |
|---------------|----------------------------------|---|--|--|--|
| 4             | Waste Management                 | Opportunity                                       | The waste generated may be considered as a resource that may be utilised in the future, as well as a strategy to mitigate the negative environmental consequences of the business.                             | Implemented waste recycling procedures to minimize waste disposal. Additional actions are taken to ensure waste remains within permissible levels outlined by Central Pollution Control Board/State Pollution Control Board.   | Positive - Waste is recycled and used both internally and outside, guaranteeing that operating costs are decreased.  |
| 5             | Value Chain Management           | Risk  | Because the product is reliant on the supply chain for the duration of its life cycle, a good contingency plan is essential to cope with unanticipated events that may disrupt the supply chain.               | Employing a robust assessment method to analyze the repercussions of an unforeseen supply chain disruption and developing a thorough contingency strategy to mitigate substantial business disruptions. Assessing suppliers to ensure alignment with industry-specific responsible supply chain initiatives and compliance requirements. | Negative - Long-term effects on the business partnership might result from suppliers not adhering to the standards set by the growing industries. On the other side, ethical supply chain procedures will help the business deal with unanticipated supply chain interruptions and enhance its overall social and environmental performance. |
| 6             | Social Responsibility            | Opportunity                                       | Involvement in community development raises the standard of living in the region, producing future employment prospects as well as clients. Being a community benefactor also boosts the Company's reputation. | Community engagement activities are developed and implemented, which include both financial contributions to the community and initiatives carried out by the Company's CSR Committee.   | Positive - CSR initiatives offer advantages to the community, fostering positive sentiment and elevating the Company's brand, resulting in enduring financial gains.   |

| <i>S. No.</i> | <i>Material issue identified</i>      | <i>Indicate whether risk or opportunity (R/O)</i> | <i>Rationale for identifying the risk/ opportunity</i>   | <i>In case of risk, approach to adapt or mitigate</i>   | <i>Financial implications of the risk or opportunity (Indicate positive or negative implications)</i>   |
|---------------|---------------------------------------|---|--|---|---|
| 7             | Diversity, Equity and Inclusion (DEI) | Opportunity                                       | It gives the Company the opportunity to contribute to the advancement of society as a whole, as well as access to a bigger pool of talent for its personnel.   | Emphasis is placed on facilitating the promotion of employees from diverse backgrounds, regardless of age, caste, gender, etc. This is achieved by creating a safer working environment through the formulation of policies that uphold equal rights and ensure safety. | Positive - The advantages stemming from DEI endeavors uplift employee morale and fortify the Company's workforce, yielding lasting financial advantages.  |
| 8             | Employee Welfare                      | Opportunity                                       | Due to the importance of the employee as a component of the business growth plan, failure to exceed workforce expectations may have an adverse effect on the Company's retention rate and business continuity. | Particular attention is dedicated to aligning the health and other employee benefits with industry norms.   | Positive- The costs associated with the benefits offered are crucial for the wellbeing of the workforce and for motivating employees, which improves the effectiveness of operations.                 |
| 9             | Product Responsibility                | Risk  | Considering the pharmaceutical industry's high sensitivity to product quality and safety problems, addressing product liability risks is critical.   | Strict monitoring processes have been implemented to determine the safety and quality of the product.   | Negative - Due to the delicate nature of pharmaceutical items, any compromise on the quality and safety of the products may have major financial and legal repercussions for the Company.             |
| 10            | Attracting and retaining Talent       | Opportunity                                       | Because personnel is an important component of the business growth plan, failing to satisfy workforce expectations may have a negative impact on the Company's retention rate and business continuity.         | The Company aims to retain talent by providing growth and learning opportunities to its employees via regular skill upgradation and regular reviews and appraisals.   | Positive- A strong staff with a high retention rate shows the Company's commitment to offering a positive work environment, a proactive approach to workforce development and increased productivity. |

| <i>S. No.</i> | <i>Material issue identified</i> | <i>Indicate whether risk or opportunity (R/O)</i> | <i>Rationale for identifying the risk/ opportunity</i>   | <i>In case of risk, approach to adapt or mitigate</i>  | <i>Financial implications of the risk or opportunity (Indicate positive or negative implications)</i>   |
|---------------|----------------------------------|---|--|--|---|
| 11            | Health and Safety                | Risk  | Highly skilled workers and employees complete their duties more effectively, efficiently, and safely.  | Continuous efforts are undertaken to keep the plants updated with the latest safety protocols, ensuring employee well-being and optimizing production.                                 | Positive – Financial resources allocated for the initiatives on employee health and safety will potentially yield positive results in the long term.  |
| 12            | Business Conduct and Ethics      | Risk  | Non-compliance with the Company's ethical standards could lead to the erosion of the Company's reputation, along with potential financial and legal repercussions.   | Mechanisms for vigilant monitoring and adherence are established to ensure that all business operations align with the Company's values and standards.                                 | Negative - A breach in any of the Company's commercial operations might place the Company at serious financial, legal, and reputational danger.   |
| 13            | Risk Management                  | Opportunity                                       | Risk management of several Company components may aid in decision-making in order to maintain a sustainable and profitable business.   | The Company analyzes risk management procedures in each function, assisting in the identification of potential future concerns, and takes the required actions to mitigate such risks. | Positive - In order to maintain profitability, the Company takes proactive steps to reduce future hazards.  |
| 14            | Data Integrity and Security      | Opportunity                                       | The significance of technology and cyber security must be assessed on a regular basis in order to prevent breaches of data privacy involving sensitive information belonging to the business and its stakeholders. | Security systems, IT and monitoring systems, anti-virus, and patch management have all been reinforced to reduce the dangers connected with cyber security and data breaches.          | Positive - A strong alignment of safe data integrity principles will ensure compliance with data security and privacy laws, prevent any data loss, and help the Company to comply with data security and privacy laws with the help of cutting-edge technology and digitalization activities inside its business processes. |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| Disclosure Questions  | P<br>1   | P<br>2 | P<br>3 | P<br>4 | P<br>5 | P<br>6 | P<br>7 | P<br>8 | P<br>9 |
|---|--|--------|--------|--------|--------|--------|--------|--------|--------|
| <b>Policy and management processes</b>  |  |        |        |        |        |        |        |        |        |
| <b>1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)</b>   | Yes  | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    |
| <b>b. Has the policy been approved by the Board? (Yes/No)</b>   | Yes  | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    |
| <b>c. Web Link of the Policies, if available</b>  | <a href="https://www.indoco.com/inv-corp-policies.asp">https://www.indoco.com/inv-corp-policies.asp</a>  |        |        |        |        |        |        |        |        |
| <b>2. Whether the entity has translated the policy into procedures. (Yes / No)</b>  | Yes  | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    |
| <b>3. Do the enlisted policies extend to your value chain partners? (Yes/No)</b>  | Yes  | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    | Yes    |
| <b>4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.</b> | WHO-cGMP   |        |        |        |        |        |        |        |        |
| <b>5. Specific commitments, goals and targets set by the entity with defined timelines, if any.</b>   | We are currently in the process of analysing and planning our commitments, and the same will be disclosed in the report for financial year 2025-2026.  |        |        |        |        |        |        |        |        |
| <b>6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.</b>  | The performance of the Company against the commitments will be disclosed post the financial year 2025-2026.  |        |        |        |        |        |        |        |        |
| <b>Governance, leadership and oversight</b>   |  |        |        |        |        |        |        |        |        |
| <b>7. Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</b>                                  | <p>At Indoco Remedies, our commitment to sustainability is deeply ingrained in the fabric of our operations and strategic decisions. As we navigate the complexities of the modern pharmaceutical industry, we understand that true success extends beyond financial performance it encompasses our responsibility to the environment, our people, and the communities in which we operate.</p> <p>Over the past year, we have made significant strides in minimising our environmental footprint, guided by a vision of continuous improvement. We have made concerted efforts to reduce emissions via an increase in our renewable energy consumption, optimising resource utilisation, and enhancing our waste management processes. These initiatives reflect our dedication to not just meeting regulatory requirements but exceeding them in our pursuit of environmental stewardship.</p> |        |        |        |        |        |        |        |        |



|  |   |
|--|---|
|  | <p>Our employees are at the heart of everything we do, and their health, safety, and well-being remain our top priorities. We have fostered a culture of safety and wellness, underpinned by comprehensive training and development programs. By providing a safe and supportive work environment, we empower our people to excel and contribute meaningfully to our shared goals.</p> <p>Beyond our operational responsibilities, we are committed to being a positive force in the communities we serve. We continue to support local initiatives, engage in impactful philanthropic activities, and collaborate with like-minded organizations to drive meaningful change. Our efforts are focused on creating long-term value for our stakeholders and making a lasting, positive impact on society.</p> <p>As we move forward, we are excited to further embed sustainability into every aspect of our business, driving innovation and excellence in all that we do. Together with our stakeholders, we will continue to work towards a future where our business success is synonymous with the well-being of our planet and its people.</p> |
| <b>8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).</b>   | Mr. Sundeep V Bambolkar,<br>Jt. Managing Director (DIN: 00176613)   |
| <b>9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</b> | No  |

**10. Details of Review of NGRBCs by the Company:**

| Subject for Review   | Indicate whether the review was undertaken by the Director / Committee of the Board/ Any other Committee  | Frequency<br>(Annually/ Half yearly/ Quarterly/ Any other – please specify) |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |
|--|---|---|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
|  |   | P 1   | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
| Performance against above policies and follow up action  | The policies of the Company are reviewed periodically / on a need basis by department heads / director / board committees / board members, wherever applicable. |   |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | Status of compliance with all applicable statutory requirements is reviewed by the Board on a quarterly basis.  |   |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |     |

**11. Has the entity carried out an independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency**

No

12. If the answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

| Questions   | P 1  | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---|--|-----|-----|-----|-----|-----|-----|-----|-----|
| The entity does not consider the Principles material to its business (Yes/No)   | Not Applicable since the policies of the Company cover all Principles on NGRBCs. |     |     |     |     |     |     |     |     |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) |  |     |     |     |     |     |     |     |     |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No)                         |  |     |     |     |     |     |     |     |     |
| It is planned to be done in the next financial year (Yes/No)  |  |     |     |     |     |     |     |     |     |
| Any other reason (please specify)   |  |     |     |     |     |     |     |     |     |

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1** Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

#### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

| Segment                           | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact  | %age of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|--|--|
| Board of Directors                | 4  | The Company conducts familiarisation programmes for its Board of Directors at regular intervals which covers topics such as Business and Operational performance of the Company, Regulatory Updates, Environment, Health and Safety and Risk Management.   | 100  |
| Key Managerial Personnel          | 2  | Leadership Development Programme, Financial Empowerment, Goal Setting & Interactive Session.   | 100  |
| Employees other than BoD and KMPs | 523  | Code of Conduct, Organisation Development - Workplace Personality, Communication skills, Locus of control and accountability, Goal setting Management, Problem Solving, Decision making, Prioritization, Time management, Delegation, POSH training by POSH trainer, Handling of Standards, Data Integrity, Good Documentation Practice, LNB / Register Writing and Entries in Log Book, Calibration, Rounding and Reporting of Results, USP General Chapters, Pharmaceutical Development Report, Handling of Incident, Good Laboratory Practices, GMP Training, CAPA change Training, SOP for Waste Disposal, SOP for Use of Fire Extinguishers, Fire Hydrant Drill, Personal Protective Equipments and Machine Safety, Awareness Training Session on Fire Safety, Emergency Evacuation System SOP for Protocol Management, Nitrosamines and NDSRI impurities in drug substances and drug products, ICH Q1 Stress testing and Photo Stability, Good Instrument Practices. | 69.08  |

| Segment | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact  | %age of persons in respective category covered by the awareness programmes |
|---------|--|--|--|
| Workers | 79   | Code of Conduct, Organisation Development - Workplace Personality, Communication skills, Locus of control and accountability, Goal setting Management, Problem Solving, Decision making, Prioritization, Time management, Delegation, POSH training by POSH trainer, Handling of Standards, Data Integrity, Good Documentation Practice, LNB / Register Writing and Entries in Log Book, Calibration, Rounding and Reporting of Results, USP General Chapters, Pharmaceutical Development Report, Handling of Incident, Good Laboratory Practices, GMP Training, CAPA change Training, SOP for Waste Disposal, SOP for Use of Fire Extinguishers, Fire Hydrant Drill, Personal Protective Equipments and Machine Safety, Awareness Training Session on Fire Safety, Emergency Evacuation System SOP for Protocol Management, Nitrosamines and NDSRI impurities in drug substances and drug products, ICH Q1 Stress testing and Photo Stability, Good Instrument Practices. | 72.25  |

2. Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

| Monetary        |                 |   |                   |                   |  |
|-----------------|-----------------|---|-------------------|-------------------|--|
| Particulars     | NGRBC Principle | Name of the regulatory/enforcement agencies/judicial institutions | Amount (In INR)   | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine   |                 |   | Nil               |                   |  |
| Settlement      |                 |   |                   |                   |  |
| Compounding fee |                 |   |                   |                   |  |
| Non-Monetary    |                 |   |                   |                   |  |
| Particulars     | NGRBC Principle | Name of the regulatory/enforcement agencies/judicial institutions | Brief of the Case |                   | Has an appeal been preferred? (Yes/No) |
| Imprisonment    |                 |   | Nil               |                   |  |
| Punishment      |                 |   |                   |                   |  |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

| Case Details   | Name of the regulatory/ enforcement agencies/ judicial institutions |
|----------------|---|
| Not Applicable |   |

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy:**

Yes, the Company has an Anti-bribery and Anti-Corruption Policy. The Policy is available on the Company's website at the web link: [https://www.indoco.com/policies/anti-corruption\\_policy.pdf](https://www.indoco.com/policies/anti-corruption_policy.pdf)

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

| Particulars | FY 2023-24  | FY 2022-23 |
|-------------|---|------------|
| Directors   | No Directors/KMPs/employees/workers were involved in bribery/ corruption in both FY 2023-24 and FY 2022-23. Hence, no action was taken by any law enforcement agency. |            |
| KMPs        |   |            |
| Employees   |   |            |
| Workers     |   |            |

**6. Details of complaints with regard to conflict of interest:**

| Particulars  | FY 2023-24 |         | FY 2022-23 |         |
|--|------------|---------|------------|---------|
|  | Number     | Remarks | Number     | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | Nil        | N.A.    | Nil        | N.A.    |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs      | Nil        | N.A.    | Nil        | N.A.    |

**7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:**

Not applicable, since no fines, penalties or actions were imposed by regulatory, law enforcement or judicial authorities on cases related to corruption and conflicts of interest.

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:**

| Particulars                         | FY 2023-24 | FY 2022-23 |
|-------------------------------------|------------|------------|
| Number of days of accounts payables | 42         | 44         |

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

| Parameter                  | Metrics   | FY 2023-24 | FY 2022-23 |
|----------------------------|---|------------|------------|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases                            | 42.02%     | 45%        |
|                            | b. Number of trading houses where purchases are made from                           | 2,963      | 3,000      |
|                            | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 5%         | 5%         |

| Parameter              | Metrics  | FY 2023-24 | FY 2022-23 |
|------------------------|--|------------|------------|
| Concentration of Sales | a. Sales to dealers /distributors as % of total sales                                    | 92.07%     | 92%        |
|                        | b. Number of dealers / distributors to whom sales are made                               | 78         | 87         |
|                        | c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors  | 78.48%     | 79.77%     |
| Share of RPTs in       | a. Purchases (Purchases with related parties/ Total Purchases)                           | 5.61%      | 0.83%      |
|                        | b. Sales (Sales to related parties / Total Sales)  | 0.98%      | Nil        |
|                        | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 98.83%     | 66.79%     |
|                        | d. Investments (Investments in related parties / Total Investments made)                 | 84.12%     | 86.01%     |

**PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

| Particulars | FY 2023-24 (%) | FY 2022-23 (%) | Details of improvements in environmental and social impacts  |
|-------------|----------------|----------------|--|
| R&D         | –              | –              | –  |
| Capex       | 0.06           | 0.89           | Effluent Treatment Plant and Sewage collection systems set up have increased waste management capabilities of the Company. |

- Does the entity have procedures in place for sustainable sourcing? (Yes/No)**  
No, the Company does not have procedures in place for sustainable sourcing, but a policy is being formulated encapsulating the procedures and guidelines for the same.
  - If yes, what percentage of inputs were sourced sustainably?**  
Not Applicable
- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**  
The Company does not have procedures for reclaiming products at the end of life. Procedures are under development to address the issue and will be reported in the future.
- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes /No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**  
Yes, Extended Producer Responsibility (EPR) is applicable to the entity's activities, but no plan has been shared with the Pollution Control Boards. Plans are being developed in collaboration with external and internal experts to implement and share with all relevant stakeholders in the next financial year 2024-2025.

**PRINCIPLE 3** Businesses should respect and promote the well-being of all employees, including those in their value chains

**Essential Indicators**

**1. a. Details of measures for the well-being of employees:**

| Category                              | % of employees covered by |                  |            |                    |            |                    |             |                    |            |                     |            |
|---------------------------------------|---------------------------|------------------|------------|--------------------|------------|--------------------|-------------|--------------------|------------|---------------------|------------|
|                                       | Total (A)                 | Health insurance |            | Accident insurance |            | Maternity benefits |             | Paternity Benefits |            | Day Care facilities |            |
|                                       |                           | No. (B)          | % (B / A)  | No. (C)            | % (C / A)  | No. (D)            | % (D / A)   | No. (E)            | % (E / A)  | No. (F)             | % (F / A)  |
| <b>Permanent employees</b>            |                           |                  |            |                    |            |                    |             |                    |            |                     |            |
| Male                                  | 4,599                     | 4,599            | 100        | 4,599              | 100        | N.A.               | N.A.        | Nil                | Nil        | Nil                 | Nil        |
| Female                                | 447                       | 447              | 100        | 447                | 100        | 447                | 100         | N.A.               | N.A.       | Nil                 | Nil        |
| <b>Total</b>                          | <b>5,046</b>              | <b>5,046</b>     | <b>100</b> | <b>5,046</b>       | <b>100</b> | <b>447</b>         | <b>8.86</b> | <b>Nil</b>         | <b>Nil</b> | <b>Nil</b>          | <b>Nil</b> |
| <b>Other than Permanent employees</b> |                           |                  |            |                    |            |                    |             |                    |            |                     |            |
| Male                                  | 1                         | 1                | 100        | 1                  | 100        | N.A.               | N.A.        | Nil                | Nil        | Nil                 | Nil        |
| Female                                | 1                         | 1                | 100        | 1                  | 100        | 1                  | 100         | N.A.               | N.A.       | Nil                 | Nil        |
| <b>Total</b>                          | <b>2</b>                  | <b>2</b>         | <b>100</b> | <b>2</b>           | <b>100</b> | <b>1</b>           | <b>50</b>   | <b>Nil</b>         | <b>Nil</b> | <b>Nil</b>          | <b>Nil</b> |

**b. Details of measures for the well-being of workers:**

| Category                            | % of workers covered by  |                  |            |                    |            |                    |             |                    |            |                     |            |
|-------------------------------------|--|------------------|------------|--------------------|------------|--------------------|-------------|--------------------|------------|---------------------|------------|
|                                     | Total (A)  | Health insurance |            | Accident insurance |            | Maternity benefits |             | Paternity Benefits |            | Day Care facilities |            |
|                                     |  | No. (B)          | % (B / A)  | No. (C)            | % (C / A)  | No. (D)            | % (D / A)   | No. (E)            | % (E / A)  | No. (F)             | % (F / A)  |
| <b>Permanent workers</b>            |  |                  |            |                    |            |                    |             |                    |            |                     |            |
| Male                                | 841  | 841              | 100        | 841                | 100        | N.A.               | N.A.        | Nil                | Nil        | Nil                 | Nil        |
| Female                              | 42   | 42               | 100        | 42                 | 100        | 42                 | 100         | N.A.               | N.A.       | Nil                 | Nil        |
| <b>Total</b>                        | <b>883</b>   | <b>883</b>       | <b>100</b> | <b>883</b>         | <b>100</b> | <b>42</b>          | <b>4.76</b> | <b>Nil</b>         | <b>Nil</b> | <b>Nil</b>          | <b>Nil</b> |
| <b>Other than Permanent workers</b> |  |                  |            |                    |            |                    |             |                    |            |                     |            |
| Male                                | Not Applicable as there are no other than Permanent workers in the Company |                  |            |                    |            |                    |             |                    |            |                     |            |
| Female                              |  |                  |            |                    |            |                    |             |                    |            |                     |            |
| <b>Total</b>                        |  |                  |            |                    |            |                    |             |                    |            |                     |            |

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

| Particulars  | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Cost incurred on wellbeing measures as a % of total revenue of the company | 0.54       | 0.60       |

**2. Details of retirement benefits, for the current financial year and previous financial year**

| Benefits                | FY 2023-24   |  |  | FY 2022-23   |  |  |
|-------------------------|--|--|--|--|--|--|
|                         | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF                      | 100  | 100  | Yes  | 100  | 100  | Yes  |
| Gratuity                | 100  | 100  | Yes  | 100  | 100  | Yes  |
| ESI                     | 25   | 52   | Yes  | 35   | 47   | Yes  |
| Others – please specify | –  | –  | –  | –  | –  | –  |

**3. Accessibility of workplaces**

**Are the premises/offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, the Company has taken steps to accommodate differently-abled employees and workers at its corporate offices and plant locations. If any employees and workers with special needs require additional support or are facing accessibility challenges, they can contact the Human Resources (HR) department. The HR department will arrange the necessary accommodations in accordance with the equal opportunity policy, ensuring that every employee and worker has equal access to opportunities and resources.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.**

The Company has established a policy on equal opportunity in compliance with the Rights of Persons with Disabilities Act, 2016. The Policy is available on the Company’s website at the web link: [https://www.indoco.com/policies/equal-opportunity-policy-as-per-the-rights-of-persons-with-disabilities-act\\_2016.pdf](https://www.indoco.com/policies/equal-opportunity-policy-as-per-the-rights-of-persons-with-disabilities-act_2016.pdf)

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

| Gender       | Permanent employees     |                    | Permanent workers       |                    |
|--------------|-------------------------|--------------------|-------------------------|--------------------|
|              | Return to work rate (%) | Retention rate (%) | Return to work rate (%) | Retention rate (%) |
| Male         | N.A.                    | N.A.               | N.A.                    | N.A.               |
| Female       | 66.67                   | 100                | Nil                     | Nil                |
| <b>Total</b> | <b>66.67</b>            | <b>100</b>         | <b>Nil</b>              | <b>Nil</b>         |

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

| Category of employees and workers | Yes/No<br><i>(If Yes, then give details of the mechanism in brief)</i>   |
|-----------------------------------|--|
| Permanent Workers                 | We are committed to ensuring an inclusive environment, where people are treated with dignity and respect, so that employees can bring their best selves to work. We have various policies to effectively address grievances like Code of Conduct, Whistle-blower & Vigil mechanism Policy, Policy on Prevention of Sexual Harassment at the workplace. All the employees of the Company shall report any queries or complaints of violation or potential violation (with full details and evidence, if any) to the location Human Resources Department Head and to Corporate Human Resources Department on <a href="mailto:corporatehr@indoco.com">corporatehr@indoco.com</a> . All complaints, lodged with the location Human Resources Department Head or with Corporate Human Resources Department, will be promptly and discreetly investigated, provided allegations are authentic and specific. An Investigation Committee/Member, appointed by the Management, will investigate the complaints and upon completion, a report shall be submitted to the Management to take appropriate action. All complaints, identities, investigations, reports, testimonies, evidences, and all other associated documents, shall be kept strictly confidential. |
| Other than Permanent Workers      |  |
| Permanent employees               |  |
| Other than permanent employees    |  |

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

| Category                         | FY 2023-24   |  |              | FY 2022-23  |   |              |
|----------------------------------|--|--|--------------|---|---|--------------|
|                                  | Total employees/<br>workers in<br>respective<br>category (A) | No. of employees /<br>workers in respective<br>category, who are part<br>of association(s) or<br>union (B) | % (B / A)    | Total<br>employees/<br>workers in<br>respective<br>category (C) | No. of employees/<br>workers in respective<br>category, who are<br>part of association(s)<br>or union (D) | % (D / C)    |
| <b>Total Permanent Employees</b> | <b>5,046</b>   | <b>Nil</b>   | <b>Nil</b>   | <b>5,241</b>  | <b>Nil</b>  | <b>Nil</b>   |
| Male                             | 4,599  | Nil  | Nil          | 4,780   | Nil   | Nil          |
| Female                           | 447  | Nil  | Nil          | 461   | Nil   | Nil          |
| <b>Total Permanent Workers</b>   | <b>883</b>   | <b>446</b>   | <b>50.51</b> | <b>857</b>  | <b>91</b>   | <b>10.62</b> |
| Male                             | 841  | 424  | 50.42        | 815   | 64  | 7.85         |
| Female                           | 42   | 22   | 52.38        | 42  | 27  | 64.29        |

8. Details of training given to employees and workers:

| Category         | FY 2023-24   |                                  |              |                      |              | FY 2022-23   |                                  |           |                      |           |
|------------------|--------------|----------------------------------|--------------|----------------------|--------------|--------------|----------------------------------|-----------|----------------------|-----------|
|                  | Total (A)    | On Health and safety<br>measures |              | On Skill upgradation |              | Total (D)    | On Health and safety<br>measures |           | On skill upgradation |           |
|                  |              | No. (B)                          | % (B / A)    | No. (C)              | % (C / A)    |              | No. (E)                          | % (E / D) | No. (F)              | % (F / D) |
| <b>Employees</b> |              |                                  |              |                      |              |              |                                  |           |                      |           |
| Male             | 4,599        | 1,053                            | 22.90        | 1,193                | 25.94        | 4,780        | Refer Note*                      |           |                      |           |
| Female           | 447          | 105                              | 23.49        | 142                  | 31.77        | 461          |                                  |           |                      |           |
| <b>Total</b>     | <b>5,046</b> | <b>1,158</b>                     | <b>22.95</b> | <b>1,335</b>         | <b>26.46</b> | <b>5,241</b> |                                  |           |                      |           |
| <b>Workers</b>   |              |                                  |              |                      |              |              |                                  |           |                      |           |
| Male             | 841          | 461                              | 54.82        | 405                  | 48.16        | 815          | Refer Note*                      |           |                      |           |
| Female           | 42           | 8                                | 19.05        | 13                   | 30.95        | 42           |                                  |           |                      |           |
| <b>Total</b>     | <b>883</b>   | <b>469</b>                       | <b>53.11</b> | <b>418</b>           | <b>47.34</b> | <b>857</b>   |                                  |           |                      |           |

*Note\*:* Specific per-person training data was not gathered during the period of 2022-23, as it marked the first year of reporting and mechanisms were not set up for the period.

9. Details of performance and career development reviews of employees and worker:

| Category         | FY 2023-24   |              |              | FY 2022-23   |              |              |
|------------------|--------------|--------------|--------------|--------------|--------------|--------------|
|                  | Total (A)    | No. (B)      | % (B / A)    | Total (C)    | No. (D)      | % (D / C)    |
| <b>Employees</b> |              |              |              |              |              |              |
| Male             | 4,599        | 4,167        | 90.61        | 4,780        | 4,542        | 95.02        |
| Female           | 447          | 427          | 95.53        | 461          | 432          | 93.71        |
| <b>Total</b>     | <b>5,046</b> | <b>4,594</b> | <b>91.04</b> | <b>5,241</b> | <b>4,974</b> | <b>94.91</b> |
| <b>Workers</b>   |              |              |              |              |              |              |
| Male             | 841          | 822          | 97.74        | 815          | 766          | 93.99        |
| Female           | 42           | 40           | 95.24        | 42           | 40           | 95.24        |
| <b>Total</b>     | <b>883</b>   | <b>862</b>   | <b>97.62</b> | <b>857</b>   | <b>806</b>   | <b>94.05</b> |



## 10. Health and safety management system:

### a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such a system?

Yes, an occupational health and safety management system has been implemented by the entity. The system encompasses the entire workforce and includes the following coverage and practices:

#### **Policies and Procedures:**

- **Environment, Health and Safety (EHS) Policy:** A comprehensive EHS policy is in place, guided by predefined procedures in line with local rules and regulations.
- **Standard Operating Procedures (SOPs):** EHS standard operating procedures are implemented across all departments, with specific goals related to health and safety that are evaluated annually.
- **Accident/Near Miss Reporting:** A procedure for reporting accidents and near misses is established.

**Risk Management:** Risk assessments of various activities are conducted regularly.

#### **Dedicated Departments and Personnel:**

- **EHS Department:** The Company has an EHS department with a dedicated safety officer recognized by the inspectorate of factories and boilers.
- **Occupational Health Center (OHC):** A dedicated OHC is available at the site.

#### **Health Monitoring:**

- **Annual Health Check-ups:** Annual health check-ups are planned for all existing employees.
- **New Joiners Health Confirmation:** As per the safety manual the HR department issues reports focusing on the health of new joiners in the organisation.
- **Employee Medical Check-ups:** Annual medical check-ups are conducted for employees.

#### **Safety Training and Equipment:**

- **Regular Safety Training:** Employees receive regular safety training covering various safety topics.
- **Personal Protective Equipment (PPE):** PPE is provided to all employees/workers.

#### **Emergency Preparedness:**

- **Onsite Emergency Plan:** An onsite emergency plan is prepared by a competent person for factories and boilers, with mock drills conducted biannually, covering all shifts.
- **Fire Drills:** Fire drills are carried out every six months.

### b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

To identify work-related hazards and assess risks on a routine and non-routine basis, Company employs a comprehensive set of processes:

#### **Hazard Identification:**

- **Job Safety Analysis (JSA):** Evaluates specific tasks to identify potential hazards before they occur.
- **Hazard and Operability Study (HAZOP):** A systematic method to identify potential hazards and operability problems.
- **Safety Audits and Inspections:** Routine inspections conducted by trained personnel, such as safety officers or supervisors, to visually inspect equipment, work areas, and processes.
- **Workplace Safety Observations:** Continuous monitoring and observation of workplace conditions and practices.

- **Employee Reporting:** Encourages employees to report hazards they observe or encounter through near miss reporting systems, safety suggestion boxes, or regular safety meetings.
- **Review of Incident Reports:** Analyzes previous incident reports to identify patterns or recurring hazards.

#### **Risk Assessment:**

- **Likelihood and Consequence Assessment:** Evaluates the likelihood of a hazard occurring and the potential consequences, using historical data, expert judgment, or industry standards.
- **Risk Matrix:** Combines likelihood and consequence ratings to determine the level of risk, helping prioritize actions based on severity.
- **Quantitative or Qualitative Assessment:** Conducts risk assessments using qualitative methods (assigning risk ratings) or quantitative methods (assigning numerical values based on probabilities and impact scales).

#### **Control Measures:**

- **Implementation of Controls:** Implements appropriate measures to eliminate or minimize identified hazards, following the hierarchy of controls (engineering controls, administrative controls, and PPE).
- **Review and Update:** Regularly reviews and updates control measures based on changing circumstances, new information, or employee feedback.

#### **Review and Continuous Improvement:**

- **Regular Reviews:** Conducts regular reviews of hazard identification and risk assessment processes.
- **Incident Analysis:** Analyzes incidents, accidents, near misses, and lessons learned to identify gaps or areas for improvement.
- **Training and Communication:** Provides ongoing training and communication to employees on hazard identification, risk assessment, and control measures.
- **Employee Engagement:** Encourages employee involvement in safety programs, including hazard reporting and suggesting improvements.

#### **Additional Processes:**

- **Permit-to-Work Systems:** Ensures all routine and non-routine activities are routed through permit systems to control and eliminate hazards.
- **Change Management Processes:** Manages changes to processes, equipment, and personnel to assess and mitigate risks.
- **Incident Investigation and Root Cause Analysis:** Investigates incidents to determine root causes and prevent recurrence.
- **Safety Committees and Employee Involvement:** Involves employees in safety committees to discuss and address safety concerns.
- **Task-Specific Risk Assessments:** Conducts risk assessments for specific tasks to ensure thorough hazard identification and risk management.

#### **Procedures for Handling and Prevention of Work-Related Hazards:**

- **Personal Protection:** Ensures the use of appropriate personal protective equipment (PPE).
- **Handling of Chemicals:** Follows strict protocols for chemical handling.
- **Risk Management Policies:** Implements comprehensive risk management policies.
- **Safety Manual:** Maintains a detailed safety manual outlining procedures and guidelines.
- **Periodic Trainings on First Aid:** Provides regular first aid training to employees.
- **Reporting of Incidents:** Establishes a robust system for reporting and investigating incidents.

All processes are monitored by the safety and security department and discussed in safety committee meetings. Legal compliances are shared with management on a monthly basis to ensure ongoing adherence to safety standards.

**c. Whether you have processes for workers to report work-related hazards and to remove themselves from such risks. (Y/N)**

Yes

**d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)**

Yes

**11. Details of safety-related incidents, in the following format:**

| <i>Safety Incident/Number</i>  | <i>Category*</i> | <i>FY 2023-24</i> | <i>FY 2022-23</i> |
|--|------------------|-------------------|-------------------|
| Lost Time Injury Frequency Rate (LTIFR)<br>(per one million-person hours worked) | Employees        | Nil               | Nil               |
|  | Workers          | Nil               | Nil               |
| Total recordable work-related injuries   | Employees        | Nil               | 3                 |
|  | Workers          | Nil               | 7                 |
| No. of fatalities  | Employees        | Nil               | Nil               |
|  | Workers          | Nil               | Nil               |
| High consequence work-related injury or ill-health (excluding fatalities)        | Employees        | Nil               | Nil               |
|  | Workers          | Nil               | Nil               |

*\*Including in the contract workforce*

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace:**

We have implemented a range of measures to ensure a safe and healthy workplace. These initiatives encompass various aspects of workplace safety and well-being:

**i. Policy Development and Implementation:**

We have established comprehensive health and safety policies that guide our operations and ensure compliance with all relevant regulations.

**ii. Risk Assessment and Hazard Identification:**

Regular risk assessments and workplace inspections are conducted to proactively identify and address potential hazards.

**iii. Training and Education:**

Employees undergo regular training programs, including specialized training on topics like Fire Safety, First Aid, ACLS & BLS, to ensure they are well-prepared for emergencies.

**iv. Emergency Preparedness:**

We have implemented robust emergency response plans and maintain first aid and medical facilities to ensure readiness in case of emergencies.

**v. Health and Wellness Programs:**

Employee wellness programs are in place to promote good health and hygiene habits among staff, supporting overall well-being.

**vi. Engineering Controls:**

Our facilities are designed with safety in mind, including regular equipment maintenance and the installation of suppression systems in electrical panels, battery rooms, server rooms, and panel rooms.

**vii. Administrative Controls:**

Safety committees have been set up and regular meetings with HODs are conducted to raise awareness and ensure active participation in safety drill and other activities.

**viii. Personal Protective Equipment (PPE):**

We ensure the provision and proper use of PPE, along with strict compliance to protect employees from workplace hazards.

**ix. Incident Reporting and Investigation:**

A system is in place for reporting workplace incidents and data integrity issues, supported by procedures for thorough incident investigation to prevent future occurrences.

**x. Continuous Improvement:**

Safety audits and reviews are regularly conducted, incorporating employee feedback to continuously enhance our safety protocols, with proper maintenance and storage of records.

**xi. Additional Measures:**

Clean and hygienic facilities are provided for staff, and mechanisms are in place for reporting safety-related incidents, fraudulent activities, and data integrity issues.

**13. Number of complaints on the following made by employees and workers:**

| Particulars        | FY 2023-24            |                                       |         | FY 2022-23            |                                       |         |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                    | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |
| Health and Safety  | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |

**14. Assessments for the year:**

| Particulars                 | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Health and safety practices | 46.15   |
| Working Conditions          | 46.15   |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions:**

Company has taken several corrective actions to address safety-related incidents and mitigate significant risks identified through assessments. At our Waluj facility in Aurangabad, a third-party assessment conducted by M/s Parag Enterprises highlighted various observations. The Company promptly addressed all the observations and achieved compliance against the assessment. In response to specific safety concerns, the following measures have been implemented at our Waluj facility,

- i. New Fire Hydrant System:** Installation work is underway as per the Fire NOC requirements.
- ii. Automated Sprinkler System:** An automated sprinkler system has been installed throughout all high-risk areas to ensure rapid response in case of fire.
- iii. Smoke Detection System:** Strengthening of the smoke detection system has been completed to enhance early fire detection capabilities.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

The process of identifying key stakeholder groups in Indoco involves a systematic and comprehensive approach to understand and prioritize individuals, organizations, or entities that significantly influence the Company's operations, objectives, and outcomes. Initially, a stakeholder mapping exercise is conducted to identify potential stakeholders, including shareholders, customers, employees, regulatory authorities, healthcare professionals, suppliers, research institutions, advocacy groups, communities, competitors, and media.

Once identified, the stakeholders are prioritized based on their level of influence and impact on Indoco's operations and objectives. Stakeholders with higher influence and impact are given priority.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

| <i>Stakeholder Group</i> | <i>Whether identified as Vulnerable &amp; Marginalised Group (Yes/No)</i> | <i>Channel of Communication (Email/SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other</i>   | <i>Frequency of Engagement (Annually/ Half yearly/ Quarterly/ Other please specify)</i> | <i>Purpose and scope of engagement including key topics and concerns raised during such engagement.</i>   |
|--------------------------|---|--|---|---|
| Shareholders             | No  | Press releases, website, analyst meets, analyst briefings, annual general meetings, Stock exchange and other communications, Financial Results, investor meetings/ conferences, Annual Report, Grievance redressal mechanism | Regular and as when required  | Update shareholders/ investors on the business and financial performance, Company's strategy, potential opportunities and risks   |
| Banks                    | No  | E-mails, meetings, submissions, phone calls  | Regular   | <ul style="list-style-type: none"> <li>➤ Routine banking transactions</li> <li>➤ Drawdown limits</li> <li>➤ Lending terms</li> </ul>  |
| Regulatory authorities   | No  | E-mails, meetings, submissions, Engagement through Industry Associations / committees  | As and when required  | To engage and make representations on various regulatory and policy issues  |
| Suppliers/ vendors       | No  | Physical and virtual meetings, calls, e-mail, website  | Regular   | <ul style="list-style-type: none"> <li>➤ Ensuring business continuity and maintenance of quality compliance</li> <li>➤ To identify and address any gaps at supplier facilities relating to cGMP practices</li> <li>➤ To address any feedback/ queries related to the product</li> </ul> |

| <b>Stakeholder Group</b>                    | <b>Whether identified as Vulnerable &amp; Marginalised Group (Yes/No)</b> | <b>Channel of Communication (Email/SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other</b>  | <b>Frequency of Engagement (Annually/ Half yearly/ Quarterly/ Other please specify)</b> | <b>Purpose and scope of engagement including key topics and concerns raised during such engagement.</b>   |
|---|---|---|---|---|
| Employees                                   | No  | Digital and physical channels of communication including but not limited to e-mails, intranet, internal human resource portal, notice board, engagement initiatives, Townhalls, Grievance Redressal Mechanism, appraisal and training programmes. | Continuous  | Health and Safety Awareness, skill upgradation for personal and professional growth, awareness of Company's policies and grievance redressal, providing the latest and updated information on Company and industry developments   |
| Distributors/ Carrying and Forwarding Agent | No  | Mailers, Emails, phone calls  | Regular and as and when required  | <ul style="list-style-type: none"> <li>➤ Enhancing the reach of our medicines in various geographies</li> <li>➤ Developing strong partnerships for an uninterrupted supply of medicines</li> <li>➤ To address any query/ feedback by Distributors/ Carrying and Forwarding Agent</li> </ul>                                       |
| Consumers                                   | No  | Customer meets, Emails, social media, website, Marketing & Communication  | Frequent and need based   | <ul style="list-style-type: none"> <li>➤ Increase awareness and educate to improve the health of our patients, identify and address the unmet patient needs and develop better products/ services for the patients</li> <li>➤ To address any concerns relating to our products, To create awareness about our products</li> </ul> |

## PRINCIPLE 5: Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category               | FY 2023-24   |                                      |             | FY 2022-23   |                                   |             |
|------------------------|--|--------------------------------------|-------------|--------------|-----------------------------------|-------------|
|                        | Total (A)  | No. of employees/workers covered (B) | % (B / A)   | Total (C)    | No. employees/workers covered (D) | % (D / C)   |
| <b>Employees</b>       |  |                                      |             |              |                                   |             |
| Permanent              | 5,046  | Refer Note*                          | Refer Note* | 5,241        | Refer Note*                       | Refer Note* |
| Other than permanent   | 2  |                                      |             | 3            |                                   |             |
| <b>Total Employees</b> | <b>5,048</b>   |                                      |             | <b>5,244</b> |                                   |             |
| <b>Workers</b>         |  |                                      |             |              |                                   |             |
| Permanent              | 883  | Refer Note*                          |             | 857          | Refer Note*                       |             |
| Other than permanent   | Not Applicable as there are no other than Permanent workers in the Company |                                      |             |              |                                   |             |
| <b>Total Workers</b>   | <b>883</b>   | <b>Refer Note*</b>                   |             | <b>857</b>   | <b>Refer Note*</b>                |             |

*Note\*:* Although, there has not been a dedicated Human Rights training, various other training sessions have included components that address aspects of Human Rights. These include topics such as Code of Conduct, POSH training, Locus of Control and Accountability, and other relevant areas that encompass fundamental human rights principles.

2. Details of minimum wages paid to employees and workers in the following format:

| Category                    | FY 2023-24   |                       |            |                        |            | FY 2022-23   |                       |            |                        |            |
|-----------------------------|--|-----------------------|------------|------------------------|------------|--------------|-----------------------|------------|------------------------|------------|
|                             | Total (A)  | Equal to Minimum Wage |            | More than Minimum Wage |            | Total (D)    | Equal to Minimum Wage |            | More than Minimum Wage |            |
|                             |  | No. (B)               | % (B/A)    | No. (C)                | % (C/A)    |              | No. (E)               | % (E/D)    | No. (F)                | % (F/D)    |
| <b>Employees</b>            |  |                       |            |                        |            |              |                       |            |                        |            |
| <b>Permanent</b>            | <b>5,046</b>   | <b>Nil</b>            | <b>Nil</b> | <b>5,046</b>           | <b>100</b> | <b>5,241</b> | <b>Nil</b>            | <b>Nil</b> | <b>5,241</b>           | <b>100</b> |
| Male                        | 4,599  | Nil                   | Nil        | 4,599                  | 100        | 4,780        | Nil                   | Nil        | 4,780                  | 100        |
| Female                      | 447  | Nil                   | Nil        | 447                    | 100        | 461          | Nil                   | Nil        | 461                    | 100        |
| <b>Other than Permanent</b> | <b>2</b>   | <b>Nil</b>            | <b>Nil</b> | <b>2</b>               | <b>100</b> | <b>3</b>     | <b>Nil</b>            | <b>Nil</b> | <b>3</b>               | <b>100</b> |
| Male                        | 1  | Nil                   | Nil        | 1                      | 100        | 2            | Nil                   | Nil        | 2                      | 100        |
| Female                      | 1  | Nil                   | Nil        | 1                      | 100        | 1            | Nil                   | Nil        | 1                      | 100        |
| <b>Workers</b>              |  |                       |            |                        |            |              |                       |            |                        |            |
| <b>Permanent</b>            | <b>883</b>   | <b>Nil</b>            | <b>Nil</b> | <b>883</b>             | <b>100</b> | <b>857</b>   | <b>Nil</b>            | <b>Nil</b> | <b>857</b>             | <b>100</b> |
| Male                        | 841  | Nil                   | Nil        | 841                    | 100        | 815          | Nil                   | Nil        | 815                    | 100        |
| Female                      | 42   | Nil                   | Nil        | 42                     | 100        | 42           | Nil                   | Nil        | 42                     | 100        |
| <b>Other than Permanent</b> | Not Applicable as there are no other than Permanent workers in the Company |                       |            |                        |            |              |                       |            |                        |            |
| Male                        |  |                       |            |                        |            |              |                       |            |                        |            |
| Female                      |  |                       |            |                        |            |              |                       |            |                        |            |

**3. Details of remuneration/salary/wages:**

**a. Median remuneration/wages:**

| Particulars                      | Male   |   | Female |   |
|----------------------------------|--------|---|--------|---|
|                                  | Number | Median remuneration/salary/wages of respective category | Number | Median remuneration/salary/wages of respective category |
| Board of Directors (BoD)         | 6      | 6,20,000  | 2      | 4,29,40,031   |
| Key Managerial Personnel         | 2      | 1,13,95,734   | Nil    | Nil   |
| Employees other than BoD and KMP | 4,597  | 3,90,332  | 447    | 4,80,008  |
| Workers                          | 841    | 3,07,992  | 42     | 2,96,834  |

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

| Particulars                                     | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| Gross wages paid to females as % of total wages | 11.46%     | 14.05%     |

**4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes. Human Resources Head is the focal point for addressing human rights impacts or issues caused or contributed to by the business.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Our Human Rights Policy applies to all stakeholders and is available at weblink [https://www.indoco.com/policies/human\\_rights\\_policy.pdf](https://www.indoco.com/policies/human_rights_policy.pdf). We have various policies to effectively address grievances related to human rights issues. Under these policies, we have established a mechanism for receiving and managing complaints. We have a dedicated grievance channel through our Whistle-blower Policy, which allows stakeholders to report concerns confidentially to the Chairperson of the Audit Committee. The Company has a Code of Conduct and Policy on Prevention of Sexual Harassment at the Workplace against any kind of harassment whether sexual, verbal, physical or an act of exclusion which interferes with an individual's work performance or creates an environment which is hostile, offensive or intimidating.

**6. Number of complaints on the following made by employees and workers:**

| Particulars                       | FY 2023-24            |                                       |         | FY 2022-23            |                                       |         |
|-----------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                                   | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment                 | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |
| Discrimination at workplace       | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |
| Child Labour                      | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |
| Forced Labour/ Involuntary Labour | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |
| Wages                             | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |
| Other human rights related issues | Nil                   | Nil                                   | N.A.    | Nil                   | Nil                                   | N.A.    |



**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

| <i>Particulars</i>   | <i>FY 2023-24</i> | <i>FY 2022-23</i> |
|--|-------------------|-------------------|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | Nil               | Nil               |
| Complaints on POSH as a % of female employees / workers  | Nil               | Nil               |
| Complaints on POSH upheld  | Nil               | Nil               |

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

We believe in providing equal opportunity/affirmative action. We have formulated and implemented Code of Conduct, Whistle-blower & Vigil mechanism Policy, Equal Opportunity for Work and Pay Policy, Equal Opportunity Policy as per the Rights of Persons with Disabilities Act, 2016 and Policy on Prevention of Sexual Harassment at the workplace to effectively prevent adverse consequences in discrimination and harassment cases. Complainants in discrimination and harassment cases are protected from adverse consequences as per the guidelines and provisions provided in the Policy on Prevention of Sexual Harassment at the workplace policy, Code of Conduct and such other aforesaid policies.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, human rights requirements form part of our business agreements and contract.

**10. Assessments for the year:**

| <i>Particulars</i>          | <i>% of your plants and offices that were assessed<br/>(by the entity or statutory authorities or third parties)</i> |
|-----------------------------|--|
| Child labour                | 38.46  |
| Forced/involuntary labour   | 38.46  |
| Sexual harassment           | 38.46  |
| Discrimination at workplace | 38.46  |
| Wages                       | 38.46  |
| Others – please specify     | -  |

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above**

Not Applicable

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

| <i>Parameter</i>  | <i>FY 2023-24<br/>(In MJ)</i> | <i>FY 2022-23<br/>(In MJ)</i> |
|---|-------------------------------|-------------------------------|
| <b>From renewable sources</b>                               | -                             | -                             |
| Total electricity consumption (A)                           | 1,14,65,192.74                | 21,23,733.60                  |
| Total fuel consumption (B)                                  | -                             | -                             |
| Energy consumption through other sources (Solar) (C)        | -                             | -                             |
| <b>Total energy consumed from renewable sources (A+B+C)</b> | <b>1,14,65,192.74</b>         | <b>21,23,733.60</b>           |

| Parameter   | FY 2023-24<br>(In MJ)  | FY 2022-23<br>(In MJ)              |
|---|--|------------------------------------|
| <b>From non-renewable sources</b>   | -  | -                                  |
| Total electricity consumption (D)   | 18,53,44,373.66  | 17,81,74,782                       |
| Total fuel consumption (E)  | 12,38,89,005.58  | 12,10,99,425.65                    |
| Energy consumption through other sources (F)  | -  | -                                  |
| <b>Total energy consumed from non-renewable sources (D+E+F)</b>   | <b>30,92,33,379.24</b>   | <b>29,92,74,207.65</b>             |
| <b>Total energy consumed (A+B+C+D+E+F)</b>  | <b>32,06,98,571.98</b>   | <b>30,13,97,941.25</b>             |
| <b>Energy intensity per rupee of turnover</b> (Total energy consumption/ Revenue from operations)   | <b>1,820.13</b><br>(MJ/Lakh ₹)   | <b>1,839.89</b><br>(MJ/Lakh ₹)     |
| <b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP) | <b>38,149.99</b><br>(MJ/Lakh ₹)  | <b>38,564.10</b><br>(MJ/Lakh ₹)    |
| <b>Energy intensity in terms of physical output</b>   | <b>9,184.09</b><br>(MJ/Lakh Units)   | <b>7,861.58</b><br>(MJ/Lakh Units) |
| Energy intensity (optional) – the relevant metric may be selected by the entity   | -  | -                                  |
| Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.         | No, Independent Assessment/evaluation/ assurance has not been carried out by an external agency this year. |                                    |

*Note: For the calculation of 'Energy intensity in terms of physical output,' we used units of production as the total weight of the production volume was not available. This calculation includes all products manufactured, such as tablets, capsules, liquids, creams/ointments, formulations, and APIs.*

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken if any.

Since the Company is engaged in pharmaceutical sector, it is not identified as DC under the PAT scheme.

3. Provide details of the following disclosures related to water, in the following format:

| Parameter  | FY 2023-24  | FY 2022-23                     |
|--|---|--------------------------------|
| <b>Water withdrawal by source (in kilolitres)</b>  |   |                                |
| (i) Surface water  | -   | -                              |
| (ii) Groundwater   | 1,57,868  | 96,538                         |
| (iii) Third party water  | 1,30,940  | 1,22,515.68                    |
| (iv) Seawater / desalinated water  | -   | -                              |
| (v) Others   | 72,045  | 1,15,440                       |
| <b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>  | <b>3,60,853</b>   | <b>3,34,493.68</b>             |
| <b>Total volume of water consumption (in kilolitres)</b>   | <b>3,31,903</b>   | <b>2,47,109.68</b>             |
| <b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations)   | <b>1.88 (KL/Lakh ₹)</b>   | <b>1.51 (KL/Lakh ₹)</b>        |
| <b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP) | <b>39.48 (KL/Lakh ₹)</b>  | <b>31.62 (KL/Lakh ₹)</b>       |
| <b>Water intensity in terms of physical output</b>   | <b>9.5</b><br>(KL/Lakh Units)   | <b>6.45</b><br>(KL/Lakh Units) |
| Water intensity (optional) – the relevant metric may be selected by the entity   | -   | -                              |
| Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.          | No, Independent Assessment/ evaluation/ assurance has not been carried out by an external agency this year. |                                |

4. Provide the following details related to water discharged:

| <i>Parameter</i>  | <i>FY 2023-24</i>   | <i>FY 2022-23</i> |
|---|---|-------------------|
| <b>Water discharge by destination and level of treatment (in kilolitres)</b>  |   |                   |
| i. To Surface water   | 34,439  | -                 |
| - No treatment  | -   | -                 |
| - With treatment – please specify level of treatment  | 34,439  | -                 |
| ii. To Groundwater  | 18,288  | -                 |
| - No treatment  | -   | -                 |
| - With treatment – please specify level of treatment  | 18,288  | -                 |
| iii. To Seawater  | -   | -                 |
| - No treatment  | -   | -                 |
| - With treatment – please specify level of treatment  | -   | -                 |
| iv. Sent to third-parties   | -   | 36,960            |
| - No treatment  | -   | -                 |
| - With treatment – please specify level of treatment  | -   | 36,960            |
| v. Others   | -   | 40,150            |
| - No treatment  | -   | -                 |
| - With treatment – please specify level of treatment  | -   | 40,150            |
| <b>Total water discharged (in kilolitres)</b>   | <b>52,727</b>   | <b>77,110</b>     |
| Indicate if any independent assessment/ evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. | No, Independent Assessment/ evaluation/ assurance has not been carried out by an external agency this year. |                   |

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation

Yes, our manufacturing facility at Patalganga has implemented comprehensive mechanisms for Zero Liquid Discharge (ZLD). The facility is equipped with an Effluent Treatment Plant (ETP) that treats wastewater effectively. In addition, the said facility employs a Multi-Effect Evaporator (MEE) and Reverse Osmosis (RO) system to ensure that no liquid waste is discharged into the environment.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| <i>Parameter</i>   | <i>Please specify unit</i>   | <i>FY 2023-24</i> | <i>FY 2022-23</i> |
|--|--|-------------------|-------------------|
| NOx  | µg/m3  | 59.87             | 14.17             |
| SOx  | µg/m3  | 28.03             | 20.32             |
| Particulate matter (PM)  | µg/m3  | 53.65             | 7.66              |
| Persistent organic pollutants (POP)  | µg/m3  | -                 | -                 |
| Volatile organic compounds (VOC)   | µg/m3  | -                 | -                 |
| Hazardous air pollutants (HAP)   | µg/m3  | -                 | -                 |
| Others (Co2)   | µg/m3  | 225.45            | -                 |
| Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. | No, Independent Assessment/evaluation/ assurance has not been carried out by an external agency this year. |                   |                   |

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter   | Unit   | FY 2023-24 | FY 2022-23 |
|---|--|------------|------------|
| <b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)                              | TCO <sub>2</sub> e   | 14,786.81  | 12,827.33  |
| <b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)                              | TCO <sub>2</sub> e   | 36,554.03  | 44,543.7   |
| <b>Total Scope 1 and Scope 2 emissions intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)  | TCO <sub>2</sub> e/Lakh ₹  | 0.29       | 0.35       |
| <b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) | TCO <sub>2</sub> e/Lakh ₹  | 6.11       | 7.34       |
| <b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>   | TCO <sub>2</sub> e/Lakh Units  | 1.47       | 1.5        |
| <b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity  | -  | -          | -          |
| Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency   | No, Independent Assessment/evaluation/ assurance has not been carried out by an external agency this year. |            |            |

8. Does the entity have any project related to reducing Green House Gas emissions? If Yes, then provide details.

Yes, the entity has initiated several projects aimed at reducing Green House Gas (GHG) emissions. These include:

- i. **Upgrading Equipment and Systems:** Modernizing and upgrading equipment to more energy-efficient models to reduce energy consumption and emissions.
- ii. **Procurement of Solar Power:** Integrating solar power into our energy mix to reduce reliance on fossil fuels and lower carbon emissions.
- iii. **Using Natural Gas for Boilers:** Switching to natural gas for boiler operations to decrease carbon emissions compared to traditional fuels.
- iv. **Tree Planting Initiatives:** Implementing tree planting programs to absorb carbon dioxide and enhance local air quality.
- v. **Briquette-Fired Boiler:** Installing a briquette-fired boiler to utilize biomass as a renewable energy source, further reducing GHG emissions.

9. Provide details related to waste management by the entity, in the following format:

| Parameter                                       | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| <b>Total Waste generated</b> (in metric tonnes) |            |            |
| Plastic waste (A)                               | 5.67       | 208.3      |
| E-waste (B)                                     | 1.07       | 1.79       |
| Bio-medical waste (C)                           | 12.58      | 11.3       |
| Construction and demolition waste (D)           | 1.57       | 0          |
| Battery waste (E)                               | 1.12       | 2.47       |

| Parameter  | FY 2023-24                  | FY 2022-23                  |
|--|-----------------------------|-----------------------------|
| Radioactive waste (F)  | -                           | -                           |
| Other Hazardous Waste. Please specify, if any (G)  | 649.18                      | 442.06                      |
| Other Non-hazardous waste generated (H). Please specify, if any (Break-up by composition i.e. by materials relevant to the sector)                         | -                           | -                           |
| <b>Total (A+B + C + D + E + F + G +H)</b>  | <b>671.19</b>               | <b>665.92</b>               |
| <b>Waste intensity per rupee of turnover</b><br>(Total waste generated / Revenue from operations)  | <b>0.0038 (MT/Lakh ₹)</b>   | <b>0.0041 (MT/Lakh ₹)</b>   |
| <b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP) | <b>0.08 (MT/Lakh ₹)</b>     | <b>0.09 (MT/Lakh ₹)</b>     |
| <b>Waste intensity in terms of physical output</b>   | <b>0.02 (MT/Lakh Units)</b> | <b>0.02 (MT/Lakh Units)</b> |
| <b>Waste intensity</b> (optional) – the relevant metric may be selected by the entity  | -                           | -                           |

| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)            |   |               |
|--|---|---------------|
| Category of waste - Other Hazardous Waste  |   |               |
| (i) Recycled   | 244.91  | 213.38        |
| (ii) Re-used   | 5.12  | 0             |
| (iii) Other recovery operations  | 0   | 0             |
| <b>Total</b>   | <b>250.03</b>   | <b>213.38</b> |
| For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)                                      |   |               |
| (i) Incineration   | 235.41  | 92.82         |
| (ii) Landfilling   | 149.25  | 81.04         |
| (iii) Other disposal operations  | 36.51   | 278.68        |
| <b>Total</b>   | <b>421.17</b>   | <b>452.54</b> |
| Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency | No, Independent Assessment/ evaluation/ assurance has not been carried out by an external agency this year. |               |

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company has established comprehensive waste management practices and strategies to minimize the use of hazardous and toxic chemicals. The following describe the key waste management practices and strategies adopted in the various facilities of Indoco.

- i. Procedure for Handling, Storage, and Segregation:** We follow the SOP for disposal of Waste (SOP/ EHS/019), which outlines the procedures for handling, storage, and segregation of hazardous waste.
- ii. Dedicated Hazardous Waste Storage:** At our Waluj facility, we have a dedicated room for storing hazardous waste. This waste is sent to authorised vendors within 90 days, following the guidelines of the Central Pollution Control Board.

- iii. **Disposal and Recycling:** Hazardous waste is sent to a Common Hazardous Waste Storage & Disposal Facility or sold to authorized recyclers. Non-hazardous waste, such as plastic, cardboards, and glass, is sent to vendors approved by GSPCB for recycling.
- iv. **Hazardous Waste Annual Return:** We have a system in place for the submission of Form-4, which is used for hazardous waste annual return.
- v. **Segregation of Waste:** Waste is segregated into hazardous and non-hazardous categories. Hazardous waste includes off-specification products and ETP sludge, while non-hazardous waste includes plastics, cardboards, and glass. Hazardous waste is sent to partner organisation for co-processing.
- vi. **Reduction Techniques:** We employ FIFO-FEFO (First In First Out, First Expired First Out) techniques to reduce raw and packing materials, thereby minimizing waste generation.
- vii. **Biological and Non-Biological Waste Handling:** We have a defined procedure for handling and collection of biological and non-biological waste, outlined in SOP No: CR-GN-16-14.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

| S. No.  | Location of operations/offices | Type of operations | Whether the conditions of environmental approval/ clearance being complied with? (Y/N)<br>If no, the reasons thereof and corrective action taken, if any. |
|---|--------------------------------|--------------------|---|
| Not Applicable as the Company does not have operations/offices in/around ecologically sensitive areas |                                |                    |   |

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

| Name and brief details of project   | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|----------------------|------|---|--|-------------------|
| Not Applicable as during the current financial year, the Company was not required to undertake any Environment Impact Assessment under applicable regulations |                      |      |   |  |                   |

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

| S. No.         | Specify the law/ regulation/ guidelines which were not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|----------------|--|---------------------------------------|---|---------------------------------|
| Not Applicable |  |                                       |   |                                 |

Yes, the Company is compliant with the applicable environmental law/ regulations/ guidelines in India.

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

1. a. **Number of affiliations with trade and industry chambers/ associations: 10**
- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

| S. No. | Name of the trade and industry chambers/ associations          | Reach of trade and industry chambers/ associations (State/National) |
|--------|--|---|
| 1.     | Indian Drug Manufacturers Association (IDMA)                   | National  |
| 2.     | Federation of Pharma Entrepreneurs (FOPE)                      | National  |
| 3.     | Himachal Pradesh Drugs Manufacturers Association (HPDMA)       | State   |
| 4.     | Pharmaceuticals Export Promotion Council of India (Pharmexcil) | National  |
| 5.     | Federation of Indian Chambers of Commerce and Industry (FICCI) | National  |
| 6.     | Bombay Chamber of Commerce                                     | State   |
| 7.     | Maharashtra Economic Development                               | State   |
| 8.     | Indo-German Chamber of Commerce                                | National  |
| 9.     | Federation of Indian Export Organisations                      | National  |
| 10.    | Indian Merchant Chambers                                       | National  |

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

| Name of authority   | Brief of the case | Corrective action taken |
|---|-------------------|-------------------------|
| Not Applicable as there is no action taken or underway against the Company on any issues related to anti-competitive conduct. |                   |                         |

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

| Name and brief details of project  | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes /No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|--|----------------------|----------------------|--|--|-------------------|
| Not Applicable as during the year, the Company was not required to undertake any SIA under the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013. |                      |                      |  |  |                   |

2. **Provide information on the project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

| S. No.         | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In INR) |
|----------------|--|-------|----------|---|--------------------------|---|
| Not applicable |  |       |          |   |                          |   |

**3. Describe the mechanisms to receive and redress grievances of the community.**

The Communities can raise their grievances as per the mechanism provided in the Grievance Redressal Policy External available on the website of our Company.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

| <i>Particulars</i>                           | <i>FY 2023-24</i> | <i>FY 2022-23</i> |
|--|-------------------|-------------------|
| Directly sourced from MSMEs/ small producers | 30%               | 26%               |
| Directly from within India                   | 79%               | 76%               |

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

| <i>Location</i> | <i>FY 2023-24</i> | <i>FY 2022-23</i> |
|-----------------|-------------------|-------------------|
| Rural           | 30.01%            | 32.70%            |
| Semi-urban      | 11.56%            | 12.71%            |
| Urban           | 9.79%             | 8.61%             |
| Metropolitan    | 48.65%            | 45.99%            |

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

**To Receive:**

- Mechanism for formulation sites -
  - Complaints can be communicated either orally or written form or through any other means of communication like electronically.
  - We have a dedicated email Id for each facility to receive consumer complaints. Once the complaints are received, the same are logged into the system.
  - Any additional information related to the complaint can be requested through a letter or an email.
- Additionally for API sites, SOP No. SOP/PP/QA/051 is implemented for handling customer (Consumer) complaints:
  - The Marketing department forwards the complaint to the Plant QA team within 48 hours from the receipt of the complaint. The QA head then reviews the complaint and send an interim response to the complainant through the Marketing department.
  - Critical complaints are investigated within 15 working days, while non-critical ones are completed within 30 working days from the time the complaint is received.
  - Once the investigation is completed, feedback determining the satisfaction of the complainant is obtained.



**Feedback:**

- Organisational mechanism
  - A reply is prepared and sent to the complainant along with the investigation details.
  - Any communication further received from the complainant is further assessed for any additional investigation, additional action plans or corrective actions.

**2. Turnover of products and/or services as a percentage of turnover from all products/service that carry information about:**

| <i>Particulars</i>  | <i>As a percentage to total turnover</i> |
|---|--|
| Environmental and social parameters relevant to the product | Refer Note*                              |
| Safe and responsible usage                                  | 100                                      |
| Recycling and/or safe disposal                              | Refer Note*                              |

*Note\*:* The Company does not maintain/record data pertaining to the percentage of turnover of products of the Company that carry information regarding environmental / social parameters relevant to the product and recycling and/or safe disposal of the products. The Company is in compliance of applicable laws and regulations w.r.t. product labelling and information.

**3. Number of consumer complaints in respect of the following:**

| <i>Particulars</i>             | <i>FY 2023-24</i>               |  | <i>Remarks</i> | <i>FY 2022-23</i>               |  | <i>Remarks</i> |
|--------------------------------|---------------------------------|--|----------------|---------------------------------|--|----------------|
|                                | <i>Received during the year</i> | <i>Pending resolution at end of year</i> |                | <i>Received during the year</i> | <i>Pending resolution at end of year</i> |                |
| Data privacy                   | Nil                             | Nil                                      | N.A.           | Nil                             | Nil                                      | N.A.           |
| Advertising                    | Nil                             | Nil                                      | N.A.           | Nil                             | Nil                                      | N.A.           |
| Cyber-security                 | Nil                             | Nil                                      | N.A.           | Nil                             | Nil                                      | N.A.           |
| Delivery of essential services | Nil                             | Nil                                      | N.A.           | Nil                             | Nil                                      | N.A.           |
| Restrictive Trade Practices    | Nil                             | Nil                                      | N.A.           | Nil                             | Nil                                      | N.A.           |
| Unfair Trade Practices         | Nil                             | Nil                                      | N.A.           | Nil                             | Nil                                      | N.A.           |
| Other                          | -                               | -  | -              | -                               | -  | -              |

**4. Details of instances of a product recall on account of safety issues:**

| <i>Particulars</i> | <i>Number</i> | <i>Reasons for recall</i> |
|--------------------|---------------|---------------------------|
| Voluntary recalls  | Nil           | N.A.                      |
| Forced recalls     | Nil           | N.A.                      |

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, the Company has Cyber Security policy and the same is available on the Company's website at the web link: [https://www.indoco.com/policies/information\\_technology\\_policy.pdf](https://www.indoco.com/policies/information_technology_policy.pdf)

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products / services:**

Not Applicable as there was no issues relating to re-occurrence of instances of product recalls and there was no issues relating to penalty/action taken by regulatory authorities on the safety of products/services for the Financial Year 2023-2024.

**7. Provide the following information relating to data breaches:**

- a. Number of instances of data breaches:- Nil
- b. Percentage of data breaches involving personally identifiable information of customers:- Nil
- c. Impact, if any, of the data breaches:- N.A.

For and on behalf of the Board of Directors  
Indoco Remedies Limited

Sd/-

**Suresh G Kare**  
*Chairman*

DIN: 00179220

Place : Mumbai

Date : May 16, 2024

## Management Discussion and Analysis

### a) Indian Pharmaceutical Industry

The Indian Pharmaceuticals industry plays a prominent role in the growth of the global pharmaceuticals industry. India's pharmaceutical market, currently valued at \$ 50 billion is the world's third largest by volume. The pharmaceutical industry in India is expected to reach \$65 billion by 2024 and to \$130 billion by 2030. With a diversified product base covering generic drugs, active pharmaceutical ingredients, bulk drugs, over-the-counter drugs, vaccines, biologics and biosimilars, the Indian pharmaceutical industry has a strong presence at the global level.

India also has the highest number of USFDA compliant Pharma plants outside of USA and is home to more than 3,000 pharma companies with a strong network of over 10,500 manufacturing facilities as well as a highly skilled resource pool. To further bolster the regulatory framework, in December 2023, revised pharma manufacturing rules were notified under Schedule-M relating to Good Manufacturing Practices, a mandatory requirement that safeguards quality and brings the existing regime in line with global standards.

India is the largest supplier of generic medicines. Because of the low price and high quality, Indian medicines are preferred worldwide. India's pharmaceutical industry has traditionally been dependent on API imports. Enhanced bulk drug production capacity through the PLI scheme positions India not just as a producer of finished formulations but also as a prominent supplier of raw materials. It helps Indian companies develop capabilities and technology for manufacturing complex APIs. The projects under the scheme are facilitated and supported by the Department of Pharmaceuticals by hand holding and bringing about required regulatory streamlining across the Government departments. The PLI scheme for Bulk Drugs has laid the foundation for revitalizing India's bulk drug industry, aiming to achieve self-reliance and regain global competitiveness.

India is one of the biggest suppliers of low-cost vaccines in the world. India is a global leader in the supply of DPT, BCG and Measles vaccines. India accounts for 60% of global vaccine production, contributing up to 70% of the WHO demand for DPT and BCG vaccines, and 90% of the WHO demand for the measles vaccine. Access to affordable HIV treatment from India is one of the greatest success stories in medicine.

India's strength in the pharmaceutical sector lies in being a cost effective and efficient producer of existing off patented drugs also called the generic industry. Even so, research and development is the key to producing the same medicines once they get off patent at a fraction of the cost of the original drug. They thrive on competition. The world needs both the innovators and those that can provide drugs at a reasonable price, with the latter playing a vital role in enhancing social benefits. Hence, the strength of the industry lies in having a diverse combination of innovators and generic producers. The government has taken several measures to create and nurture an ecosystem that promotes innovation. This is reflected in the setting up of centres for excellence to promote collaborative research in the pharmaceutical sector, and in including artificial intelligence for the health sector.

Recently, the Union Minister of Chemicals and Fertilizers and Minister of Health & Family Welfare, Government of India, unveiled the Scheme for the Promotion of Research and Innovation in the Pharma MedTech Sector (PRIP). The aim is to shift India's pharmaceutical sector from a cost-centric

model to one that revolves around innovation. This transformation hinges on the fortification of research infrastructure within the country. Objective is to cultivate collaboration between the pharmaceutical industry and academia to drive research and development (R&D) in priority areas. Additionally, it also aims to nurture a culture of top-notch research and cultivate a pool of skilled scientists in India. The PRIP scheme spans over five years. It encompasses the period from 2023-24 to 2027-28, underlining the government's commitment to driving long-term transformation. It encourages studies in six priority areas:

- New Chemical Entities
- Complex Generics (including bio-similar)
- Medical Devices
- Stem Cell Therapy (it uses stem cells to treat or prevent a disease or condition)
- Orphan Drugs (drugs used to treat rare disease or condition affecting few people, but is often life threatening)
- Anti-Microbial Resistance (AMR - occurs when bacteria, viruses, fungi and parasites no longer respond to antimicrobial medicines)

The financial allocation for this component is a substantial ₹ 4250 Crore, emphasizing the importance of research in these critical areas.

**b) Opportunities & Threats:**

India's Pharmaceutical sector stands at a juncture of immense growth potential. Continuous investment in Research & Development, innovation, backed up by Government strategies to boost the research environment, will pave the way for a bright future. Understanding the needs of the global pharma world and catering to it by ever improving manufacturing capabilities is the need of the hour. Strategic partnerships with international partners will be essential for securing a prominent global position. In an effort towards sharpening the axe, initiatives focused on skill development of the pharma workforce, nurturing collaboration between industry and academia are necessary. Seamless incorporation of digital technologies and use of AI will strengthen the industry's resilience and elevate India's status within the global healthcare landscape.

**c) Risks & concerns:**

Regulatory compliance, increased competition, and pricing pressures in the US market will likely pose challenges to formulation export growth. While research & developments can result in newer opportunities, the time span involved is considerable and the change in technology may outpace the outcome of such research much faster.

On the Domestic front, the historical model of success, which is driven by brand-distribution-doctor, will likely face threats from rising genericization, price pressure (due to NLEM and increased competition), etc. Volume expansion will need to take precedence over price led growth.

Recent measures by CDSCO and state licensing bodies against sub-standard players indicate that the government is putting a stronger emphasis on quality standards in the domestic market. This is likely to encourage overall consolidation and a higher share of the major quality-focused players, including both captive and contract manufacturers.

d) **Internal control system and their adequacy:** The Company has an Internal Control System, commensurate with the size of its operations. The Internal Audit department monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report, audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The Company's Internal Auditor also monitors and evaluates the internal control system and submits Quarterly Reports which are placed before the Audit Committee of the Board.

e) **Discussion on Financial performance with respect to Operational performance:**

Net revenues for the year are at ₹ 1,761.9 crores, as against ₹ 1638.1 crores last year. Other operating income in the current year is at ₹ 28.9 crores, as compared to ₹ 28.6 crores in the previous year. Material consumption to sales is 31.0 % at ₹ 546.5 crores, as compared to 31.8 % at ₹ 521.3 crores in the previous year. Staff cost to sales is 19.9 % at ₹ 350.5 crores, as compared to 19.6 % at ₹ 321.1 crores in the previous year. Recurring R&D expenses to net sales are 5.5 % at ₹ 97.2 crores, as compared to 4.9 % at ₹ 81.0 crores in the previous year. Other expenses to sales are at 30.6 % at ₹ 538.7 crores, as compared to 28.0 % at ₹ 458.4 crores in the previous year. Finance cost to sales is at 2.1 % at ₹ 36.8 crores, as compared to 1.5 % at ₹ 25.0 crores in the previous year. Operating profit is at ₹ 230.3 crores, compared to ₹ 270.2 crores in the previous year. Depreciation is at ₹ 88.0 crores, as against ₹ 70.6 crores in the previous year. Profit / (Loss) Before Tax is at ₹ 153.2 crores, as compared to ₹ 191.6 crores in the previous year. Profit / (Loss) After Tax is ₹ 116.6 crores, as against ₹ 141.4 crores in the previous year. Basic & Diluted Earnings Per Share (EPS) for the year is ₹ 12.64, as against ₹ 15.32 in the previous year (both after and before the extra-ordinary items). Outstanding long-term debt as on March 31, 2024 was ₹ 203.6 crores, as compared to ₹ 143.5 crores in the previous year. Cash outflow on account of Capital Expenditure (CAPEX) during the year was ₹ 184.4 crores, as compared to ₹ 189.4 crores in the previous year. During the year, an amount of ₹ 38.0 crores was contributed to the national exchequer by way of payment of Income Tax and ₹ 21.6 crores by way of Goods & Services Tax (GST). Net worth of the Company as on March 31, 2024 was ₹ 1126.6 crores, as against ₹ 1027.0 crores in the previous year, on account of retained profits. The Debt-equity ratio during the year was 0.43, as compared to 0.31 in the previous year.

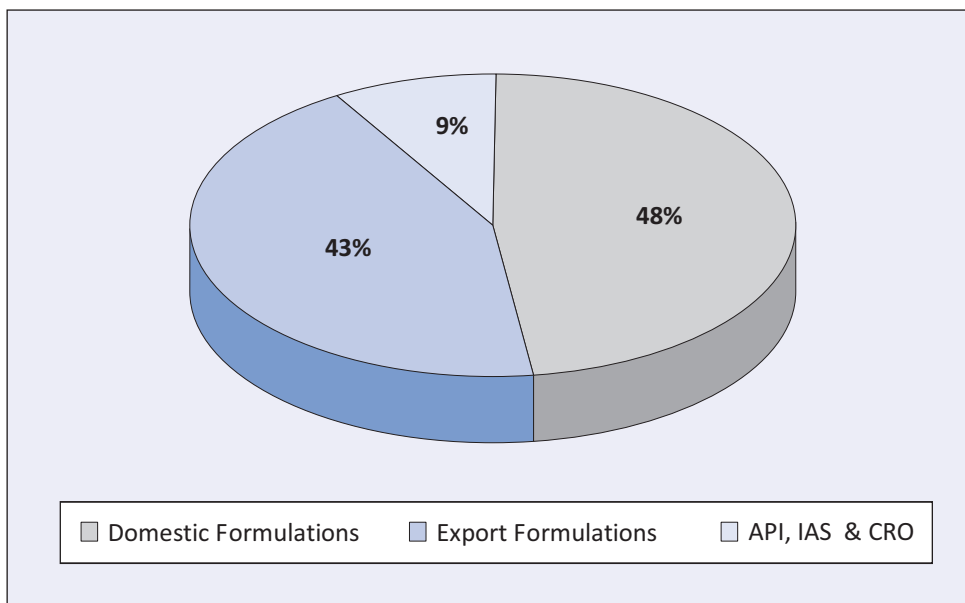
**Key Financial Ratios**

| Particulars                 | Standalone     |                | Change % | Consolidated   |                | Change % |
|-----------------------------|----------------|----------------|----------|----------------|----------------|----------|
|                             | As at 31.03.24 | As at 31.03.23 |          | As at 31.03.24 | As at 31.03.23 |          |
| Debtors Turnover            | 4.6            | 5.1            | 10.87    | 4.7            | 5.1            | 8.51     |
| Inventory Turnover          | 5.4            | 5.0            | -7.41    | 5.2            | 5.0            | -3.85    |
| Interest Coverage ratio     | 5.2            | 8.7            | 67.31    | 4.6            | 8.7            | 89.13    |
| Current Ratio               | 1.6            | 1.9            | -15.79   | 1.6            | 1.9            | -15.79   |
| Debt Equity Ratio *         | 0.43           | 0.31           | -27.91   | 0.58           | 0.31           | -46.55   |
| Operating Profit Margin (%) | 13.10          | 16.50          | -20.61   | 12.3           | 16.3           | -24.54   |
| Net Profit Margin (%) *     | 6.6            | 8.6            | -23.26   | 5.3            | 8.5            | -37.65   |
| Return on Net Worth (%) *   | 10.8           | 14.6           | -26.03   | 9.1            | 14.7           | -38.10   |

Note : \* Decrease was primarily on account of decrease in profits and increase in the borrowings and total equity. Previous year's figures have been re grouped and reclassified wherever necessary.

f) **Business Overview**

**Segment wise revenue contribution**



**Domestic Formulation Business:**

Indoco Remedies Ltd holds strong foothold across various therapeutic segments like Gastroenterology, Dentistry & Stomatology, Respiratory, Diabetology, Women's Health, Nutritional products, Cardiology, Metabolic Disorders and Primary Care medicines. In the year 2023-24, domestic business of the company crossed ₹ 1280 Cr (IQVIA, MAT 23-24) and ranked 31<sup>st</sup> amongst companies across India. In spite of acute market challenges, the company fared well in the covered market and ranked 9<sup>th</sup> with a market share of 3.59%. The international quality standard medicines at an affordable price have helped the company to gain prescription patronage across various specialties. With more than 106 million prescriptions and 240000+ prescribers, the company ranked 22<sup>nd</sup> in IPM (IQVIA Rx MAT 2023-24). Indoco has strong brand equity. These brands, its line extensions, R&D innovations and new introductions would propel the Company's growth in the near future. Some of our recent launches fared well and are leading the segments or are ranked amongst the top 3 in those respective therapeutic segments.

**Performance of key therapy areas:**

(₹ in Lakhs)

| <i>Therapy</i>                | <i>Cont %</i> | <i>2023-24</i> | <i>2022-23</i> | <i>Gw%</i> |
|-------------------------------|---------------|----------------|----------------|------------|
| Stomatologicals               | 22.5          | 19,075         | 16,221         | 17.6       |
| Gastro Intestinal             | 14.4          | 12,217         | 12,092         | 1.0        |
| Anti-Infectives               | 13.6          | 11,556         | 11,932         | -3.2       |
| Respiratory                   | 13.4          | 11,388         | 12,022         | -5.3       |
| Vitamins/ Minerals/ Nutrients | 7.2           | 6,127          | 5,431          | 12.8       |
| Urological                    | 7.2           | 6,110          | 5,420          | 12.7       |
| Ophthal / Otological          | 5.7           | 4,807          | 4,330          | 11.0       |
| Dermatology                   | 4.5           | 3,801          | 3,552          | 7.0        |
| Pain / Analgesics             | 3.4           | 2,842          | 3,195          | -11.1      |
| Cardiac                       | 2.6           | 2,229          | 1,826          | 22.0       |
| Anti-Diabetic                 | 2.5           | 2,112          | 2,375          | -11.1      |
| Gynaecology                   | 1.1           | 961            | 983            | -2.3       |

The Company enjoys a good position in the domestic market, with 45 products ranking amongst the top 5 positions in their respective sub-segments:

| <i>Products</i>  | <i>Rank MAT</i> | <i>Broad Therapy</i>  | <i>Market Share % (Respective Sub-Segment)</i> |
|------------------|-----------------|-----------------------|--|
| SENSODENT-K      | 1               | Stomatologicals       | 91.3   |
| HOMIDE           | 1               | Ophthal / Otologicals | 81.9   |
| DEXOREN-S        | 1               | Ophthal / Otologicals | 76.1   |
| LORCHEK-MR       | 1               | Pain / Analgesics     | 69.0   |
| SENSOFORM        | 1               | Stomatologicals       | 64.7   |
| KIDODENT         | 1               | Stomatologicals       | 58.3   |
| NINAF            | 1               | Dermatology           | 52.4   |
| KARVOL PLUS      | 1               | Respiratory           | 51.3   |
| CYCLOPAM         | 1               | Gastro Intestinal     | 45.6   |
| LIGNOX+ADRENLINE | 1               | Pain / Analgesics     | 39.7   |
| NOXA             | 1               | Dermatology           | 20.4   |
| CITAL-UTI        | 1               | Urology               | 19.6   |
| RENOLEN          | 2               | Ophthal / Otologicals | 25.6   |
| REXIDIN-M        | 2               | Stomatologicals       | 24.6   |
| CITAL            | 2               | Urology               | 23.5   |
| SENSODENT-KF     | 2               | Stomatologicals       | 17.8   |
| CARMICIDE        | 2               | Gastro Intestinal     | 14.4   |
| TOBAREN-DM       | 2               | Ophthal / Otologicals | 13.8   |
| FEBREX PLUS      | 2               | Respiratory           | 9.1  |
| SCABEX           | 3               | Dermatology           | 16.0   |
| CLOBEN-G         | 3               | Dermatology           | 16.0   |
| MOFLOREN-BF      | 3               | Ophthal / Otologicals | 13.5   |
| OTOREX           | 3               | Ophthal / Otologicals | 12.1   |

| <i>Products</i> | <i>Rank MAT</i> | <i>Broad Therapy</i>        | <i>Market Share % (Respective Sub-Segment)</i> |
|-----------------|-----------------|-----------------------------|--|
| MOFLOREN-D      | 3               | Ophthal / Otologicals       | 8.2  |
| ZINCOREN        | 3               | Ophthal / Otologicals       | 7.6  |
| ATM-A           | 3               | Dermatology                 | 7.2  |
| SM FIBRO        | 3               | Vitamins/Minerals/Nutrients | 6.7  |
| ATM             | 3               | Anti-Infectives             | 6.2  |
| SENOLIN         | 3               | Stomatologicals             | 4.3  |
| LIGNOX          | 3               | Pain / Analgesics           | 3.7  |
| HEMSYL          | 4               | Blood Related               | 11.6   |
| FEDRIS          | 4               | Respiratory                 | 10.7   |
| REXIDIN         | 4               | Stomatologicals             | 10.7   |
| VEPAN           | 4               | Anti-Infectives             | 9.8  |
| OXIPOD          | 4               | Anti-Infectives             | 9.4  |
| TURBOCORT       | 4               | Stomatologicals             | 7.4  |
| MACUCHEK        | 4               | Ophthal / Otologicals       | 5.0  |
| CLYGAN          | 4               | Ophthal / Otologicals       | 2.9  |
| DEXOREN-SP      | 4               | Ophthal / Otologicals       | 2.6  |
| T-LAC           | 4               | Pain / Analgesics           | 1.3  |
| VEPAN CV        | 4               | Anti-Infectives             | 0.1  |
| DENTOGEL        | 5               | Stomatologicals             | 8.4  |
| TRIZ            | 5               | Respiratory                 | 8.0  |
| ALOJA           | 5               | Anti Diabetic               | 6.7  |
| CYCLOMEFF       | 5               | Gastro Intestinal           | 1.4  |

### **Domestic Marketing Divisions:**

#### **Indoco Pharma**

As per IQVIA MAT Mar'24, Pharma division held 6.3% market share in covered market. The division achieved prescription growth of 6% with more than 4.5 lakh prescriptions gained in the financial year 23-24.

Cyclopam embarked on a new journey with new and innovative Turbo-Sorb Technology. The launch of Cyclopam tablets with Turbo-Sorb technology and the new look for Cyclopam (entire range) made Cyclopam the 1<sup>st</sup> brand within the company to achieve ₹ 150 crores (IQVIA, March'24) in the financial year 2023-24 and further poised to take more ambitious growths in the near future.

The new brand Lygylac, launched in January 2024, in probiotic market, has the potential to become a big brand in the near future. The initial response for the brand is quite encouraging.

The Company's recent launches have done exceedingly well, especially Noxa continued to be number 1 in prescriptions since inception till date in the Ozenoxacin market. Noxa achieved robust 59% unit wise growth. Noxa is destined to take larger market share of topical antibacterial products in the coming days.



Ninaf, the newest anti-fungal, achieved 9 crores in the 1<sup>st</sup> year of launch (IQVIA March'24). It holds a prescription share of 59% and 52% of market share by value.

Two of our legacy brands, i.e. Oxipod Gr and Cital + Cital UTI, have reached ₹ 100 crore sales and are on the verge of getting into top 300 brands.

Karvol Plus brand clocked 15% growth and covered 71% market share due to various initiatives.

The dual prong approach of exploring opportunity of legacy brands and creating new avenues through niche but specialty specific brands is going to be the growth engines for this division.

### **Indoco Spade**

Spade, the respiratory specific division with a very strong foothold at General Practitioners, holds 5.3 % market share in the covered market.

The division enjoys strong equity with General Physicians, ENT and paediatricians and generated 2.87 Crore prescriptions from 66,900 prescribers. In the financial year 2023-24 Spade division added 4,000 plus prescribers.

The division has significant contributions from legacy brands like Febrex Plus and ATM. ATM achieved the highest ever prescriber base of 29,000 doctors in January 2024 with 91 lakh prescriptions growing at 2% in MAT March 2024, whereas Febrex Plus has achieved the 287<sup>th</sup> position (IQVIA MAT Mar'24).

The division has innovative promotional strategies, doctor-connect programmes and new brands, resulting in developing a robust second line for the future. New products like Dropizin, Bital-M and Fedris have contributed 6.29 % to the Spade division, which is far more than the industry standards.

Dropizin is growing at 24% (IQVIA MAT Mar'24), the cough acoustic CMEs, awareness programs and medico legal alerts helped Dropizin to get recognition amongst Paediatricians and GP specialties with 13.88 lakh prescriptions and growing at 7% with a robust prescriber base of 7,390 growing at 28%.

Our new launch Bital M with unique 7's pack and truly penetrative pricing helped the brand achieve the 10<sup>th</sup> position in Bilastine + Montelukast market in a span of 8 months. Today, Bital M has 2.5 lakh prescriptions and dedicated 1700 prescribers.

Another anti-infective of the division, Bactogard has grown at 47% growth (MAT Mar'24).

The division is poised to explore new avenues by entering into high value antibiotics, thereby increasing focus on top of pyramid while continuing the growth from bottom of the pyramid.

### **Indoco NxGen**

NxGen continues to drive growth with leading brands like Kidodent, Rexitin group, Lignox 2% A and SM Fibro. These brands have created their own brand identity in the market. These have been the result of focused approach to creating a strong perception amongst dental professionals. All the zones have been significant contributors for the overall growth. The division continues to explore newer opportunities and products. There has been significant increase in support from loyal

doctors, which will ensure a consistent growth for the division in times ahead. The NxGen division has transitioned from a mass division to speciality division due to the efforts laid down over past several years.

### **Indoco ACE**

Ace division during the year has undergone sea changes, which were critically essential to drive growth for the division. The division has been carefully crafted to create a unique identity with specific range of products. Creating unique propositions for the products that will have an edge over competition has led to a positive momentum for the division. With new age digital tools of communication and targeted communication. The Ace division is on the brink to overcome the hurdles faced in the past years. With new initiatives, policies and execution enhancements, Ace is well poised to achieve new heights within the next few years.

### **Indoco Spera**

Indoco's Spera division specializes in women's health, focusing on gynaecologists. The product mix includes nutraceutical brands for pregnancy care such as MCBM 69, METHYCAL, and NOSIC, as well as lifestyle management products like D-CHIRO PLUS for PCOS management. MCBM 69 is the No.1 prescribed brand of folic acid and its combinations among gynaecologists, while D-CHIRO PLUS ranks 3<sup>rd</sup> in the PCOS market according to IQVIA MAT MAR'24 data. Differentiated brands like Methycal 2000, with their unique technological advantages, stand out in the crowded market.

Scientific activities such as Continuing Medical Education (CMEs) and Round Table Meets (RTMs) have established Spera as a science-oriented division among gynaecologists and key opinion leaders (KOLs). Participation in national conferences like the All-India Gynaecology Conference (AICOG) and international conferences such as the American Association of Gynaecologic Laparoscopists (AAGL) has strengthened the division's market presence. Customer-centric approach through patient awareness activities and camps, such as Synergy camps and haemoglobin detection camps for pregnant women, has captivated the interest of gynaecologists.

Spera is successfully continuing with Ladyboon, a dydrogesterone based gynaecological hormone for precious pregnancies, with the aim of further increasing productivity and strengthening its focus on gynaecologists.

### **Indoco Excel and Vision**

Excel & Vision caters to Ophthalmology with a wider therapeutic range. The product range covers acute, chronic surgical disorders in ophthalmology. The ingredients and packaging materials of some of these products are formulated in state-of-the-art plants.

The division has achieved 7 % growth and 3.47% market share. (IQVIA Mar'24). Growth driver brands are at the forefront with double digit growth.

In the year 2023-24, extensive focused efforts are given to the IMP' Prime basket, this has resulted in a substantial increase in IMP' prime contribution up-to 59%, which is so far the highest. This is positively impacting the profitability of the Excel division. The major growth driver brands like Mofloren Group, PGVISC and Irvisc Group are spearheading the performance.

All IMP group brands are growing at par with the market, PGVISC: 36%, Mofloren-D: 22%, Macuchek: 13% (IQVIA Mar'24).

In the year 2023-24, strategic steps were taken into the consolidation of upgraded products like PGVISC, IRIVISC 15ml, and BAK-Free NEPACHEK. All these brands are growing at a rate higher than the market.

For FY 2024-25, with the Pan-India bifurcation of divisions: Excel & Vision, we are aiming at building big new brands: HYLUPRO (Sodium Hyaluronate) & BRITIGAN (Brimonidine+Timolol) and will make efficient promotional efforts to significantly increase the size and profitability of the division.

### **Indoco Synergy**

The Synergy division mainly focuses on endocrinology, diabetology, cardiology and clinical practitioners. The division offers a range of diabetic portfolio to meet the requirements of diabetic patients. Acceptance among CPs, Diabetologists and Endourologist is excellent. Now the Synergy division has become a blend of chronic and sub-chronic brands.

We have further sharpened the promotion of Glychek & Aloja to accelerate the sales by consolidating existing prescribers and new additions. We have initiated many other activities for scientific engagement of customers like, Departmental CMEs, HBA1C camps, BMD Camps, etc.

Indoco-Synergy is poised to grow with speed and consistency in its new and evolved avatar.

### **Institution**

The Institution division covers most of the Central, State Government and Public Sector Undertakings, including Maharashtra DHS & DMER, CGMSCL, TNMSC, ESIC & ESIS, Indian Railways all divisions, Command & Military Hospital, GMSD & CGHS, BHEL, BEML, HAL, ONGC and Port Trusts. Indoco is registered with most of these government institutions and participates in annual rate contracts and local tenders for branded and proprietary products. The division aims to get the products registered and add proprietary products to the formularies of prestigious government institutions. The division has a good range of Anti-Diabetic, Analgesics, Anti-Haemorrhoidal creams, and Calcium preparations.

### **Branded Generic**

This division was launched in 2021 with 20 products. Further, the division introduced 54 new products in 2<sup>nd</sup> phase, 52 new products in the 3<sup>rd</sup> phase and 56 new products in the 4<sup>th</sup> phase, thus, taking the total product range to 182 products. This division has Anti-diabetic, Analgesic range of tablets and topical preparations, Anti-hypertensive, Protein Supplements, Multivitamin range of tablets & syrups, Antibiotics tablets, syrups and Injectable, Oral Rehydration Powders, Antacids, Antihistaminic Tablets, etc.

### New Product Launches:

To cater to the increasing demands in the domestic market, Indoco has successfully launched three new products, viz. Bital M Suspension, Bital M Tablets in the Respiratory segment, and Lygylac Sachet in the Gastro-Intestinal segment.

### International Business:

India is a major exporter of Pharmaceuticals, with over 200+ countries served by Indian pharma exports. India supplies over 50% of Africa’s requirement for generics, ~40% of generic demand in the US and ~25% of all medicine in the UK. “Pharmacy of the World”, as it is often called, offers around 60,000 generic brands across 60 therapeutic categories, accounting for 20% of global generic drug exports by volume. Not surprisingly, eight of the top 20 global generic companies are based in India. The Indian pharmaceutical industry has undergone a remarkable transformation, evolving into a dynamic powerhouse driving healthcare advancements worldwide.

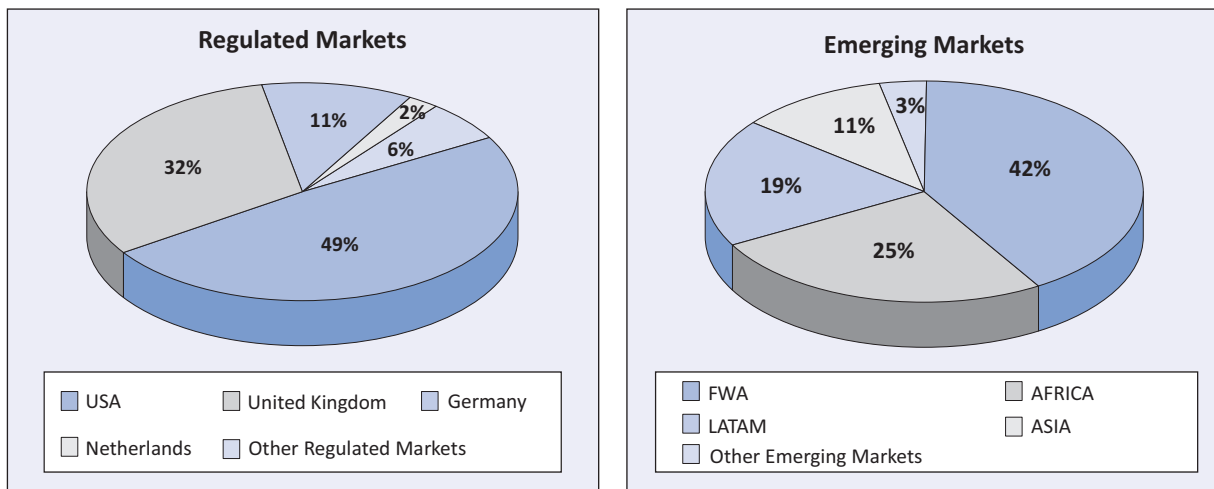
### North America Business

North America achieved 8% growth in turnover over previous year.

During the year, Indoco acquired 85% of Florida Pharmaceutical Product (FPP) in USA, which will serve as our US front-end arm. 2 Ophthalmic and 3 oral solids have been launched under the FPP label.

Indoco has been awarded tenders for supply of an oral solid product which will take Indoco’s market share to 40% and an injectable product, which will take market share to 60%. Three new ANDAs have been filed

### Country Wise / Region wise Sales Contribution



### The status of ANDAs as on March 31, 2024

| <i>Particulars</i>          | <i>Own Filings*</i> | <i>Through Partner's</i> | <i>Total</i> |
|-----------------------------|---------------------|--------------------------|--------------|
| Approvals till date         | 22                  | 7                        | <b>29</b>    |
| Filed, but pending approval | 25                  | 3                        | <b>28</b>    |
| <b>Total</b>                | <b>47</b>           | <b>28</b>                | <b>57</b>    |

Note : \*FPP ANDAs included in above statement.

#### Europe

- The European pharmaceutical generic market, valued at 65 billion euros, is a key focus for Indoco due to substantial growth opportunities.
- Germany and UK markets remain key growth drivers of business, with exclusive tender wins for new products in Germany and four tentative approvals in the UK for FY25 launches.
- Indoco signed four new B2B deals, expanding reach of Indoco's products to newer territories within Europe.
- Continued investment in the in-house pipeline and strategic in-licensing efforts is pursued to ensure the expanded portfolio will address market needs, making Indoco a desired partner in Europe and beyond.
- Indoco is poised to capitalize on the European generics market growth through operational efficiency improvements and strategic partnerships, aiming at sustained growth and stakeholder value creation.

#### SOUTH AFRICA, AUSTRALIA AND NEW ZEALAND

##### SOUTH AFRICA

In this business region, Indoco participated in a tender for supply of two products in FY 2023-24. Indoco received Marketing Authorization for one product with South Africa's biggest pharmacy chain as a Distributor.

##### NEW ZEALAND

New Zealand Regulatory Authority (Medsafe) cleared one of the Company's manufacturing site for sales and distribution of Oral Solids in New Zealand. Indoco received Marketing Authorization approvals for two of its products.

##### AUSTRALIA

The Company has been successful in continuing to supply products in this market and participating in Hospital and Pacific Island Tenders.

## **Emerging Markets**

### **French West Africa**

The French West Africa region recorded 16% growth in primary sales. Operations in a new country, Tchad have begun with 9 products. The Company received 5 new registrations in Burkina Faso, 3 in Senegal and 7 in Tchad as a part of its consolidation and increasing the reach.

### **Southern African Development Community (SADC)**

This region has witnessed double a digit growth over previous year.

Participating in Tender business, registering new products in Zimbabwe and resumption of business operations in Ethiopia & Mozambique and launching Trade business in tender dominant country, Botswana are some of the major highlights achieved in business development in this region during the fiscal.

### **East Africa :**

East Africa recorded Primary Sales growth of 24%, participated in annual KDA Dental conference and OSK Ophthalmic conference in Kenya, won the Government Tender (MEDs) in Kenya and launched one product.

### **Asia:**

In Sri Lanka, the Company won the SPC tender and has supplied 3 products.

In Myanmar, the Company has been successful in launching 4 new products with a new distributor and received new registration for one product.

In Malaysia, the Company received New Registrations for 3 products.

### **MENA**

In MENA region, 9 new products were commercialized in Afghanistan. One of Indoco's manufacturing sites was approved by the Ministry of Health, UAE. Indoco successfully received Dubai Drug Code from the Ministry of Health, UAE for one of its products, which will enable the Company to commercialize the product. Registration formalities have been completed for a product under GSL category, i.e. General Sale List / Over the Counter segment in UAE.

### **CIS**

In the CIS region, the Company could consolidate its position by:

- 1) Registering 15 new products in Azerbaijan and Kyrgyzstan
- 2) Finalized business proposition in Kyrgyzstan and with new partner in Ukraine for food supplement.
- 3) Indoco has successfully completed Ukraine GMP inspection at one of its manufacturing sites.

### **LATAM**

Latin America Business is witnessing steady growth over the years, which makes it a key focus area for the organization to gain a strong foothold in those countries.

With Latin American government's intervention to make available affordable medicines, the market is showing promising opportunity.

The following achievements can broadly be summarised for this segment:

- 1) 5 new deals have been finalised and agreements signed.
- 2) 18 new dossiers filed in various countries and 7 new registrations received.
- 3) 9 new products were launched in the Latam region.
- 4) In Mexico, as a strategy of new market penetration, the organization participated in a Tender and was awarded a contract for one of the products.
- 5) In Chile, the Company has achieved almost 100% market share for two of its products and has won pharmacy tenders.

#### **API Business :**

Active Pharmaceutical Ingredient (API) is the core strategic business unit for the organization. Having realized that backward integration is the key to success in the formulation business, an API manufacturing facility at Patalganga (in Maharashtra) is fully operational and ensures that majority of the Company's ANDAs and Dossier filings are backed by its own APIs, apart from offering APIs to other generic customers worldwide.

Over the years, due to growing demand, both for captive as well as for external sales, the API manufacturing capacity was expanded by commissioning a new multipurpose manufacturing block at Patalganga as also a fully operational green field and state-of-the-art manufacturing facility at Aurangabad, Maharashtra to manufacture APIs and intermediates.

In addition, the Company has two more manufacturing sites, one at Rabale (Navi Mumbai) to manufacture small volume and high value APIs, and the one to manufacture advance intermediates to cater to the demand of in-house manufacturing of APIs.

High quality manufacturing standards, backed by the state-of-the-art manufacturing facilities that are audited and approved by various regulatory agencies like the USFDA, EDQM, TGA- Australia, PMDA Japan, KFDA- Korea, make Indoco one of the most trusted and Quality driven API manufacturing partners in the world.

Indoco offers a broad portfolio of APIs across various therapeutic categories like anti-diabetic and anti-gout and enjoys a leadership position in Ophthalmic APIs.

With a strategic focus on new and complex APIs, adding new manufacturing capacities and consolidating the existing ones with a profitable product mix and also backed by DMFs (Drug Master Files) and Certificates of Suitability (CEPs), the API division is well positioned to register an impressive growth in International and Domestic business in the coming years.

#### **Research and Development:**

Research and development is an expression of Indoco's commitment towards excellence through innovation.

Indoco's R&D Centre is ultra-modern, multi-disciplinary facility, which is spread over an area of 100,000 sq. ft. in Navi Mumbai. In this R&D Centre, research work is conducted on following three key areas –

1. Active Pharmaceuticals Ingredients development (Chemical Research).
2. Formulation development (Drug Delivery System)
3. Analytical Research.

The R & D expertise in Chemical research includes synthetic chemistry research comprising of generic research, custom synthesis, contract research, development of new polymorphs, impurity synthesis as well as impurity characterisation. Analytical research consists of analysis method development for various dosage forms, method validations, spectral analysis, impurity isolation, identification and its synthesis.

Sterile formulation development expertise of Indoco has been well recognised globally. Indoco has successfully developed complex Generic Ophthalmic Suspension for US market with non-infringing technology. Indoco has developed many Injectable ANDAs as well. Out of them, many are niche products. Indoco's total ANDA tally stands at 57 that are at different phases, viz. development, completion, as well as registration. Some of the filed ANDAs are expecting approvals in due course.

Another specific area of expertise by Indoco is, the Oral Care segment, where Indoco stands unique in its formulation offerings. Indoco's current product portfolio has local anaesthetics/antiseptics/ oral antibiotics. Many more products are under development in different categories, viz. Dental Gels/ Creams, Oral Gels and Oral Rinses. Within these categories, there are many new concepts that are under development and the same are planned to be commercialised in due course of time.

Indoco's Research Team continues to file technology patents in India and in the Regulated markets. For the year 2023-2024, two patents, viz; Spill Free Oral Suspension and Stabilized Travoprost Ophthalmic Solution, which were filed earlier, were granted by the Indian Patent Office. The Examination Reports of other patents were duly addressed by filing responses with the Patent Office. In the coming financial year, Indoco intends to file multiple patent applications for novel formulations and processes. The IPR Cell is actively involved in filing patents as well as involved in the prosecution of Patent applications in different territories. It is well equipped with a team of experts and different patent search tools. The IPR cell also has access to various scientific journals.

Indoco's Research expertise is backed by state-of-the-art formulation plants including sterile manufacturing facility at Goa. With the above mentioned capabilities available, the Company is one of the most preferred partners for many large Pharmaceutical companies globally. Plans of expanding into different therapeutic chronic ailment categories backed by products developed by R&D, will further potentiate future growth of the organisation.



### **Regulatory Affairs:**

Team of professionals at Regulatory Affairs is engaged in registration of products in different geographies across the globe. Indoco recently secured ANDA approval for Pregabalin Capsules and tentative approvals for ANDAs of Canagliflozin Tablet and Canagliflozin & Metformin HCl Tablet and holds 25 ANDAs for US. New Marketing Authorizations have been granted by MHRA to Indoco Remedies UK Limited & in Europe by EU Health Authorities. In Emerging markets, over 900 products are registered in a spread over 50 countries. Indoco is vertically integrated and possesses Drug Master Files for 26 Active Pharmaceuticals (APIs).

The regulatory function is equipped with eCTD software to support submissions in all advanced countries and a software for Structured Product Labelling (SPL) to support US applications. Electronic submissions of DMFs and Dossiers are done through the Electronic Submission Gateway (ESG) to the USFDA and through the Common European Submission Platform (CESP) to EDQM and other European National Competent Authorities (NCA). For UK specific National Portal of Agency – MHRA, is a prerequisite for all submissions.

### **AnaCipher (CRO) :**

AnaCipher Clinical Research Organisation offers a comprehensive range of clinical research services, including Pharmacovigilance, Bio-availability, Bio-equivalence, and Pharmacokinetics, Food effect, Taste evaluation, Steady state and multiple dose studies.

The CRO is equipped with 150 beds in four clinics, a volunteer database of over 23,000,

8 LC-MS/ MS, an in-house NABL approved Clinical laboratory, volunteer cross participation track software, a wireless nurse call system, walk-in freezer with 24x7 monitoring, pharmacy with a walk-in stability chamber, 21 CFR compliant archival and IT infrastructure, round-the-clock qualified physician availability and Tertiary hospital care assistance.

The state-of-the-art facility is spread over a 40,000 sq. ft. area located in Hyderabad, India. AnaCipher CRO has been successfully audited and approved by diverse global authorities, including the European agencies (Germany, Netherlands, Italy, Spain, France), UKMHRA, WHO, ANAMED Chile, Gulf Co-operation Council (GCC-Middle East), CDSCO, and USFDA with zero 483s in the last seven (7) inspections. Apart from these, product based approvals have been received from Algeria, Australia-TGA, Belarus, Canada- TPD, China-NPRA, Costa Rica, Indonesia, Lebanon, Libya, Malaysia-NPRA, Oman, South Africa, Taiwan and Ukraine.

### **Indoco Analytical Solutions (IAS), Rabale**

Indoco houses a separate Indian FDA and USFDA-approved public testing laboratory at its R&D Centre at Rabale. Indoco Analytical Solutions (IAS) is equipped with the latest and most sophisticated analytical instruments. IAS has cleared the consecutive fourth USFDA audit with ZERO Observations in May 2024.

The laboratory is well equipped to provide Nitrosamine, potential Genotoxic, and Azido impurities testing in drug substances and drug products along with In Silico toxicity assessment as per various regulatory requirements. IAS is also equipped to carry out NAP test for APIs, where Nitrosamine impurity standards are not available. IAS provides extractable and leachable (E&L) studies for drug-device combinations and de-formulation studies of RLDs to generic formulation developing companies. IAS also provides elemental impurities assessment in pharmaceuticals as per the ICH Q3D. Identification, isolation and characterization of impurities in pharmaceuticals are also carried out at IAS. IAS provides crystallographic services by carrying out patent evaluation studies for polymorphism in drug substances and drug products. IAS is completely equipped to carry out thermal studies on drug substances and drug products.

#### **Intellectual Property Rights (IPR):**

The Company has from time to time added to its kitty of Intellectual Property by obtaining patents for its innovative manufacturing processes. The IPR Cell is actively involved in the filing and prosecution of Patent applications in different territories. It is well equipped with different patent search tools and has access to various scientific journals. The patent applications are filed in the respective countries based on the market potential.

#### **Status of patent applications filed:**

| <i>Patent Applications</i> | <i>India</i> | <i>PCT</i> | <i>Europe</i> | <i>USA</i> | <i>Japan</i> | <i>Total</i> |
|----------------------------|--------------|------------|---------------|------------|--------------|--------------|
| APIs                       | 45           | 18         | 5             | 4          | 1            | 73           |
| FDFs                       | 32           | 5          | 2             | 2          | -            | 41           |
| <b>Total</b>               | <b>77</b>    | <b>23</b>  | <b>7</b>      | <b>6</b>   | <b>1</b>     | <b>114</b>   |

Out of the 73 API patent applications filed, 2 patent applications were granted in FY 2023-24, thus granted patents for APIs are 30, and for FDFs patents, out of the 41 patent applications filed, 2 patent applications were granted in FY 2023-24, thus total granted patents for Finished Dosage Forms (FDFs) are now 24 in numbers.

#### **g) Human Resources:**

Human Resource Management plays a key role in developing, reinforcing and strengthening the culture at Indoco. All significant functions initiating from Emoluments, Performance Management, Training and Development, Recruitment & On-boarding right up to the pinnacle of reinforcing the values and ethics are all essential elements taken care by the Human Resource Team at Indoco.

The Company firmly believes that people are the greatest assets and adopt best practices to ensure healthy employee relations, employee growth and overall development of each and every individual. Team H.R. contributes positivity to create strategies for the growth of business as well as the quality of life of every Indocoite.

Learning and Development dovetails with the strategic imperatives to build capabilities aligned to business priorities. Various Training Programs and Employee Welfare initiatives were organized phygital i.e. online as well as physical classroom and outdoor training during the year.

These initiatives developed the overall persona of every indocoite and enhance team building, values and ethics and sense of oneness from every location and strata of workforce.

**Bodhi II:** In this one year there are many achievements, however the journey of continuous improvement i.e., “Transformation & Digitalization” is significant. The first step is successfully implementation of “SAMWAAD- Transformed” - SAP Successfactor- Phase I which helped the Company to have an integrated approach by capturing employee lifecycle.

Indoco was honored with SAP ACE Award 2023 in the ‘Game Changer’ category. This prestigious award, presented by the Indus SAP community and SAP India, recognized Indoco’s outstanding achievements in digital transformation.

**PERFORMANCE & TALENT MANAGEMENT:** In line with the Company’s strategic priorities, talent management processes drive high performance across the organization. Leaders play a key role in setting business plans and leading their teams to meet those goals. They demonstrate accountability towards outcomes for themselves and their teams.

Indoco’s talent acquisition is sharp and based on outcomes. Performance differentiation is enabled by clear rating definitions, which requires high performance. Rewards are closely linked to performance matrix, career growth is based on sustained high performance.

**INDOCO GOAL SETTING PROGRAM (IGSP):** Through IGSP Program, the teams set a clear achievable goal for success of the organization. IGSP provides clarity, motivation, accountability, and a sense of achievement. It provides a clear roadmap for the individual and team to align their efforts towards company objectives, and fuel motivation and engagement. IGSP helps to foster and facilitate collaborative goals among the team. The engaged workforce enhances the workplace productivity by planning and organizing the resources in other terms, prioritizing the work, reducing distractions and staying focused on what matters most. IGSP as a structured approach helps the organisation to reward, keep engaged and recognize the performance.

**CAREER BUILDING & HUMAN CAPITAL IDENTIFICATION:** As a part of the employee retention strategy, the identification of departmental employees for “Talent or Human Capital” has been identified to put them on a fast track to career growth. Capturing Potential / Competence, Talent pool, past performance, Behavioural & Technical Aspects of these employees.

This is an important pillar for employee value proposition. The Company’s upgradation and promotion policies are strengthened to ensure that more employees can take on new roles and build careers they seek. Team HR ensures that talented and capable employees have adequate growth opportunities to enhance their career at Indoco.

**Strategic Management Forums** - This is a Leadership Development Program at Indoco for the Top Management Team in addition to the existing ODIs already in place for the various customized training programs. Strategic decision-making and Retreats for business planning are the core functions of this dynamic team. This highly impactful program will translate the organization’s aspirations into specific goals and strategies and take the organization into a great leap of the Next Orbit.

**CAREER SUCCESSION PLANNING** – Post annual appraisal, top talent has been identified to put on fast-track career growth. Accordingly, Career Planning and Succession Management have been planned for top leaders in the organization.

**SATURDAY LEARNINGS & TED TALKS** – Sharing valuable knowledge through short stories with morals & motivational talks, to encourage, inspire and help Indocoites approach difficult situations in a professional and mature way.

**PRAISE INITIATIVE – ‘Power of Recognition Appreciating Individuals Strengths for their Efforts’** – Fostering a culture of acknowledgement and appreciation at Indoco. This initiative brought a lot of excitement and was an overwhelming success where each employee praised his/her co-workers for their professional work and support. The recipients of the highest Praise cards were felicitated and awarded.

**REWARD & RECOGNITION:** A system where employees are acknowledged for their performance. Employees are rewarded for their excellent contributions towards the organizational development. Rewards and Awards like Analyst of the Month/Year, Reviewer of the Month/Year. Special recognition and felicitation of employees who were the key contributors to the success in any significant Audit/Inspection.

**MERI AAWAZ SUNO** – This is an Employee Satisfaction Survey. Employees are the biggest asset of an organization; hence employee opinions and satisfaction levels matter.

To understand their opinion at large and to make improvements accordingly, this initiative was launched. Very attractive and innovative ideas were received and executed, thus making each employee a valuable contributor.

**EMPLOYEE ENGAGEMENT ACTIVITIES:** Team HR continues to conduct engagement activities like Ganesh festival, Dussehra Pooja, Navratri, Diwali and Christmas. Besides the above, knowledge forums on ‘Financial Awareness and Wealth Management’ were conducted with special focus on Savings and Investment, Insurance, Loans and Retirement Planning. Sessions for psychological health and well-being and a holistic approach through Yoga was also conducted.

**MILESTONES :**

- Indoco’s Annual Day – INSPIRA (A cultural vibrant event – Indoco’s Got Talent) was organized.
- Indoco’s Foundation Day is celebrated pan India. These programs showcased the talent, art and creativity of every indocoite.

**STAFF WELFARE PROGRAMS:** Birthday celebrations, retirement felicitation functions, Employees completing 25 years of service and children of Indocoites with outstanding performance in the Std. X examination were felicitated. Various competitions and debates were held during the year. These initiatives were successful in bringing together and strengthening different departments and also helped in bonding and team building. Online sessions were held for all Indocoites on interesting topics such as, ‘Keep Your Heart Healthy, Oncology session, Medical Camps and Health check-ups. An educational session on “Health and Nutrition Care” was conducted on the occasion of Women’s day, imparting valuable knowledge and also entertainment programs like Zumba and team building activities were well appreciated by all the women of Indoco.

**POSH :** Under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, sessions were conducted by professionals to educate women of their right to protection and equality, creating a stress-free working environment.

**ENVIRONMENT, HEALTH & SAFETY:** Keeping in mind the EHS policy, Indocoites adhere to the strict guidelines to maintain the Environment, Health & Safety.

**SOCIAL AWARENESS:** To encourage employees to support a social cause, many philanthropic initiatives are continuously being conducted during the year like, Blood donation drives, School Kit drives for children in rural areas, patronizing NGO stalls, thus bringing smiles to millions of underserved communities. The HR Team at Indoco takes full responsibility and ensures a productive environment where people feel valued and motivated to contribute their best to the growth of the organization.

It is the key responsibility of Team HR as business partner, to execute all strategies and take innovative ideas to fruition.

- h) Future Outlook:** The Company's Domestic business continues to focus on brand building, with a thrust on the chronic and sub-chronic segment, as well as, penetration in the North and East regions. The Company will selectively launch new products in the specialty segment to boost growth. With well-known legacy brands, Doctor Loyalty of over 7 decades, a highly motivated field force, distribution network across India and presence in growing segments, including Stomatology and Ophthalmology will help the Domestic business to grow on a sustainable basis.

On the International front, the Company's US business witnessed ANDA approvals from the USFDA providing a significant boost to its existing business in the US and supporting the Company's commitment to providing effective and affordable treatment options to all.

EIR for Goa plant I, successful completion of USFDA inspection at API Kilo Lab manufacturing facility and Indoco Analytical Solutions division with ZERO observations, is a further testament to Indoco's commitment to quality and regulatory compliance.

A master manufacturing plan is in the progress phase at Indoco's various manufacturing facilities, thereby supporting automation, upgradation, capacity increase endeavour aimed at further improving productivity exponentially.

The successful switch of one product from Rx to OTC has been a milestone, reflecting the Company's ability to adapt to changing market dynamics and consumer needs.

Warren Remedies Private Limited, a wholly owned subsidiary of Indoco Remedies commenced commercial production of Oral Care products at its greenfield manufacturing facility in Shendra, Chhatrapati Sambhaji Nagar (Aurangabad). We also commenced production of Pharmaceutical Intermediates at this facility.

The Company's API manufacturing capacity was expanded by commissioning a new multipurpose manufacturing block at Patalganga as also a fully operational green field and state-of-the-art manufacturing facility at Aurangabad, Maharashtra to manufacture APIs and intermediates, which will cater to the growing demand, both for captive as well as for external sales.

This will provide us requisite capabilities and edge in meeting demand of Oral Care Products and Pharmaceutical Intermediates.

The organization expanded its Ophthalmology presence in India with the creation of a second all-India division, aimed at strengthening the Company's position in the anti-glaucoma market.

Expertise in Research & Development, backward integration with own APIs, a full-fledged CRO setup, excellence in finished dosage manufacturing and a strong customer base makes the Company, a preferred partner, offering complete solutions to generic companies worldwide with a focus on the development and marketing of niche products and also by offering quality and affordable medicines to patients in India and worldwide.

### **Disclaimer**

Statements in this 'Management Discussion and Analysis' describing the Company's objectives, projections, estimates, expectations, plans or industry conditions or events are 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results, performance or achievements could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, feedstock availability and prices, competitors' pricing in the Company's principal markets, changes in government regulations, tax regimes, economic conditions within India and the countries within which the Company conducts business and other factors, such as litigation and labour unrest or other difficulties. The Company assumes no responsibility to publicly update, amend, modify or revise any forward-looking statements, based on any subsequent development, new information or future events or otherwise, except as required by applicable law.

# Independent Auditors' Report to the Members of Indoco Remedies Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **INDOCO REMEDIES LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the financial statements (including summary of material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matters  | Auditor's Response  |
|---------|--|---|
| 1       | <p><b>Direct and Indirect Tax receivables and contingent liabilities pertaining to tax matters under dispute.</b></p> <p>The Company has reflected ₹ 7,193.31 lakhs as receivables of Sales Tax, Entry Tax, GST Input credit, Income Tax, etc. as on March 31, 2024 (₹ 7,628.01 lakhs as on March 31, 2023). Further, the Company is a party to litigations in respect of various statutory dues where the amounts demanded are to the tune of ₹ 4,184.56 lakhs as on March 31, 2024 (₹ 4,113.12 lakhs as on March 31, 2023). Out of this, an amount of ₹ 304.33 lakhs have been deposited under protest as on March 31, 2024 (₹ 786.68 lakhs as on March 31, 2023).</p> <p>Contingent liabilities as defined in Ind AS 37 require assessment of probable outcomes and cash flows. The identification and quantification of contingent liabilities require estimation and judgement by the management. The ultimate recoverability of receivables is based on outcome of those proceedings and require inputs from subject specialists, management judgement and therefore required significant audit attention.</p> <p>Refer Note No. 52: contingent liabilities not provided for to the standalone financial statements.</p> | <p><b>Principal Audit Procedures Performed</b></p> <p>We have carried out the validation of the information provided by the management by performing the following procedures:</p> <ol style="list-style-type: none"> <li>Evaluating the reasonableness of the underlying assumptions.</li> <li>Examining the relevant documents on record.</li> <li>Relying on relevant external evidence available including applicable judicial pronouncements and industry practices.</li> <li>Getting representations from the management wherever necessary.</li> </ol> |
| 2       | <p><b>Intangible Assets Under Development</b></p> <p>The Company undertakes several projects for new product development. Once the development is complete as per management assessment, such items are reclassified as Intangible Assets in the books of accounts. The management makes an assessment as to whether all such projects are capable of being completed and capable of getting the requisite regulatory approvals. On the basis of such assessment, the costs incurred on such projects till the time development is complete as per management assessment, are reflected in the financial statements as "Intangible assets under development".</p>  | <p><b>Principal Audit Procedures Performed</b></p> <p>We performed the following principal audit procedures in relation to management assessment of addition of intangible assets under development and capitalisation of intangible assets.</p> <ol style="list-style-type: none"> <li>We assessed the management process and policies for initial recognition, classification of intangible assets under development and its capitalisation.</li> <li>Examining the relevant documents on record.</li> </ol>  |



| Sr. No. | Key Audit Matters  | Auditor's Response  |
|---------|--|---|
|         | <p>The quantum of Intangible Assets Under Development as on March 31, 2024 was ₹ 2,194.27 lakhs (₹ 5,820.81 lakhs as on March 31, 2023).</p> <p>The Company has incurred R&amp;D development costs of ₹ 1,761.19 lakhs which has been added to intangible assets under development, ₹ 53.43 lakhs charged to profit and loss on account of written off projects during the year and ₹ 5,334.30 lakhs has been added to intangible assets as development is complete.</p> | <p>c) Evaluating the reasonableness of the underlying assessment, assumption, and estimation.</p> <p>d) Getting representations from the management wherever necessary.</p> |

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Management and those charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place with reference to standalone financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of accounts.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 52 to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor, Education and Protection Fund by the Company.
  - iv.
    - (a) The Management has represented that, to the best of its knowledge and belief as disclosed in note no 49(4) to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in note no 49(5) to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. As stated in note no 43 (b) to the standalone financial statements
    - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

- (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which includes test check, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the said audit trail facility has been operating throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. As per proviso to rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from April 1, 2023, reporting under Rule 11(g) of Companies (Audit & Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **Gokhale & Sathe**  
*Chartered Accountants*  
FRN: - 103264W

Sd/-

**Tejas Parikh**  
*Partner*

Membership No. 123215  
UDIN: - 24123215BKBNZZ8353

Place : Mumbai  
Date : May 16, 2024

## ANNEXURE "A" to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Indoco Remedies Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, right-of-use of assets and capital work in progress.
  - (B) The Company is maintaining proper records showing full particulars of intangible assets as at the year end.
  - (b) The Company has a regular program of verification of Property, Plant and Equipment so to cover all the items over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification which were not properly dealt with in the books of accounts in the current year.
  - (c) According to the information and explanations given to us, the records examined by us and based on examination of the copies of the Sale Deed / Conveyance Deed / Transfer Deed, land revenue records provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land that have been taken on lease and disclosed separately in Property Plant & Equipment in the financial statements, the lease agreements are in the name of the Company except mentioned below.

| <i>Description of Property</i> | <i>Gross Carrying Value (₹ in lakhs)</i> | <i>Held in the name of</i>           | <i>Whether promoter, director or their relative or employee</i> | <i>Period held Since</i> | <i>Reason for not being held in name of company</i>  |
|--------------------------------|--|--------------------------------------|---|--------------------------|--|
| Land – Leasehold               | 39.13                                    | La Nova Chem (India) Private Limited | No  | July 2006                | Lease acquired through merger/amalgamation, procedure for name change in the name of the Company is pending. |

- (d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) during the year.
- (e) On the basis of information provided by management, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- ii. (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate; Discrepancies noticed were less than 10% for each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets; the quarterly returns or statements filed by the Company during the year with the banks are in agreement with books of accounts (Refer Note no 25 (a) to the standalone financial statements).
- iii. In our opinion and according to the information and explanations given to us;
- (a) During the year the Company has made investments in, provided loans or advances in the nature of loans, or stood guarantee, to subsidiaries and parties other than subsidiaries, associates as follows. Further, The Company has not given any security to any entities during the year.

(₹ in Lakhs)

| <i>Particulars</i>  | <i>Investments</i> | <i>Guarantees</i> | <i>Loans</i> |
|---|--------------------|-------------------|--------------|
| <u>Aggregate amount granted / provided during the year</u>                    |                    |                   |              |
| - Subsidiaries  | 3,306.35           | 21,450.00         | 8,458.40     |
| - Other Entities  | -                  | -                 | 77.34        |
| <u>Balance outstanding as at balance sheet date in respect of above cases</u> |                    |                   |              |
| - Subsidiaries  | 5,049.67           | 21,450.00         | 8,778.40     |
| - Other Entities  | 144.00             | -                 | 77.34        |

- (b) In case of Investment made, unsecured loans granted, guarantees issued during the year by the company, terms and conditions of the unsecured loan granted and guarantees provided to such subsidiary companies are prima facie not prejudicial to the interest of the Company.
- (c) The Company has granted loans during the year to its wholly owned subsidiary where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There is no amount overdue for more than ninety days in respect of aforesaid loans.
- (e) There is no loan given falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to same party.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of investment made, loans granted, and guarantee provided during the year. The Company has not provided securities and hence compliance with provisions of section 185 and 186 of the Act is not applicable.

- v. The Company has not accepted deposits or amounts which are deemed as deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provision of section 73 to 76 any other relevant provisions of the At and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales tax, Goods and Services Tax, duty of excise, duty of customs , value added tax, cess and any other statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us there are no dues of customs duty, provident fund, employee state insurance that have not been deposited on account of any dispute. However, according to the information and explanation given to us the following dues of income tax, central excise, value added tax, goods and service tax and sales tax have not been deposited by the Company on account of disputes:

| <i>Nature of Statute</i>        | <i>Nature of Dues</i>   | <i>Amount<br/>(₹ in Lakhs)</i> | <i>Period to which<br/>amount relates</i> | <i>Forum where dispute is<br/>Pending</i>                          |
|---------------------------------|-------------------------|--------------------------------|---|--|
| Andhra Pradesh VAT Act, 2005    | A Vat                   | 8.02                           | 2014-16                                   | Andhra Pradesh VAT Appellate Tribunal, Visakhapatnam               |
| Goa VAT Act, 2005               | G Vat                   | 46.32                          | 2007-08,<br>2009-10 & 2013-14             | Asst. Commissioner Tax Officer, Margao                             |
| Central Excise Act, 1944        | Excise Duty             | 14.11                          | 1997-98, various<br>years                 | Honourable Supreme Court   |
| Central Excise Act, 1944        | Excise Duty             | 78.85                          | 1995-96, 1997-98 &<br>2010-14             | CESTAT, Mumbai   |
| Central Excise Act, 1944        | Excise Duty             | 5.83                           | 1997-99                                   | Divisional Deputy Commissioner                                     |
| Finance Act, 1994               | Service Tax             | 476.55                         | 2006-08                                   | CESTAT, Mumbai   |
| Income Tax Act, 1961            | Income Tax              | 320.81                         | 2017-18, 2018-19<br>and 2021-22           | CIT (A)  |
| Income Tax Act, 1961            | Tax Deducted at Sources | 5.98                           | 2010-19                                   | Deputy Commissioner of Income Tax Centralized Processing cell- TDS |
| Goods and Service Tax Act, 2017 | Demand Under Section 73 | 631.75                         | 2018-19                                   | High Court, Mumbai   |



| <i>Nature of Statute</i>        | <i>Nature of Dues</i>   | <i>Amount<br/>(₹ in Lakhs)</i> | <i>Period to which<br/>amount relates</i> | <i>Forum where dispute is<br/>Pending</i>             |
|---------------------------------|---|--------------------------------|---|---|
| Goods and Service Tax Act, 2017 | Demand Under Section 73   | 75.37                          | 2017-18                                   | Commissioner of State Tax (Appeal), Maharashtra       |
| Goods and Service Tax Act, 2017 | SGST and CGST, Demand Under section 73 and Input Service Distributor Credit | 381.08                         | 2017-18 and 2018-19                       | Jt. Commissioner of State Tax (Appeal), Maharashtra   |
| Goods and Service Tax Act, 2017 | SGST and CGST   | 2.93                           | 2018-19                                   | Deputy Commissioner of State Tax (Appeal), Bihar      |
| Goods and Service Tax Act, 2017 | Input Service Distributor Credit  | 213.09                         | 2018-19                                   | Commissioner of State Tax (Appeal), Himachal Pradesh  |
| Goods and Service Tax Act, 2017 | Input Service Distributor Credit  | 12.61                          | 2017-18 and 2018-19                       | Commissioner of State Tax (Appeal), Gujrat            |
| Goods and Service Tax Act, 2017 | Input Service Distributor Credit and IGST                                   | 1,602.35                       | 2017-18 and 2018-19                       | Commissioner of State Tax (Appeal), Goa               |
| Goods and Service Tax Act, 2017 | Input Service Distributor Credit  | 2.38                           | 2018-19                                   | Commissioner of State Tax (Appeal), Telangana         |
| Goods and Service Tax Act, 2017 | Non-Filing of GSTR 9C   | 0.75                           | 2017-18                                   | Asst. Commissioner of State Tax (Appeal), Karnataka   |
| Goods and Service Tax Act, 2017 | Section 73  | 1.45                           | 2017-18                                   | Asst. Commissioner of State Tax (Appeal), Uttarakhand |

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of dues or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanation given to us and the Company has not been declared wilful defaulter by any bank or financial institution or any other lender.

- (c) In our opinion and according to information and explanations given to us, the Company has utilised the money obtained by way of term loans during the year for the purposes for which they were obtained. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie not been used during the year for long term purposes.
- (d) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries except Stand by letter of credit (SBLC) facility provided to foreign step subsidiary of ₹ 1,700 Lakhs during the year.
- (e) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) According to the information and explanations given to us, no material fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) As informed by the management, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints have been received during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and on the basis of explanation / information provided by management, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) In our opinion and on the basis of explanation / information provided by management, in respect of other than ongoing projects, Company is not required to transfer unspent amount to a Fund specified in Schedule VII to the Companies Act, within the period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;
- (b) In our opinion and on the basis of explanation / information provided by management, an amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to an ongoing project, has transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Gokhale & Sathe**  
*Chartered Accountants*  
FRN: - 103264W

Sd/-

**Tejas Parikh**  
*Partner*

Membership No. 123215  
UDIN: - 24123215BKBNZZ8353

Place : Mumbai  
Date : May 16, 2024

## **ANNEXURE - "B"** **to the Independent Auditors' Report**

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Indoco Remedies Limited of even date)**

**Report on the Internal Financial Controls under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (the "Act")**

### **Opinion**

We have audited the internal financial controls with reference to standalone financial statements of **INDOCO REMEDIES LIMITED** (the "Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **Managements' Responsibility for Internal Financial Controls**

The Management of the Company is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness

of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

### **Meaning of Internal Financial Controls Over Financial Reporting with reference to standalone financial statements**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to financial statements.**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Gokhale & Sathe**  
*Chartered Accountants*  
FRN: - 103264W

Sd/-

**Tejas Parikh**  
*Partner*

Membership No. 123215  
UDIN: - 24123215BKBNZZ8353

Place : Mumbai  
Date : May 16, 2024

## Balance Sheet

### As at March 31, 2024

| Particulars  | Note No. | ₹ in lakhs         |                    |
|--|----------|--------------------|--------------------|
|  |          | March 31, 2024     | March 31, 2023     |
| <b>ASSETS</b>  |          |                    |                    |
| <b>Non Current Assets</b>  |          |                    |                    |
| (a) Property, Plant and Equipment .....  | 3a       | 61,974.28          | 57,848.19          |
| (b) Right-of-use assets .....  | 4        | 1,560.12           | 1,700.50           |
| (c) Capital Work in Progress .....   | 3b       | 9,250.03           | 5,436.28           |
| (d) Other Intangible Assets .....  | 5        | 9,699.43           | 6,596.93           |
| (e) Intangible Assets under Development .....  | 5        | 2,194.27           | 5,820.81           |
| (f) Financial Assets   |          |                    |                    |
| (i) Investments .....  | 6a       | 5,195.92           | 1,889.57           |
| (ii) Loans .....   | 7        | 9,085.83           | 605.13             |
| (iii) Other Financial Assets .....   | 8        | 645.42             | 195.76             |
| (g) Other Non Current Assets .....   | 11       | 6,434.19           | 4,627.33           |
| <b>Total, Non current Assets</b> .....   |          | <b>1,06,039.49</b> | <b>84,720.50</b>   |
| <b>Current Assets</b>  |          |                    |                    |
| (a) Inventories .....  | 12       | 31,041.85          | 32,598.55          |
| (b) Financial Assets .....   |          |                    |                    |
| (i) Investments .....  | 6b       | 724.39             | 100.00             |
| (ii) Trade Receivables .....   | 13       | 40,802.06          | 35,082.03          |
| (iii) Cash and Cash Equivalents .....  | 14       | 746.97             | 998.61             |
| (iv) Bank Balances other than (iii) above .....  | 15       | 946.87             | 241.34             |
| (v) Loans .....  | 16       | 147.53             | 69.34              |
| (vi) Other Financial Assets .....  | 17       | 2,677.52           | 299.70             |
| (c) Current Tax Assets (Net) .....   | 10       | 174.35             | 541.23             |
| (d) Other Current Assets .....   | 18       | 12,759.74          | 11,315.85          |
| <b>Total Current Assets</b> .....  |          | <b>90,021.28</b>   | <b>81,246.65</b>   |
| <b>Total, Assets</b> .....   |          | <b>1,96,060.77</b> | <b>1,65,967.15</b> |
| <b>EQUITY AND LIABILITIES</b>  |          |                    |                    |
| <b>Equity</b>  |          |                    |                    |
| (a) Equity Share Capital .....   | 19       | 1,843.65           | 1,843.01           |
| (b) Other Equity .....   | 20       | 110,818.14         | 1,00,859.14        |
| <b>Total, Equity</b> .....   |          | <b>1,12,661.79</b> | <b>1,02,702.15</b> |
| <b>Liabilities</b>   |          |                    |                    |
| <b>Non-current liabilities</b>   |          |                    |                    |
| (a) Financial Liabilities  |          |                    |                    |
| (i) Borrowings .....   | 21a      | 20,360.00          | 14,350.00          |
| (ia) Lease Liabilities .....   | 21b      | 1,240.55           | 1,503.68           |
| (ii) Other Financial Liabilities .....   | 22       | 489.51             | -                  |
| (b) Provisions .....   | 23       | 3,346.71           | 3,333.36           |
| (c) Deferred Tax Liabilities (Net) .....   | 9        | 1,000.47           | 618.04             |
| (d) Other Non-Current Liabilities .....  | 24       | 736.38             | 736.38             |
| <b>Total, Non-Current Liabilities</b> .....  |          | <b>27,173.62</b>   | <b>20,541.46</b>   |
| <b>Current Liabilities</b>   |          |                    |                    |
| (a) Financial Liabilities  |          |                    |                    |
| (i) Borrowings .....   | 25a      | 29,324.62          | 17,100.45          |
| (ia) Lease Liabilities .....   | 25b      | 439.93             | 330.94             |
| (ii) Trade Payables  | 26       |                    |                    |
| Total Outstanding Dues of Micro Enterprises and Small Enterprises .....                      |          | 3,121.47           | 1,229.86           |
| Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises ..... |          | 8,775.29           | 11,415.10          |
| (iii) Other Financial Liabilities .....  | 27       | 8,357.53           | 5,747.81           |
| (b) Other Current Liabilities .....  | 29       | 1,378.58           | 1,954.02           |
| (c) Provisions .....   | 28       | 4,827.94           | 4,945.36           |
| <b>Total, Current Liabilities</b> .....  |          | <b>56,225.36</b>   | <b>42,723.54</b>   |
| <b>Total, Liabilities</b> .....  |          | <b>83,398.98</b>   | <b>63,265.00</b>   |
| <b>Total, Equity and Liabilities</b> .....   |          | <b>1,96,060.77</b> | <b>1,65,967.15</b> |

The above statement of Balance Sheet should be read in conjunction with the accompanying notes.

As per our Report of even date attached

For **Gokhale & Sathé**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBNNZ8353

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593  
Mumbai : May 16, 2024

## Statement of Profit and Loss Account For the year ended March 31, 2024

| Particulars  | Note No. | (₹ in lakhs)                 |                              |
|--|----------|------------------------------|------------------------------|
|  |          | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
| <b>Income</b>  |          |                              |                              |
| (a) Revenue from Operations .....  | 30       | <b>1,79,080.71</b>           | 1,66,669.11                  |
| (b) Other Income .....   | 31       | <b>850.85</b>                | 232.95                       |
| <b>Total Income (I)</b> .....  |          | <b>1,79,931.56</b>           | <b>1,66,902.06</b>           |
| <b>Expenditure</b>   |          |                              |                              |
| (c) Cost of Materials Consumed .....   | 32a      | <b>44,549.29</b>             | 41,202.38                    |
| (d) Purchase of Stock in Trade .....   | 32b      | <b>11,565.97</b>             | 10,271.96                    |
| (e) Changes in Inventories of Finished Goods,<br>Stock in Trade & Work-in-progress ..... | 32c      | <b>(1,469.78)</b>            | 655.21                       |
| (f) Employee Benefit Expenses .....  | 33       | <b>35,055.38</b>             | 32,114.57                    |
| (g) R&D Expenses .....   | 34       | <b>9,715.74</b>              | 8,096.98                     |
| (h) Finance Costs .....  | 37       | <b>3,681.40</b>              | 2,502.56                     |
| (i) Depreciation, Amortization and Impairment Expense .....                              | 35       | <b>8,798.46</b>              | 7,060.16                     |
| (j) Other Expenses .....   | 36       | <b>53,865.37</b>             | 45,839.20                    |
| <b>Total Expenses (II)</b> .....   |          | <b>1,65,761.83</b>           | <b>1,47,743.02</b>           |
| <b>Profit Before Exceptional Items and Tax</b> .....                                     |          | <b>14,169.73</b>             | <b>19,159.04</b>             |
| (k) Exceptional Items .....  | 38       | <b>1,152.78</b>              | -                            |
| <b>Profit / (Loss) Before Tax</b> .....  |          | <b>15,322.51</b>             | <b>19,159.04</b>             |
| (l) Tax Expense .....  | 39       |                              |                              |
| (a) Current .....  |          | <b>3,277.25</b>              | 5,520.14                     |
| (b) Deferred .....   |          | <b>381.19</b>                | (497.29)                     |
| <b>Total Taxes</b> .....   |          | <b>3,658.44</b>              | <b>5,022.85</b>              |
| <b>Profit / (Loss) for the year</b> .....  |          | <b>11,664.07</b>             | <b>14,136.19</b>             |
| (m) <b>Other Comprehensive Income</b>  |          |                              |                              |
| Items that will not be reclassified to profit and loss                                   |          |                              |                              |
| i) Remeasurements of post-employment<br>benefit obligations .....                        | 40       | <b>4.85</b>                  | 191.79                       |
| ii) Income tax relating to this item .....   | 39       | <b>(1.22)</b>                | (48.27)                      |
| <b>Total Other Comprehensive Income / (Loss)</b> .....                                   |          | <b>3.63</b>                  | <b>143.52</b>                |
| <b>Total Comprehensive income for the year</b> .....                                     |          | <b>11,667.70</b>             | <b>14,279.71</b>             |
| (n) <b>Earning Per Share</b>   | 47       |                              |                              |
| <b>Basic (in ₹)</b> .....  |          | <b>12.66</b>                 | <b>15.34</b>                 |
| <b>Diluted (in ₹)</b> .....  |          | <b>12.64</b>                 | <b>15.32</b>                 |

The above statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our Report of even date attached

For **Gokhale & Sathe**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBNZZ8353

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593  
Mumbai : May 16, 2024

## Cash Flow Statement

### For the year ended March 31, 2024

| S no.        | Particulars   | Year ended<br>31.03.2024 | Year ended<br>31.03.2023 |
|--------------|---|--------------------------|--------------------------|
| (₹ in lakhs) |   |                          |                          |
| <b>(A)</b>   | <b>Cash Flow from Operating Activities :</b>  |                          |                          |
|              | <b>Net Profit / (Loss) before tax and extraordinary item</b>                            | <b>14,169.73</b>         | 19,159.04                |
|              | Adjustments for :   |                          |                          |
|              | Depreciation, Amortisation and Impairment Expense                                       | <b>8,798.46</b>          | 7,060.16                 |
|              | Profit on sale of Fixed Assets  | <b>(54.15)</b>           | (19.45)                  |
|              | Loss on sale of Fixed Assets  | <b>91.97</b>             | 145.62                   |
|              | Share based payments to Employees   | <b>268.67</b>            | 65.75                    |
|              | Sundry Balance written back   | <b>—</b>                 | (118.08)                 |
|              | Provision for Doubtful Debts / Bad Debts  | <b>804.05</b>            | 1,559.66                 |
|              | Interest Income   | <b>(608.39)</b>          | (57.53)                  |
|              | Dividend received on Investments  | <b>(0.40)</b>            | (0.39)                   |
|              | Unrealised Foreign Exchange (Gain) / Loss   | <b>57.45</b>             | 729.55                   |
|              | Finance Cost (Other than Unrealised Foreign Exchange (Gain) / Loss)                     | <b>3,650.42</b>          | 2,722.31                 |
|              |   | <b>13,008.08</b>         | 12,087.60                |
|              | <b>Operating Profit before Working Capital Change</b>                                   | <b>27,177.81</b>         | <b>31,246.64</b>         |
|              | Adjustments for:  |                          |                          |
|              | Decrease / (Increase) in Trade Receivables  | <b>(6,550.54)</b>        | (7,891.11)               |
|              | Decrease / (Increase) in Other Current Financial Assets                                 | <b>(2,456.00)</b>        | 2,100.07                 |
|              | Decrease / (Increase) in Other Current Assets   | <b>(1,424.62)</b>        | 820.79                   |
|              | Decrease / (Increase) in Inventories  | <b>1,556.70</b>          | (1,546.99)               |
|              | Decrease / (Increase) in Other Non Current Financial Assets                             | <b>(522.71)</b>          | (143.81)                 |
|              | Decrease / (Increase) in Other Non Current Assets                                       | <b>(183.54)</b>          | 514.41                   |
|              | Increase / (Decrease) in Trade Payables   | <b>(748.19)</b>          | (768.62)                 |
|              | Increase / (Decrease) in Non Current Financial Liabilities                              | <b>489.51</b>            | —                        |
|              | Increase / (Decrease) in Non Current Provisions   | <b>18.20</b>             | 360.77                   |
|              | Increase / (Decrease) in Lease Liabilities  | <b>228.78</b>            | 765.66                   |
|              | Increase / (Decrease) in Other Non Current Liabilities                                  | <b>—</b>                 | (4.15)                   |
|              | Increase / (Decrease) in Current Financial Liabilities                                  | <b>2,543.48</b>          | (2,842.93)               |
|              | Increase / (Decrease) in Current Provisions   | <b>(117.43)</b>          | 203.80                   |
|              | Increase / (Decrease) in Other Current Liabilities                                      | <b>(575.44)</b>          | 1,203.09                 |
|              |   | <b>(7,741.80)</b>        | (7,229.02)               |
|              | <b>Cash generated from Operations</b>   | <b>19,436.01</b>         | <b>24,017.62</b>         |
|              | Income Tax Paid (Net of Refund)   | <b>(2,910.35)</b>        | <b>(6,138.44)</b>        |
|              | <b>Net Cash generated from Operating Activities Before Exceptional Items....(A)....</b> | <b>16,525.66</b>         | <b>17,879.18</b>         |
|              | <b>Exceptional items</b>  |                          |                          |
|              | Exceptional items   | <b>1,152.78</b>          | —                        |
|              | <b>Net cash from/ (used in) Operating Activities (A)</b>                                | <b>17,678.44</b>         | <b>17,879.18</b>         |
| <b>(B)</b>   | <b>Cash Flow from Investing Activities</b>  |                          |                          |
|              | Payment towards Capital Expenditure   | <b>(17,903.49)</b>       | (18,938.68)              |
|              | Sale of Fixed Assets  | <b>168.47</b>            | 115.92                   |
|              | Investment in Subsidiaries  | <b>(3,306.34)</b>        | (1,500.00)               |
|              | Payment on purchases of Investments   | <b>(624.39)</b>          | (244.00)                 |
|              | Loan given to Subsidiaries  | <b>(8,458.40)</b>        | (320.00)                 |
|              | (Increase) / Decrease in Bank Balance not considered as Cash & Cash Equivalents         | <b>(705.53)</b>          | (10.52)                  |
|              | Interest Received   | <b>659.15</b>            | 45.47                    |
|              | Dividend received on Investments  | <b>0.40</b>              | 0.39                     |
|              | <b>Net cash from/ (used in) Investing Activities (B)</b>                                | <b>(30,170.13)</b>       | <b>(20,851.42)</b>       |



## Cash Flow Statement For the year ended March 31, 2024

... Contd. from previous page

| S no. | Particulars   | Year ended<br>31.03.2024 | Year ended<br>31.03.2023 | (₹ in lakhs) |
|-------|---|--------------------------|--------------------------|--------------|
| (C)   | <b>Cash Flow from Financing Activities</b>  |                          |                          |              |
|       | Finance Cost (Other than Unrealised Foreign Exchange (Gain) / Loss)               | (3,586.97)               | (2,719.54)               |              |
|       | Payment of Lease Liability  | (382.93)                 | (177.15)                 |              |
|       | Proceeds from issue of Equity Shares  | 77.34                    | –                        |              |
|       | Dividend Paid   | (2,070.59)               | (2,072.11)               |              |
|       | Proceeds from Long Term Borrowings  | 10,300.00                | 9,500.00                 |              |
|       | Repayment of Long Term Borrowings   | (5,127.98)               | (4,062.24)               |              |
|       | Proceeds / (Repayment) from Short Term Borrowings                                 | 13,031.18                | 1,811.82                 |              |
|       | <b>Net cash from/ (used in) Financing Activities (C)</b>                          | <b>12,240.05</b>         | <b>2,280.78</b>          |              |
|       | <b>Net Increase / (Decrease) in Cash or Cash Equivalents (A+B+C)</b>              | <b>(251.64)</b>          | <b>(691.46)</b>          |              |
|       | <b>Cash and Cash Equivalents at the beginning of the Financial Year</b>           | <b>998.61</b>            | <b>1,690.07</b>          |              |
|       | <b>Cash and Cash Equivalents at the end of the Financial Year (Refer Note 14)</b> | <b>746.97</b>            | <b>998.61</b>            |              |

### Notes:

- The above statement of Cash Flows should be read in conjunction with the accompanying notes.
- The above Cash Flow Statement has been prepared under "Indirect Method" set out in Ind AS-7, issued by Institute of Chartered Accountants of India.
- Figures in brackets indicate cash outgo.
- Previous year's figures have been regrouped and reclassified wherever necessary.
- Cash and Cash Equivalents comprise of :

| Particulars           | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------|----------------------|----------------------|----------------------|
| a. Cash on Hand       | 11.07                | 11.88                | 9.36                 |
| b. Balances with Bank | 735.90               | 986.73               | 1,680.71             |
| <b>Total</b>          | <b>746.97</b>        | <b>998.61</b>        | <b>1,690.07</b>      |

- Changes in liability arising from financing activities :

| Particulars                 | Borrowings             |                   |                  |
|-----------------------------|------------------------|-------------------|------------------|
|                             | Non-Current (Note 21a) | Current (Note 24) | Total            |
| As at March 31, 2022        | 14,125.72              | 10,294.89         | 24,420.61        |
| Cash Flow                   | 5,437.76               | 1,811.82          | 7,249.58         |
| Foreign exchange movement   | 23.50                  | (243.24)          | (219.74)         |
| <b>As at March 31, 2023</b> | <b>19,586.98</b>       | <b>11,863.47</b>  | <b>31,450.45</b> |
| Cash Flow                   | 5,172.02               | 13,031.18         | 18,203.20        |
| Foreign exchange movement   | –                      | 30.98             | 30.98            |
| <b>As at March 31, 2024</b> | <b>24,758.99</b>       | <b>24,925.63</b>  | <b>49,684.62</b> |

As per our Report of even date attached

For **Gokhale & Sathe**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBZNZZ8353

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593  
Mumbai : May 16, 2024

## Statement for Changes in Equity

### For the year ended March 31, 2024

#### a. Equity Share Capital

(₹ in lakhs)

| Particulars                                     | Note No | Amount          |
|---|---------|-----------------|
| As at April 1, 2022                             | 19      | 1,843.01        |
| Changes in Equity Share Capital                 |         | –               |
| Add: Shares allotted under ESOP during the year |         | –               |
| <b>As at March 31, 2023</b>                     |         | <b>1,843.01</b> |
| Changes in Equity Share Capital                 |         | –               |
| Add: Shares allotted under ESOP during the year |         | 0.64            |
| <b>As at March 31, 2024</b>                     |         | <b>1,843.65</b> |

#### b. Other Equity

(₹ in lakhs)

| Particulars   | Note No. | Reserves & Surplus                         |                    |                 |                  |                   | Total Other Equity |
|---|----------|--|--------------------|-----------------|------------------|-------------------|--------------------|
|   |          | Employee stock options outstanding account | Securities Premium | Capital reserve | General reserve  | Retained Earnings |                    |
| <b>Balance as at April 1, 2022</b>                        | 20       | –  | 6,420.93           | 0.02            | 25,817.64        | 56,348.47         | 88,587.06          |
| Changes in equity share capital during the year           |          |  |                    |                 |                  |                   |                    |
| Profit / (Loss) for the year                              |          | –  | –                  | –               | –                | 14,136.19         | 14,136.19          |
| Other comprehensive income for the year                   |          | –  | –                  | –               | –                | 143.52            | 143.52             |
| <b>Total Comprehensive income for the year</b>            |          | –  | –                  | –               | –                | 14,279.71         | 14,279.71          |
| Dividends   |          | –  | –                  | –               | –                | (2,073.38)        | (2,073.38)         |
| Transfer to General Reserve                               |          | –  | –                  | –               | –                | –                 | –                  |
| Exercise of Employee Stock Options                        |          | –  | –                  | –               | –                | –                 | –                  |
| Share-based payments expense (ESOP) (net) (Refer note 45) |          | 65.75                                      | –                  | –               | –                | –                 | 65.75              |
| <b>Balance as at March 31, 2023</b>                       |          | <b>65.75</b>                               | <b>6,420.93</b>    | <b>0.02</b>     | <b>25,817.64</b> | <b>68,554.80</b>  | <b>1,00,859.14</b> |
| <b>Balance as at April 1, 2023</b>                        |          | <b>65.75</b>                               | <b>6,420.93</b>    | <b>0.02</b>     | <b>25,817.64</b> | <b>68,554.80</b>  | <b>1,00,859.14</b> |
| Changes in equity share capital during the year           |          |  |                    |                 |                  |                   |                    |
| Profit / (Loss) for the year                              |          | –  | –                  | –               | –                | 11,664.07         | 11,664.07          |
| Other comprehensive Income for the year                   |          | –  | –                  | –               | –                | 3.63              | 3.63               |
| <b>Total comprehensive income for the year</b>            |          | –  | –                  | –               | –                | <b>11,667.70</b>  | <b>11,667.70</b>   |
| Dividends   |          | –  | –                  | –               | –                | (2,073.38)        | (2,073.38)         |
| Transfer to General Reserve                               |          | –  | –                  | –               | –                | –                 | –                  |
| Exercise of Employee Stock Options                        |          | –  | 76.71              | –               | –                | –                 | 76.71              |
| Share-based payments expense (ESOP) (net) (Refer note 45) |          | 287.97                                     | –                  | –               | –                | –                 | 287.97             |
| <b>Balance as at March 31, 2024</b>                       |          | <b>353.72</b>                              | <b>6,497.64</b>    | <b>0.02</b>     | <b>25,817.64</b> | <b>78,149.12</b>  | <b>1,10,818.14</b> |

The above statement of Changes in Equity should be read in conjunction with the accompanying notes.

Remeasurement gain (net of tax) on defined benefit plan 3.63 lakhs (Remeasurement gain (net of tax) Previous year 143.52 lakhs) is recognised during the year as part of Retained Earnings.

As per our Report of even date attached

For **Gokhale & Sathe**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBNZZ8353

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593  
Mumbai : May 16, 2024

# Notes to Financial Statements (Standalone)

## For the year ended March 31, 2024

### Corporate Information

Indoco Remedies Limited (the Company) is a Public Limited Company domiciled in India and incorporated under the provision of the Companies Act, VII of 1913. Its Shares are listed on two stock exchanges in India i.e Bombay Stock Exchange and National Stock Exchange. Indoco Remedies Limited is engaged in the manufacturing and marketing of Formulations (Finished Dosage Forms) and Active Pharmaceutical Ingredients (APIs). The Company caters to both Domestic and International markets. Company has four wholly owned subsidiaries, Xtend Industrial Designers and Engineers Pvt. Ltd. (formerly known as Indoco Industrial Designers & Engineers Pvt. Ltd.) , Indoco Remedies Czech sro, Indoco Remedies UK Limited & Warren Remedies Private Limited. The Company has acquired 85% equity stake in FPP Holding Company, LLC a company registered in Delaware, USA on June 5, 2023.

### 1. Material Accounting Policies followed by the Company

#### a) Basis of Preparation

##### (i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These standalone financial statements were authorised for issue by the Company's Board of Directors on May 16, 2024.

##### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities that are measured at fair value;
- Defined benefit plans - Plan assets measured at fair value;

##### (iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in Schedule III to the Act.

##### (iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### b) Use of estimates and judgements

The preparation of financial statements requires management of the Company to make estimates and assumptions that affect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Management at each reporting date reviews estimates and underlying assumptions. Actual results could differ from these estimates. Any revision of these estimates is recognised prospectively in the current and future periods.

Following are the critical judgements and estimates:

#### Critical judgments:

##### a. Taxes on Income:

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

**b. Employee benefits:**

Significant judgments are involved in making estimates about the life expectancy discounting rate, salary increase, etc. which significantly affect the working of the present value of the future liabilities on account of the employee benefits by way of defined benefit plans.

**c. Product warranty and expiry claims:**

Significant judgments are involved in determining the estimated stock lying in the market with product shelf life and estimates of likely claims on account of expiry of such unsold goods lying with stockists.

**d. Impairment of property, plant and equipment**

Significant judgment is involved in determining the estimated future cash flows from Property, Plant and Equipment to determine their value in use to assess whether there is any impairment in their carrying amounts as reflected in the financials.

**e. Contingent liabilities:**

Significant judgment is involved in determining whether there is a possible obligation that may, but probably will not require an outflow of resources.

**Critical estimates:**

**a. Property, Plant and Equipment:**

Property, Plant and Equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and methods of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**b. Sales Return**

The Company accounts for sales returns accrual by recording an allowance for sales returns concurrent with the recognition of revenue at the time of a product sale. This allowance is based on the Company's estimate of expected sales returns. Accordingly, the estimate of sales returns is determined primarily by the Company's historical experience in the markets in which the Company operates.

**c. Segment Reporting**

The Company has only one business segment i.e. Pharmaceutical Products.

**d. Foreign Currency Translation**

**i. Functional and presentation currency**

The Financial Statements are presented in Indian rupees (INR) which is the functional and presentation currency.

**ii. Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Profit or Loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other gains / (losses).

**e. Revenue Recognition**

The company derives major portion of its revenue from manufacturing and marketing of Formulations (Finished Dosage Forms) and Active Pharmaceutical Ingredients (APIs). Other sources of revenue include Dossiers development, Analytical Studies and Bio-equivalent studies undertaken by the company on behalf of customers.

With effect from April 01, 2018, the company has adopted Ind AS 115, Revenue from Contracts with Customers. The company analysed the impact of Ind AS on incomplete contracts, if any and concluded that the effect of adoption of Ind AS 115 was insignificant.

**Recognising revenue from major business activities**

**i. Sale of goods – FDF and API**

Revenue from sale of FDF and API are recognised when the performance obligations are satisfied in accordance with Ind AS 115. Performance obligations are deemed to have been satisfied when substantial risk and rewards of ownership are transferred to the customer and the customer obtains control of the promised goods. In case of domestic sales, performance obligations are satisfied when goods are dispatched, or delivery is handed over to the transporter. In case of export sales, performance obligations are satisfied based on terms defined in the contracts. In case of Ex-works contracts, performance obligation is satisfied when goods are shipped or dispatched from the factory and in other cases when the goods are shipped on board based on Bill of Lading / Airway Bill or any other similar document evidencing delivery thereof.

**ii. Revenue from services**

Services provided include Dossiers development, Analytical Studies and Bio-equivalent studies undertaken by the company on behalf of customers.

The contracts with customers for Dossiers and study reports are fixed-price contracts. Revenue from such contracts, where the performance obligations are satisfied over time and where there is no significant uncertainty as to measurement or collectability of consideration, is recognised based on the terms agreed with the customers.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. The effect that the contract modification has on the transaction price, and on the entity's measure of progress towards complete satisfaction of the performance obligation, is recognised as an adjustment to revenue (either as an increase in or a reduction of revenue) at the date of the contract modification (i.e. the adjustment to revenue is made on a cumulative catch-up basis).

**iii. Other operating revenue - Export incentives**

Revenue from Export Incentives under various schemes is recognised when the performance obligations are satisfied i.e. when the related export sales are effected.

**iv. Sales Return**

The Company recognises provision for sales return, on the basis of past experience, measured on net basis of the margin of the sales. Any unutilised provision for sales return is reversed to the Statement of Profit and Loss on completion of 3 years from the date of creation.

**f. Government Grants**

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

**g. Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**h. Business Combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Company; and
- Fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

**i. Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**j. Cash Flow Statements**

Cash flows are prepared using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of company are segregated.

**k. Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and Spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulas used are 'Weighted Average Cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

**l. Non-Current Assets held for Sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Company classified as held for sale continue to be recognised.

**m. Derivatives and Hedging Activities**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

**n. Property, Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Cost includes purchase price, non-refundable taxes, levies, and any directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

### Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

| <i>Asset Class</i>                | <i>Useful Life</i> |
|-----------------------------------|--------------------|
| Building and Premises – Office    | 60 years           |
| Building and Premises – Factory   | 30 years           |
| Plant and Machinery               | 15 years           |
| Handling Equipment                | 15 years           |
| Pollution Control Equipment       | 10 years           |
| Laboratory Equipment              | 10 years           |
| R & D Equipment                   | 10 years           |
| Plant Utilities                   | 15 years           |
| Electric Installation             | 10 years           |
| Furniture and Fixtures            | 10 years           |
| Office Equipment                  | 5 years            |
| Computers - Desktops, Laptop etc. | 3 years            |
| Computers - Servers and Networks  | 6 years            |
| Networking Instrument             | 6 years            |
| Air Conditioning Unit             | 15 years           |
| Vehicles                          | 8 years            |
| Trade Mark                        | 15 years           |
| Technical Know How                | 10 years           |

The management believes that useful lives currently used is as prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflects its estimate of the useful lives and residual values of property, plant and equipment. The residual values are not more than 5% of the original cost of the asset.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

#### **o. Intangible Assets**

##### **i. Computer Software**

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of



identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use
- Management intends to complete the software and use it
- There is an ability to use the software
- It can be demonstrated how the software will generate probable future economic benefits
- Adequate technical, financial and other resources to complete the development and to use the software are available, and
- The expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

**ii. ANDA / DMFs / Dossiers**

All revenue expenditure incurred till the development of ANDAs / DMFs / Dossiers etc. are grouped under intangible assets under development. Once the development is complete, the expenditures incurred on the said project is capitalised & grouped under "Intangible Assets" and amortised based on best estimated commercial revenue period, not exceeding 5 years. The carrying value of the capitalised project is reviewed for impairment annually.

**iii. Amortisation methods and periods**

The Company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

| <i>Asset Class</i>            | <i>Useful Life</i> |
|-------------------------------|--------------------|
| Trade Mark/ Technical Knowhow | 15 years           |
| Technical Knowhow             | 10 years           |
| Computer software             | 3 years            |
| ANDA / DMF                    | 5 years            |

**p. Research and Development Expenditure**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- development costs can be measured reliably;
- the product or process is technically and commercially feasible;
- future economic benefits are probable; and
- the company intends to, and has sufficient resources to complete development and to use or sell the asset.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

**q. Borrowings**

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

**r. Borrowing Costs**

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

**s. Provisions**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

**t. Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**A. Financial Assets:**

**a. Initial recognition and measurement:** All financial assets are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset which are not at Fair Value Through Profit and Loss Account are adjusted to fair value on initial recognition. Purchases or sales of financial assets are recognised on the settlement date i.e. the date that the Company settles to purchase or sell the asset.

**b. Subsequent measurement:** For purposes of subsequent measurement, financial assets are classified in four categories:

**i. Financial Assets measured at amortised cost:**

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate [EIR] method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of profit and loss.

**ii. Financial Assets at fair value through other comprehensive income [FVTOCI]:**

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both for collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

**iii. Financial Assets at fair value through profit or loss [FVTPL]:**

Financial assets, which are not classified in any of the above categories are measured at FVTPL.

**iv. Equity instruments:**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company has made such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment.

However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**v. Investments in subsidiaries and joint ventures:**

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and joint ventures, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss. Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries and joint ventures at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2015.

**c. Derecognition:**

A financial asset [or, where applicable, a part of a financial asset] is primarily derecognised [i.e. removed from the Company's balance sheet] when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
  - [a] the Company has transferred substantially all the risks and rewards of the asset, or

- [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. When the Company has transferred the risks and rewards of ownership of the financial asset, the same is derecognised.

**d. Impairment of financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- i. Financial assets that are debt instruments, and are measured at amortised cost
- ii. Trade receivables or any contractual right to receive cash or another financial asset
- iii. Financial assets that are debt instruments and are measured as at FVTOCI. The Company follows 'simplified approach' for recognition of impairment loss allowance on Point b above.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it requires the Company to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR. ECL impairment loss allowance [or reversal] is recognized as expense/ income in the Statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount. For assessing increase in

credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics.

**B. Financial Liabilities:**

**a. Initial recognition and measurement:**

All financial liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

**b. Subsequent measurement:**

Subsequently all financial liabilities are measured as amortised cost, using EIR method. Gains and losses are recognised in Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

**c. Derecognition:**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of profit and loss.

**d. Embedded derivatives:**

An embedded derivative is a component of a hybrid [combined] instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in Statement of profit and loss, unless designated as effective hedging instruments.

**C. Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**u. Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either :

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable for assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

**v. Employee Benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

**(iii) Post-employment obligations**

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity
- (b) Defined contribution plans such as provident fund and Superannuation

**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

#### **Defined Contribution Plans**

Defined Contribution Plans such as Provident Fund, Superannuation etc., are charged to the Statement of Profit and Loss as incurred.

#### **w. Contributed Equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

##### **i. Earnings per Share**

###### **Basic earnings per share**

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

###### **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

##### **ii. Dividends to shareholders**

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by shareholders. Any interim dividend paid is recognised on approval by the board of directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

#### **x. Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised.

**y. Leases**

The Company has adopted IND AS 116, "Leases", effective April 01, 2019, using modified retrospective approach.

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short term and low value leases, the Company recognises the lease payments as an operating expense on a straight line basis over the lease term.

**z. Equity settled share-based payments**

Equity-settled share based payments to employees are measured at the fair value (i.e. excess of fair value over the exercise price of the option) of the Employee Stock Options Plan at the grant date. The fair value of option at the grant date is calculated by Black-Scholes model. In case the options are granted to employees of the Company, the fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of options that will eventually vest, with a corresponding increase in equity.

The dilutive effect of outstanding options is reflected in determining the diluted earnings per share.

**NOTE 2: Use of Estimates and Judgments**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.



## Notes (Standalone) on financial statements for the year ended March 31, 2024 (All amounts in INR lakhs, unless otherwise stated)

### Note 3a : Property, Plant and Equipment (Owned unless other wise stated)

| Particulars                                       | Land (Freehold) | Land (leasehold) | Building & Premises | Plant & Machinery | Handling Equipments | Pollution Control Equipments | Laboratory Equipments | R&D Equipments | Plant - Utilities | Electrical Installations | Furniture & Fixtures | Office Equipments | Computers | Networking Instruments | Air Conditioning Units | Vehicles | Total      |
|---|-----------------|------------------|---------------------|-------------------|---------------------|------------------------------|-----------------------|----------------|-------------------|--------------------------|----------------------|-------------------|-----------|------------------------|------------------------|----------|------------|
| <b>Year ended March 31, 2023</b>                  |                 |                  |                     |                   |                     |                              |                       |                |                   |                          |                      |                   |           |                        |                        |          |            |
| Gross carrying amount                             | 1,804.37        | 1,839.87         | 23,436.53           | 28,182.07         | 1,407.56            | 921.15                       | 12,842.47             | 1,777.77       | 10,285.61         | 4,099.63                 | 2,714.57             | 896.17            | 2,390.03  | 43.83                  | 4,122.33               | 216.05   | 96,980.01  |
| Opening gross carrying amount as at April 1, 2022 | -               | -                | 1,373.80            | 3,883.78          | 1,676.63            | 181.20                       | 2,190.81              | 2.10           | 1,906.10          | 439.33                   | 358.85               | 154.08            | 325.00    | 14.22                  | 452.39                 | 29.41    | 11,478.70  |
| Additions   | -               | -                | (2.70)              | (600.14)          | (15.06)             | (8.29)                       | (121.08)              | (9.12)         | (125.55)          | -                        | -                    | -                 | -         | -                      | (8.16)                 | (53.83)  | (943.93)   |
| Disposals   | -               | -                | -                   | -                 | -                   | -                            | -                     | -              | -                 | -                        | -                    | -                 | -         | -                      | -                      | -        | -          |
| Closing gross carrying amount                     | 1,804.37        | 1,839.87         | 24,807.63           | 31,465.72         | 1,560.13            | 1,094.06                     | 14,912.20             | 1,770.75       | 12,066.16         | 4,538.96                 | 3,073.42             | 1,050.25          | 2,715.03  | 58.05                  | 4,566.57               | 191.63   | 107,514.80 |
| <b>Accumulated depreciation and impairment</b>    |                 |                  |                     |                   |                     |                              |                       |                |                   |                          |                      |                   |           |                        |                        |          |            |
| Opening accumulated depreciation                  | -               | 304.95           | 7,178.26            | 12,703.35         | 841.00              | 471.36                       | 7,027.55              | 1,685.36       | 4,804.52          | 2,775.99                 | 1,861.24             | 664.14            | 1,847.92  | 42.75                  | 2,580.51               | 138.19   | 44,927.09  |
| Depreciation charge during the year               | -               | 26.03            | 7,639.94            | 1,757.14          | 81.61               | 76.87                        | 1,028.86              | 31.13          | 589.51            | 261.61                   | 190.94               | 86.51             | 292.42    | 2.61                   | 232.75                 | 19.44    | 5,441.37   |
| Disposals   | -               | -                | (1.41)              | (426.17)          | (10.92)             | (1.08)                       | (104.23)              | (8.67)         | (102.63)          | -                        | -                    | -                 | -         | -                      | (3.73)                 | (42.99)  | (701.85)   |
| Closing accumulated depreciation                  | -               | 330.98           | 7,940.79            | 14,034.32         | 911.69              | 547.15                       | 7,952.16              | 1,707.82       | 5,291.40          | 3,037.60                 | 2,052.18             | 750.65            | 2,140.34  | 45.36                  | 2,809.53               | 114.64   | 49,666.61  |
| Net carrying value as at March 31, 2023           | 1,804.37        | 1,508.89         | 16,866.84           | 17,431.40         | 648.44              | 546.91                       | 6,960.04              | 62.93          | 6,774.76          | 1,501.36                 | 1,021.24             | 299.60            | 574.69    | 12.69                  | 1,757.04               | 76.99    | 57,848.19  |
| <b>Year ended March 31, 2024</b>                  |                 |                  |                     |                   |                     |                              |                       |                |                   |                          |                      |                   |           |                        |                        |          |            |
| Gross carrying amount                             | 1,804.37        | 1,839.87         | 24,807.63           | 31,465.72         | 1,560.13            | 1,094.06                     | 14,912.20             | 1,770.75       | 12,066.16         | 4,538.96                 | 3,073.42             | 1,050.25          | 2,715.03  | 58.05                  | 4,566.57               | 191.63   | 107,514.80 |
| Opening gross carrying amount as at April 1, 2023 | 1,876.08        | -                | 1,276.01            | 2,469.01          | 128.35              | 10.72                        | 1,307.21              | 1,118.39       | 335.65            | 567.71                   | 154.57               | 154.57            | 292.87    | -                      | 317.16                 | 272.83   | 10,126.56  |
| Additions   | -               | -                | (18.83)             | (725.49)          | (30.76)             | (3.05)                       | (178.96)              | (29.98)        | (41.85)           | (58.05)                  | (3.40)               | (6.21)            | (3.56)    | -                      | (48.72)                | (72.55)  | (1,221.41) |
| Disposals   | 3,680.45        | 1,839.87         | 26,063.81           | 33,209.24         | 1,857.72            | 1,102.73                     | 16,040.45             | 1,740.77       | 13,142.70         | 4,816.56                 | 3,637.73             | 1,196.61          | 3,004.34  | 58.05                  | 4,835.01               | 391.91   | 116,419.95 |
| Closing gross carrying amount                     | -               | 330.98           | 7,940.79            | 14,034.32         | 911.69              | 547.15                       | 7,952.16              | 1,707.82       | 5,291.40          | 3,037.60                 | 2,052.18             | 750.65            | 2,140.34  | 45.36                  | 2,809.53               | 114.64   | 49,666.61  |
| Opening accumulated depreciation                  | -               | 26.03            | 8,182.4             | 1,988.66          | 74.53               | 74.37                        | 1,153.11              | 2.06           | 660.59            | 241.40                   | 173.51               | 93.65             | 331.81    | 2.25                   | 218.90                 | 25.05    | 5,794.18   |
| Depreciation Charge during the year               | -               | -                | (11.27)             | (589.60)          | (28.19)             | (1.95)                       | (160.19)              | (28.48)        | (27.00)           | (2.90)                   | (2.40)               | (2.90)            | (3.09)    | -                      | (36.51)                | (67.78)  | (1,015.12) |
| Disposals   | -               | 357.01           | 8,747.76            | 15,343.40         | 958.03              | 619.57                       | 8,945.08              | 1,681.40       | 5,924.99          | 3,232.24                 | 2,232.29             | 841.40            | 2,469.06  | 47.61                  | 2,991.92               | 71.91    | 54,445.67  |
| Closing accumulated depreciation                  | -               | 357.01           | 8,747.76            | 15,343.40         | 958.03              | 619.57                       | 8,945.08              | 1,681.40       | 5,924.99          | 3,232.24                 | 2,232.29             | 841.40            | 2,469.06  | 47.61                  | 2,991.92               | 71.91    | 54,445.67  |
| Net carrying value as at March 31, 2024           | 3,680.45        | 1,482.86         | 17,316.05           | 17,865.34         | 699.49              | 483.16                       | 7,095.37              | 59.37          | 7,217.71          | 1,593.32                 | 1,414.44             | 357.21            | 535.28    | 10.44                  | 1,843.09               | 320.00   | 61,974.28  |

(i) Property, Plant and Equipment pledged as security

Refer to note 53 for information on Property, Plant and equipment pledged as security by the Company.

(ii) The Company has not revalued its property, plant and equipment.

### Note 3b : Capital Work in Progress

| Particulars                 | March 31, 2024  | March 31, 2023  |
|-----------------------------|-----------------|-----------------|
| Opening Balance             | 5,436.28        | 5,281.52        |
| Additions during the year   | 14,343.64       | 12,954.62       |
| Capitalised during the year | (10,529.89)     | (12,799.86)     |
| Impairment during the year  | -               | -               |
| <b>Closing Balance</b>      | <b>9,250.03</b> | <b>5,436.28</b> |

(i) Capital work in progress mainly comprises :

- Regular Capex for new projects
- Goa II-Line I and V upgradation/new line
- Patalganga Phase II expansion
- Patalganga QC Microlab, Stores
- Wailuj Global Stability Chamber

(ii) The capital work-in-progress ageing schedule for the years ended March 31, 2024 and March 31, 2023 is as follows :

| Particulars                    | Amount in capital work-in-progress for a period of |           |                   | Total    |
|--------------------------------|--|-----------|-------------------|----------|
|                                | Less than 1 year                                   | 1-2 years | More than 3 years |          |
| <b>As at April 1, 2023</b>     |  |           |                   |          |
| Projects in progress           | 5,919.17   | 3,330.86  | -                 | 9,250.03 |
| Projects temporarily suspended | -  | -         | -                 | -        |
| <b>As at March 31, 2024</b>    |  |           |                   |          |
| Projects in progress           | 5,919.17   | 3,330.86  | -                 | 9,250.03 |
| Projects temporarily suspended | -  | -         | -                 | -        |
| <b>As at April 1, 2022</b>     |  |           |                   |          |
| Projects in progress           | 5,228.86   | 207.22    | 0.20              | 5,436.28 |
| Projects temporarily suspended | -  | -         | -                 | -        |
| <b>As at March 31, 2023</b>    |  |           |                   |          |
| Projects in progress           | 5,228.86   | 207.22    | 0.20              | 5,436.28 |
| Projects temporarily suspended | -  | -         | -                 | -        |

(iii) There is no CWIP whose completion is overdue or has exceeded its cost compared to its initial plan.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 4 : Right-of-use assets**

| <i>Particulars</i>                             | <i>Building</i> | <i>Plant &amp; Machinery</i> | <i>Laboratory Equipments</i> | <i>Plant - Utilities</i> | <i>Computer</i> | <i>Office Equipment</i> | <i>Software</i> | <i>Total</i>    |
|--|-----------------|------------------------------|------------------------------|--------------------------|-----------------|-------------------------|-----------------|-----------------|
| <b>Year ended March 31, 2023</b>               |                 |                              |                              |                          |                 |                         |                 |                 |
| <b>Gross carrying value</b>                    |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening gross carrying amount                  | 619.20          | 392.77                       | 196.22                       | 157.62                   | –               | –                       | 0.82            | 1,366.63        |
| Additions                                      | 308.30          | –                            | –                            | –                        | 184.86          | 272.52                  | –               | 765.68          |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing gross carrying value</b>            | <b>927.50</b>   | <b>392.77</b>                | <b>196.22</b>                | <b>157.62</b>            | <b>184.86</b>   | <b>272.52</b>           | <b>0.82</b>     | <b>2,132.31</b> |
| <b>Accumulated depreciation</b>                |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening accumulated depreciation               | 107.57          | 60.06                        | 45.57                        | 23.29                    | –               | –                       | 0.69            | 237.18          |
| Depreciation charge during the year            | 128.35          | 26.25                        | 19.69                        | 10.51                    | 9.70            | –                       | 0.13            | 194.63          |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing accumulated depreciation</b>        | <b>235.92</b>   | <b>86.31</b>                 | <b>65.26</b>                 | <b>33.80</b>             | <b>9.70</b>     | <b>–</b>                | <b>0.82</b>     | <b>431.81</b>   |
| <b>Net carrying value as at March 31, 2023</b> | <b>691.58</b>   | <b>306.46</b>                | <b>130.96</b>                | <b>123.82</b>            | <b>175.16</b>   | <b>272.52</b>           | <b>–</b>        | <b>1,700.50</b> |
| <b>Year ended March 31, 2024</b>               |                 |                              |                              |                          |                 |                         |                 |                 |
| <b>Gross carrying value</b>                    |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening gross carrying amount                  | <b>927.50</b>   | <b>392.77</b>                | <b>196.22</b>                | <b>157.62</b>            | <b>184.86</b>   | <b>272.52</b>           | <b>0.82</b>     | <b>2,132.31</b> |
| Additions                                      | –               | –                            | –                            | –                        | –               | <b>228.78</b>           | –               | <b>228.78</b>   |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing gross carrying value</b>            | <b>927.50</b>   | <b>392.77</b>                | <b>196.22</b>                | <b>157.62</b>            | <b>184.86</b>   | <b>501.30</b>           | <b>0.82</b>     | <b>2,361.09</b> |
| <b>Accumulated depreciation</b>                |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening accumulated depreciation               | <b>235.92</b>   | <b>86.31</b>                 | <b>65.26</b>                 | <b>33.80</b>             | <b>9.70</b>     | –                       | <b>0.82</b>     | <b>431.81</b>   |
| Depreciation charge during the year            | <b>142.45</b>   | <b>26.25</b>                 | <b>19.69</b>                 | <b>10.51</b>             | <b>29.27</b>    | <b>140.99</b>           | –               | <b>369.16</b>   |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing accumulated depreciation</b>        | <b>378.37</b>   | <b>112.56</b>                | <b>84.95</b>                 | <b>44.31</b>             | <b>38.97</b>    | <b>140.99</b>           | <b>0.82</b>     | <b>800.97</b>   |
| <b>Net carrying value as at March 31, 2024</b> | <b>549.13</b>   | <b>280.21</b>                | <b>111.27</b>                | <b>113.31</b>            | <b>145.89</b>   | <b>360.31</b>           | <b>–</b>        | <b>1,560.12</b> |

Note :

- (i) Refer to note 41 for information on Leases
- (ii) The Company has not revalued its Right-of-use assets.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 5 : Other Intangible Assets and Intangible Assets under Development**

| Particulars                                       | Trade Mark      | Computer Software * | Technical Knowhow | ANDAs, DMFs, Dossiers | Total            | Intangible Assets under development |
|---|-----------------|---------------------|-------------------|-----------------------|------------------|-------------------------------------|
| <b>Year ended March 31, 2023</b>                  |                 |                     |                   |                       |                  |                                     |
| <b>Gross carrying amount</b>                      |                 |                     |                   |                       |                  |                                     |
| Opening gross carrying amount as at April 1, 2022 | 1,082.30        | 2,955.28            | 1.15              | 21,217.93             | <b>25,256.66</b> | <b>6,871.57</b>                     |
| Additions   | 29.00           | 1,292.16            | –                 | –                     | <b>1,321.16</b>  | <b>3,333.05</b>                     |
| Deletions (***)                                   | –               | –                   | –                 | –                     | –                | –                                   |
| Intangible Assets Capitalised                     | –               | –                   | –                 | 4,383.81              | <b>4,383.81</b>  | <b>(4,383.81)</b>                   |
| <b>Closing gross carrying amount (****)</b>       | <b>1,111.30</b> | <b>4,247.44</b>     | <b>1.15</b>       | <b>25,601.74</b>      | <b>30,961.63</b> | <b>5,820.81</b>                     |
| <b>Accumulated amortisation</b>                   |                 |                     |                   |                       |                  |                                     |
| Opening accumulated amortisation                  | 984.09          | 2,053.92            | 1.15              | 19,901.38             | <b>22,940.54</b> | –                                   |
| Amortisation for the year                         | 56.99           | 645.80              | –                 | 721.37                | <b>1,424.16</b>  | –                                   |
| Impairment for the year (**)                      | –               | –                   | –                 | –                     | –                | –                                   |
| <b>Closing accumulated amortisation</b>           | <b>1,041.08</b> | <b>2,699.72</b>     | <b>1.15</b>       | <b>20,622.75</b>      | <b>24,364.70</b> | –                                   |
| <b>Net carrying value as at March 31, 2023</b>    | <b>70.22</b>    | <b>1,547.72</b>     | <b>–</b>          | <b>4,978.99</b>       | <b>6,596.93</b>  | <b>5,820.81</b>                     |
| <b>Year ended March 31, 2024</b>                  |                 |                     |                   |                       |                  |                                     |
| <b>Gross carrying amount</b>                      |                 |                     |                   |                       |                  |                                     |
| Opening gross carrying amount as at April 1, 2023 | <b>1,111.30</b> | <b>4,247.44</b>     | <b>1.15</b>       | <b>25,601.74</b>      | <b>30,961.63</b> | <b>5,820.81</b>                     |
| Additions   | –               | <b>403.32</b>       | –                 | –                     | <b>403.32</b>    | <b>1,761.19</b>                     |
| Deletions (***)                                   | –               | –                   | –                 | –                     | –                | <b>(53.43)</b>                      |
| Intangible Assets Capitalised                     | –               | –                   | –                 | <b>5,334.30</b>       | <b>5,334.30</b>  | <b>(5,334.30)</b>                   |
| <b>Closing gross carrying amount (****)</b>       | <b>1,111.30</b> | <b>4,650.76</b>     | <b>1.15</b>       | <b>30,936.04</b>      | <b>36,699.25</b> | <b>2,194.27</b>                     |
| <b>Accumulated amortisation</b>                   |                 |                     |                   |                       |                  |                                     |
| Opening accumulated amortisation                  | <b>1,041.08</b> | <b>2,699.72</b>     | <b>1.15</b>       | <b>20,622.75</b>      | <b>24,364.70</b> | –                                   |
| Amortisation for the year                         | <b>8.58</b>     | <b>852.09</b>       | –                 | <b>1,774.45</b>       | <b>2,635.12</b>  | –                                   |
| Impairment for the year (**)                      | –               | –                   | –                 | –                     | –                | –                                   |
| <b>Closing accumulated amortisation</b>           | <b>1,049.66</b> | <b>3,551.81</b>     | <b>1.15</b>       | <b>22,397.20</b>      | <b>26,999.82</b> | –                                   |
| <b>Net carrying value as at March 31, 2024</b>    | <b>61.64</b>    | <b>1,098.95</b>     | <b>–</b>          | <b>8,538.84</b>       | <b>9,699.43</b>  | <b>2,194.27</b>                     |

Notes :

\* Computer software also consists of capitalised development costs being an internally generated intangible asset.

\*\* Based on management assessment of prevailing market conditions and technical aspects, impairment charge in C.Y. is Nil (P.Y. - Nil) has been included under depreciation, amortisation and impairment expense in the Statement of Profit and Loss Account.

\*\*\* Incomplete projects lying under Intangible Assets under development is written off - C.Y. is ₹ 53.43 lakhs (P.Y. - Nil) based on Management assessment.

\*\*\*\* The Company has not revalued its intangible assets.

Cost of Incomplete Projects ageing schedule for the years ended March 31, 2024 and March 31, 2023 is as follows :

| Particulars                    | Amount in Cost of Incomplete Projects for a period of |                 |               |                   | Total           |
|--------------------------------|---|-----------------|---------------|-------------------|-----------------|
|                                | Less than 1 year                                      | 1-2 years       | 2-3 years     | More than 3 years |                 |
| <b>As at April 1, 2023</b>     |   |                 |               |                   |                 |
| Projects in progress           | <b>874.64</b>   | <b>1,090.36</b> | <b>225.98</b> | <b>3.29</b>       | <b>2,194.27</b> |
| Projects temporarily suspended | –   | –               | –             | –                 | –               |
| <b>As at March 31, 2024</b>    | <b>874.64</b>   | <b>1,090.36</b> | <b>225.98</b> | <b>3.29</b>       | <b>2,194.27</b> |
| <b>As at April 1, 2022</b>     |   |                 |               |                   |                 |
| Projects in progress           | 3,825.97  | 923.76          | 468.61        | 602.47            | 5,820.81        |
| Projects temporarily suspended | –   | –               | –             | –                 | –               |
| <b>As at March 31, 2023</b>    | <b>3,825.97</b>                                       | <b>923.76</b>   | <b>468.61</b> | <b>602.47</b>     | <b>5,820.81</b> |

There is no COIP whose completion is overdue or has exceeded its cost compared to its initial plan.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 6(a) : Non Current Financial Investments**

| <i>Particulars</i>   | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| <b>Unquoted (at Cost) :</b>  |                       |                       |
| <b>Trade Investment</b>  |                       |                       |
| <b>In Subsidiary Companies</b>   |                       |                       |
| <b>Investments in Equity Instruments</b>   |                       |                       |
| (i) Xtend Industrial Designers & Engineers P. Ltd.<br>(20,27,025 Equity Shares of ₹ 10/- each (Previous Year 20,27,025 Equity Shares of ₹ 10/- each))      | <b>242.32</b>         | 242.32                |
| (ii) Indoco Remedies Czech s.r.o.<br>(5 Shares of CZK 5,660/- @ 3.1811 each (Previous Year 5 Shares of CZK 5,660/- @ 3.1811 each))                         | <b>0.90</b>           | 0.90                  |
| (iii) Indoco Remedies UK Limited<br>(100 Shares of GBP 1 @ 99.82 each (Previous Year -100 Shares of GBP 1 @ 99.82 each))                                   | <b>0.10</b>           | 0.10                  |
| (iv) Warren Remedies Private Limited (refer note below)<br>(1,50,00,000 Equity Shares of ₹ 10/- each (Previous Year 50,00,000 Equity Shares of 10/- each)) | <b>1,500.00</b>       | 500.00                |
| (v) FPP Holding Company, LLC (w.e.f. 05th June, 2023)<br>(76.50 shares of USD 52,309.81 each (Previous Year - NIL))  | <b>3,306.35</b>       | –                     |
| <b>Investments in Preference Shares</b>  |                       |                       |
| (vi) Warren Remedies Private Limited (refer note below)<br>(Current Year - NIL (Previous Year 1,00,00,000 7% Redeemable Preference Shares of ₹ 10/- each)) | –                     | 1,000.00              |
|  | <b>5,049.67</b>       | 1,743.32              |
| <b>Non-Trade Investment (at Cost) :</b>  |                       |                       |
| <b>Investments in Equity Instruments</b>   |                       |                       |
| <b>Other than Subsidiary Companies</b>   |                       |                       |
| (i) Shivalik Solid Waste Management Ltd. Baddi<br>(20,000 Shares of ₹ 10/- each, (Previous Year 20,000 Shares of ₹ 10/- each))                             | <b>2.00</b>           | 2.00                  |
| (ii) Shares of Saraswat Co-op. Bank Ltd.<br>(2,500 ordinary shares of ₹ 10/- each, (Previous Year 2,500 ordinary shares of ₹ 10/- each))                   | <b>0.25</b>           | 0.25                  |
| (iii) Jalansar Wind Energy Private Limited<br>(5,76,000 Equity Shares of ₹ 10/- each (Previous Year 5,76,000 Equity Shares of ₹ 10/- each))                | <b>57.60</b>          | 57.60                 |
| (iv) Kanakal Wind Energy Private Limited<br>(8,64,000 Equity Shares of ₹ 10/- each (Previous Year 8,64,000 Equity Shares of ₹ 10/- each))                  | <b>86.40</b>          | 86.40                 |
|  | <b>146.25</b>         | 146.25                |
| <b>Total, Non Current Financial Investments</b>  | <b>5,195.92</b>       | <b>1,889.57</b>       |
| Footnote:  |                       |                       |
| Aggregate amount of unquoted investments   | <b>5,195.92</b>       | <b>1,889.57</b>       |

*Note*

Warren Remedies Private Limited had issued 1,00,00,000, 7% Redeemable Cumulative Non-Convertible Preference Shares of ₹10/- each on 18.07.2022. Pursuant to terms and conditions of issue the said shares were non-convertible and redeemable within a period of 20 years from the date of allotment. Considering the present financial position of the Company and its future prospects, the Board of Directors decided to convert the Non-Convertible Preference Share into 0% Compulsorily Convertible Preference Non-Cumulative shares on May 23, 2023.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 6(b) : Current Financial Investments**

| Particulars   | March 31, 2024  | March 31, 2023 |
|---|-----------------|----------------|
| <b>Quoted (at FVTPL) :</b>  |                 |                |
| Investment in Mutual Funds (refer note below)   |                 |                |
| (i) Aditya Birla Sunlife Liquid Fund Investment<br>(Number of units-1,17,174.46 @ ₹ 618.2153 each (Previous Year Number of units-27,812.213 @ ₹ 359.5363 each)) | 724.39          | 100.00         |
| <b>Total, Mutual Funds</b>  | <b>724.39</b>   | <b>100.00</b>  |
| <b>Unquoted (at Cost) :</b>   |                 |                |
| <b>Investments in Equity Instruments</b>  |                 |                |
| <b>Other than Subsidiary Companies</b>  |                 |                |
| National Spot Exchange  | 462.90          | 462.90         |
| <b>Total, Equity Instruments</b>  | <b>462.90</b>   | <b>462.90</b>  |
| <b>Total</b>  | <b>1,187.29</b> | <b>562.90</b>  |
| Less : Provision for diminution in value of investment  | (462.90)        | (462.90)       |
| <b>Total, Current Financial Investments</b>   | <b>724.39</b>   | <b>100.00</b>  |
| Footnote:   |                 |                |
| Aggregate book value of quoted investments  | 724.39          | 100.00         |
| Aggregate market value of quoted investments  | 724.39          | 100.00         |

Notes :

- (i) Refer note 42 on Fair value measurement  
(ii) Break-up of Investment in Mutual Funds :

| Particulars                           | No. of units        | March 31, 2024 | No. of units      | March 31, 2023 |
|---------------------------------------|---------------------|----------------|-------------------|----------------|
| Aditya Birla Capital-ABSL Liquid Fund | 27,812.213          | 107.26         | 27,812.213        | 100.00         |
| Aditya Birla Capital-ABSL Liquid Fund | 27,662.818          | 106.69         | -                 | -              |
| Aditya Birla Capital-ABSL Liquid Fund | 26,968.219          | 104.01         | -                 | -              |
| Aditya Birla Capital-ABSL Liquid Fund | 26,680.588          | 102.90         | -                 | -              |
| Aditya Birla Capital-Tata Liquid Fund | 2,710.682           | 102.20         | -                 | -              |
| Aditya Birla Capital-Tata Liquid Fund | 2,677.369           | 100.95         | -                 | -              |
| Aditya Birla Capital-Tata Liquid Fund | 2,662.575           | 100.38         | -                 | -              |
|                                       | <b>1,17,174.464</b> | <b>724.39</b>  | <b>27,812.213</b> | <b>100.00</b>  |

**Note 7 : Non Current Financial Assets - Loans**

| Particulars  | March 31, 2024  | March 31, 2023 |
|--|-----------------|----------------|
| <b>Unsecured, Considered Good</b>                  |                 |                |
| Loan to Subsidiaries (Refer note below)            | 8,778.40        | 320.00         |
| Loan to Employees                                  | 307.43          | 285.13         |
| <b>Total, Non Current Financial Assets - Loans</b> | <b>9,085.83</b> | <b>605.13</b>  |

Note :

- (i) Loans have been granted for the purpose of their business.  
(ii) Details of loans and advances in the nature of loan to subsidiaries, associates etc. as required under Schedule V(A)(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

| Name of the company and relationship             | Balance as at March 31, 2024 | Maximum outstanding during the year 2023-24 | Balance as at March 31, 2023 | Maximum outstanding during the year 2022-23 |
|--|------------------------------|---|------------------------------|---|
| Warren Remedies Private Limited - Subsidiary (*) | 4,620.00                     | 4,620.00                                    | 320.00                       | 320.00                                      |
| FPP Holding Company, LLC (**)                    | 4,158.40                     | 4,158.40                                    | -                            | -   |
| <b>Total</b>                                     | <b>8,778.40</b>              | <b>8,778.40</b>                             | <b>320.00</b>                | <b>320.00</b>                               |

(\*) Warren Remedies Private Limited - Inter Corporate Loan given is for a tenure of 5 years from the date of disbursement and at a rate of interest of 10.60% p.a. payable on quarterly basis.-

(\*\*) FPP Holding Company, LLC- Inter Corporate Loan given is for a tenure of 2 years from the date of disbursement and at a rate of interest @ 7.4532% (6 M SOFR + 200 bps%) payable on quarterly basis.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 8 : Other Non Current Financial Assets**

| <i>Particulars</i>                               | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Margin Money (refer note below)                  | <b>155.91</b>         | 195.76                |
| Commission on Financial Guarantee                | <b>489.51</b>         | –                     |
| <b>Total, Other Non Current Financial Assets</b> | <b>645.42</b>         | <b>195.76</b>         |

Note : Margin kept with Executive Engineer Electricity Department , Verna, Goa

**Note 9 : Deferred Tax Assets / (Liabilities) (Net)**

| <i>Particulars</i>                                      | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Mat Credit Entitlement                                  | –                     | –                     |
| Deferred Tax (Net)                                      |                       |                       |
| Deferred Tax Liability                                  |                       |                       |
| i) On fiscal allowances on fixed assets                 | <b>(3,647.54)</b>     | (3,239.99)            |
|   | <b>(3,647.54)</b>     | (3,239.99)            |
| Deferred Tax Assets                                     |                       |                       |
| i) On employee benefit obligations                      | <b>1,724.36</b>       | 1,702.97              |
| ii) On provision for doubtful debts                     | <b>806.21</b>         | 802.48                |
| iii) On provision for doubtful advances                 | <b>116.50</b>         | 116.50                |
|   | <b>2,647.07</b>       | 2,621.95              |
| <b>Total, Deferred Tax Assets / (Liabilities) (Net)</b> | <b>(1,000.47)</b>     | <b>(618.04)</b>       |

**Movement in Deferred Tax Assets / (Liabilities) (Net)**

| <i>Particulars</i>                  | <i>MAT Credit Entitlement</i> | <i>Deferred Tax Assets</i>         |  |                 | <i>Deferred Tax Liabilities</i>                              |                 | <i>Net Total</i>  |
|-------------------------------------|-------------------------------|------------------------------------|--|-----------------|--|-----------------|-------------------|
|                                     |                               | <i>Employee benefit obligation</i> | <i>Provision for Doubtful Debts/ Advance</i> | <i>Total</i>    | <i>Property, Plant and equipment and investment property</i> | <i>Total</i>    |                   |
| <b>At April 1, 2022</b>             | –                             | 2,244.05                           | 732.63                                       | 2,976.68        | 4,043.72   | 4,043.72        | (1,067.04)        |
| (Charged)/credited:                 |                               |                                    |  |                 |  |                 |                   |
| to profit or loss                   | –                             | (492.81)                           | 186.35                                       | (306.46)        | (803.73)   | (803.73)        | 497.27            |
| to other comprehensive income       | –                             | (48.27)                            | –  | (48.27)         | –  | –               | (48.27)           |
| to Deferred tax on basis adjustment | –                             | –                                  | –  | –               | –  | –               | –                 |
| <b>At March 31, 2023</b>            | –                             | <b>1,702.97</b>                    | <b>918.98</b>                                | <b>2,621.95</b> | <b>3,239.99</b>  | <b>3,239.99</b> | <b>(618.04)</b>   |
| (Charged)/credited:                 |                               |                                    |  |                 |  |                 |                   |
| to profit or loss                   | –                             | <b>22.61</b>                       | <b>3.73</b>                                  | <b>26.34</b>    | <b>407.55</b>  | <b>407.55</b>   | <b>(381.21)</b>   |
| to other comprehensive income       | –                             | <b>(1.22)</b>                      | –  | <b>(1.22)</b>   | –  | –               | <b>(1.22)</b>     |
| to Deferred tax on basis adjustment | –                             | –                                  | –  | –               | –  | –               | –                 |
| <b>At March 31, 2024</b>            | –                             | <b>1,724.36</b>                    | <b>922.71</b>                                | <b>2,647.07</b> | <b>3,647.54</b>  | <b>3,647.54</b> | <b>(1,000.47)</b> |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 10 : Income Tax Assets / Current Tax (Liabilities) (Net)**

| <i>Particulars</i>                                | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Opening balance                                   | 541.23                | (77.07)               |
| Add : Taxes paid (net)                            | 2,910.36              | 6,138.44              |
| Less : Current Tax payable for the year           | (3,277.24)            | (5,520.14)            |
| Add/Less : Assessment Completed / MAT Adjustments | –                     | –                     |
| <b>Closing balance</b>                            | <b>174.35</b>         | <b>541.23</b>         |

The following table provides the details of income tax assets and liabilities as of March 31, 2024 and March 31, 2023

| <i>Particulars</i>  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Income Tax Assets   | 174.35                | 541.23                |
| Income Tax Liabilities  | –                     | –                     |
| <b>Net current income tax assets / (liability) at the end</b> | <b>174.35</b>         | <b>541.23</b>         |

**Note 11 : Other Non Current Assets**

| <i>Particulars</i>                     | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Capital Advance                        | 5,480.15              | 3,856.84              |
| <u>Others</u>                          |                       |                       |
| Deposit - Others                       | 641.63                | 444.94                |
| Tender Deposits                        | 21.13                 | 24.97                 |
| Deposit With OPC Asset Solutions       | 36.02                 | 36.02                 |
| Pre-Paid Expenses                      | 32.98                 | 29.03                 |
| Sales Tax Receivable                   | 219.33                | 232.58                |
| Advance - Others                       | 2.95                  | 2.95                  |
| <b>Total, Other Non Current Assets</b> | <b>6,434.19</b>       | <b>4,627.33</b>       |

**Note 12 : Inventories**

| <i>Particulars</i>        | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------|-----------------------|-----------------------|
| <u>Inventories</u>        |                       |                       |
| Raw and Packing Materials | 17,139.88             | 20,024.63             |
| Work in Progress          | 8,277.95              | 5,729.16              |
| Finished Goods            | 2,814.71              | 3,449.76              |
| Stock in Trade            | 1,705.76              | 2,149.72              |
| Stores and Spares         | 1,103.55              | 1,245.28              |
| <b>Total, Inventories</b> | <b>31,041.85</b>      | <b>32,598.55</b>      |

**Amounts recognised in profit or loss**

Provision for write-downs of inventories amounted to INR 889.74 lakhs (March 31, 2023 – INR 2,087.61 lakhs). These were recognised as an expense during the year and included in changes in value of inventories of work-in-progress, stock-in-trade and finished goods in statement of profit and loss.

Notes :

- (i) Mode of valuation of inventories - refer note no. (k) of significant accounting policies.
- (ii) Refer note no. 53 for information on Inventories pledged as security by the Company.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 13 : Trade Receivables**

| <i>Particulars</i>  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Trade receivables</b>  |                       |                       |
| Unsecured   |                       |                       |
| Debts outstanding for more than six months from the date they are due for payment |                       |                       |
| Considered Good.....  | 2,882.49              | 3,100.51              |
| Considered Doubtful.....  | 3,203.31              | 3,188.48              |
|   | 6,085.80              | 6,288.99              |
| Less: Provision for doubtful debts  | (3,203.31)            | (3,188.48)            |
|   | 2,882.49              | 3,100.51              |
| Debts outstanding for less than six months from the date they are due for payment |                       |                       |
| Other Debts - Considered Good   | 37,919.57             | 31,981.52             |
| <b>Total, Trade receivables</b>   | <b>40,802.06</b>      | <b>35,082.03</b>      |
| Current Portion   | 40,802.06             | 35,082.03             |
| Non-current Portion   | —                     | —                     |

**Break-up of security details**

| <i>Particulars</i>                       | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Secured, considered good                 | —                     | —                     |
| Unsecured, considered good               | 40,802.06             | 35,082.03             |
| Unsecured, considered doubtful           | 3,203.31              | 3,188.48              |
| <b>Total</b>                             | <b>44,005.37</b>      | <b>38,270.51</b>      |
| Allowance for doubtful trade receivables | (3,203.31)            | (3,188.48)            |
| <b>Total, Trade receivables</b>          | <b>40,802.06</b>      | <b>35,082.03</b>      |

Notes :

(i) Refer Note 51 for information about credit risk and market risk of trade receivables.

(ii) Refer note no. 53 for information on Trade Receivables pledged as security by the Company.

(iii) There are no debts due by Directors or other Officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any Director is the partner or a Director or a Member.

The trade receivables ageing schedule for the years ended as on March 31, 2024 and March 31, 2023 is as follows

| <i>Particulars</i>                  | <i>Not Due</i>   | <i>Outstanding for following periods from due date of payment</i> |                           |                  |                  |                          | <i>Total</i>     |
|-------------------------------------|------------------|---|---------------------------|------------------|------------------|--------------------------|------------------|
|                                     |                  | <i>Less than 6 months</i>   | <i>6 months to 1 year</i> | <i>1-2 years</i> | <i>2-3 years</i> | <i>More than 3 years</i> |                  |
| <b>As at April 1, 2023</b>          |                  |   |                           |                  |                  |                          |                  |
| Undisputed – considered good        | 24,665.67        | 13,253.90   | 860.25                    | 968.07           | 336.08           | 718.09                   | 40,802.06        |
| Undisputed – credit impaired        | —                | 4.23  | —                         | 61.97            | 737.19           | 2,399.92                 | 3,203.31         |
| Less : Allowance for doubtful debts | —                | (4.23)  | —                         | (61.97)          | (737.19)         | (2,399.92)               | (3,203.31)       |
| <b>As at March 31, 2024</b>         | <b>24,665.67</b> | <b>13,253.90</b>  | <b>860.25</b>             | <b>968.07</b>    | <b>336.08</b>    | <b>718.09</b>            | <b>40,802.06</b> |
| <b>As at April 1, 2022</b>          |                  |   |                           |                  |                  |                          |                  |
| Undisputed – considered good        | 24,465.13        | 7,516.39  | 3,057.70                  | 42.81            | —                | —                        | 35,082.03        |
| Undisputed – credit impaired        | —                | —   | —                         | 756.45           | 60.08            | 2,371.95                 | 3,188.48         |
| Less : Allowance for doubtful debts | —                | —   | —                         | (756.45)         | (60.08)          | (2,371.95)               | (3,188.48)       |
| <b>As at March 31, 2023</b>         | <b>24,465.13</b> | <b>7,516.39</b>   | <b>3,057.70</b>           | <b>42.81</b>     | <b>—</b>         | <b>—</b>                 | <b>35,082.03</b> |



## Notes (Standalone) on financial statements for the year ended March 31, 2024 (All amounts in INR lakhs, unless otherwise stated)

### Note 14 : Cash and Cash Equivalents

| Particulars                             | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| <b>Cash and Cash Equivalents</b>        |                |                |
| (i) Cash on hand                        | 11.07          | 11.88          |
| (ii) Balances with Banks                |                |                |
| In Current Accounts                     | 668.70         | 920.21         |
| In Fixed Deposit                        | 67.20          | 66.52          |
| <b>Total, Cash and Cash Equivalents</b> | <b>746.97</b>  | <b>998.61</b>  |

Note : There are no other repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period.

### Note 15 : Bank Balances Other than Cash & Cash Equivalents

| Particulars  | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| In Earmarked Accounts  |                |                |
| Unpaid Dividend Accounts (refer note below)                        | 32.24          | 29.45          |
| Margin Money   | 914.63         | 211.89         |
| <b>Total, Bank Balances Other than Cash &amp; Cash Equivalents</b> | <b>946.87</b>  | <b>241.34</b>  |

Note :

i) There is no amount due and outstanding to be credited to Investor Education Protection Fund as at March 31, 2024 & March 31, 2023.

### Note 16 : Current Financial Assets - Loans

| Particulars                                    | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Unsecured, Considered Good                     |                |                |
| Loan To Indoco Employees Welfare Trust (ESOPS) | 77.34          | –              |
| Loan to Employees                              | 70.19          | 69.34          |
| <b>Total, Current Financial Assets - Loans</b> | <b>147.53</b>  | <b>69.34</b>   |

Notes :

- (i) There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, except as disclosed in note 40, that are:  
(a) repayable on demand; or  
(b) without specifying any terms or period of repayment
- (ii) There are no loans which have significant increase in credit risk and which are credit impaired.

### Note 17 : Other Financial Assets - Current

| Particulars  | March 31, 2024  | March 31, 2023 |
|--|-----------------|----------------|
| Mark to Market Gain (Net) on financial instruments     | 216.97          | 299.49         |
| Commission on Financial Guarantee                      | 132.33          | –              |
| Franking Advance                                       | 0.08            | 0.21           |
| Receivable - Other Financial Assets (Refer note below) | 2,328.14        | –              |
| <b>Total, Other Financial Assets - Current</b>         | <b>2,677.52</b> | <b>299.70</b>  |

Note : Consideration receivable ₹ 1,973.00 lakhs (inclusive of GST ₹ 2,328.14 lakhs) for grants to use exclusive, perpetual and irrevocable license rights in respect of trademarks of the Company.

### Note 18 : Other Current Assets

| Particulars                                     | March 31, 2024   | March 31, 2023   |
|---|------------------|------------------|
| Advances to Suppliers                           | 1,636.73         | 1,678.97         |
| Interest Receivable-Loan                        | 152.04           | –                |
| Tender Deposits                                 | 26.27            | 7.43             |
| Pre-paid Expenses                               | 1,624.19         | 1,155.89         |
| Employee Advances                               | 837.27           | 516.39           |
| Receivable - Others                             | 251.45           | 227.10           |
| ESOPs Granted to Subsidiary Employees           | 19.30            | –                |
| Receivable-Interest on Preimport                | 214.96           | –                |
| Gratuity Receivable from LIC                    | 1,023.55         | 334.64           |
| Balance with Statutory / Government Authorities | 6,973.98         | 7,395.43         |
| <b>Total, Other Current Assets</b>              | <b>12,759.74</b> | <b>11,315.85</b> |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 19 : Equity Share Capital**

| Particulars   | March 31, 2024  | March 31, 2023  |
|---|-----------------|-----------------|
| <b>Authorised</b>   |                 |                 |
| 12,50,00,000 Equity Shares of ₹ 2/- each (Previous Year 12,50,00,000 Equity Shares of ₹ 2/- each)                                   | <b>2,500.00</b> | <b>2,500.00</b> |
| <b>Issued, Subscribed and Paid up:</b>  |                 |                 |
| 9,21,50,355 Equity Share of ₹ 2/- each (Previous year 9,21,50,355 Equity Share of ₹ 2/- each) fully paid up                         | <b>1,843.01</b> | 1,843.01        |
| Allotment of Equity Shares on exercise of Employee Stock Options (ESOPs) (31,850 Equity Shares of ₹ 2/- each (Previous year - NIL)) | <b>0.64</b>     | -               |
|   | <b>1,843.65</b> | <b>1,843.01</b> |

| A) Reconciliation of number of ordinary shares outstanding  | March 31, 2024<br>Equity Shares |                 | March 31, 2023<br>Equity Shares |           |
|---|---------------------------------|-----------------|---------------------------------|-----------|
|   | Number                          | (₹ lakhs)       | Number                          | (₹ lakhs) |
| Shares outstanding at the beginning of the year   | <b>9,21,50,355</b>              | <b>1,843.01</b> | 9,21,50,355                     | 1,843.01  |
| Less : Adjustments  | -                               | -               | -                               | -         |
| Add: Issue of Bonus shares  | -                               | -               | -                               | -         |
| Add: Allotment of Equity Shares on exercise of Employee Stock Options (ESOPs) (refer note no. 45) | <b>31,850</b>                   | <b>0.64</b>     | -                               | -         |
| Less: Shares bought back during the year  | -                               | -               | -                               | -         |
| Shares outstanding at the end of the year   | <b>9,21,82,205</b>              | <b>1,843.65</b> | 9,21,50,355                     | 1,843.01  |

| B) Details of Shares held by each shareholder holding more than 5% shares | March 31, 2024                      |                                   | March 31, 2023                      |                                   |
|---|-------------------------------------|-----------------------------------|-------------------------------------|-----------------------------------|
|   | No of Shares held @ ₹ 2/- per share | % holding in that class of Shares | No of Shares held @ ₹ 2/- per share | % holding in that class of Shares |
| <u>Equity Shares with voting rights :</u>                                 |                                     |                                   |                                     |                                   |
| i) Spa Holdings Pvt Ltd   | 1,83,35,000                         | 19.89%                            | 1,83,35,000                         | 19.90%                            |
| ii) Shanteri Investment Pvt Ltd   | 1,57,71,755                         | 17.11%                            | 1,57,71,755                         | 17.12%                            |
| iii) Aditi Panandikar   | 55,92,000                           | 6.07%                             | 55,61,035                           | 6.03%                             |
| iv) Madhura Suresh Kare   | 51,99,000                           | 5.64%                             | 51,85,579                           | 5.63%                             |
| v) Aruna Suresh Kare  | 47,94,714                           | 5.20%                             | 47,94,714                           | 5.20%                             |

**C) Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. All equity shares of the Company rank pari passu in all respects including the right to dividend. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2024, the amount of ₹ 1.50 per share on the face value of ₹ 2/- is proposed to the equity shareholders of the Company (Previous year - ₹ 2.25 per share on face value of ₹ 2 declared and paid to the equity shareholders of the Company).

In the event of winding-up, subject to the rights of holders of shares issued upon special terms and conditions, the holders of equity shares shall be entitled to receive remaining assets, if any, in proportion to the number of shares held at the time of commencement of winding-up.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

Note 19 : Equity Share Capital : *Contd.*

**D) Disclosure of Shareholding of Promoters**

| Shares held by promoters at the end of the year |                               |                    |                   |                          |                    |                   |                          |
|---|-------------------------------|--------------------|-------------------|--------------------------|--------------------|-------------------|--------------------------|
| S no.   | Promoter name                 | 2023-24            |                   |                          | 2022-23            |                   |                          |
|   |                               | No. of shares      | % of total Shares | % Change during the year | No. of shares      | % of total Shares | % Change during the year |
| 1   | Kare Suresh Govind            | 40,60,408          | 4.40%             | –                        | 40,60,408          | 4.41%             | –                        |
| 2   | Kare Suresh Govind (HUF)      | 2,73,500           | 0.30%             | –                        | 2,73,500           | 0.30%             | –                        |
| 3   | Kare Aruna Suresh             | 47,94,714          | 5.20%             | –                        | 47,94,714          | 5.20%             | –                        |
| 4   | Panandikar Aditi Milind       | 55,92,000          | 6.07%             | 0.0336%                  | 55,61,035          | 6.03%             | 0.002%                   |
| 5   | Kare Madhura Suresh           | 51,99,000          | 5.64%             | 0.0146%                  | 51,85,579          | 5.63%             | 0.002%                   |
| 6   | Shanteri Investment Pvt. Ltd. | 1,57,71,755        | 17.11%            | –                        | 1,57,71,755        | 17.12%            | –                        |
| 7   | SPA Holdings Pvt. Ltd.        | 1,83,35,000        | 19.89%            | –                        | 1,83,35,000        | 19.90%            | –                        |
| 8   | Kare Govind Ramnath           | 2,000              | 0.00%             | –                        | 2,000              | 0.00%             | –                        |
| 9   | Kare Sharda Ramnath           | 32,500             | 0.04%             | –                        | 32,500             | 0.04%             | –                        |
| 10  | Pai Sudha M                   | 10,727             | 0.01%             | –                        | 10,727             | 0.01%             | –                        |
| 11  | Vaidya Pratima Ajit           | 26,550             | 0.03%             | –                        | 26,550             | 0.03%             | –                        |
| 12  | Panandikar Megh Milind        | 12,000             | 0.01%             | 0.0009%                  | 11,200             | 0.01%             | –                        |
| 13  | Panandikar Milind S           | 7,500              | 0.01%             | –                        | 7,500              | 0.01%             | –                        |
| 14  | Panandikar Mahika Milind      | 6,800              | 0.01%             | 0.0008%                  | 6,100              | 0.01%             | –                        |
| 15  | Ramani Rohan A                | 6,550              | 0.01%             | 0.0005%                  | 6,100              | 0.01%             | –                        |
|   | <b>Total</b>                  | <b>5,41,31,004</b> | <b>58.72%</b>     |                          | <b>5,40,84,668</b> | <b>58.69%</b>     |                          |
|   | <b>Total Number of Shares</b> | <b>9,21,82,205</b> | <b>100.00%</b>    |                          | <b>9,21,50,355</b> | <b>100.00%</b>    |                          |

**Note 20 : Other Equity**

| Particulars                                | March 31, 2024     | March 31, 2023     |
|--|--------------------|--------------------|
| Capital Reserve                            | 0.02               | 0.02               |
| Securities Premium                         | 6,497.64           | 6,420.93           |
| Employee Stock Options Outstanding Account | 353.72             | 65.75              |
| General Reserve                            | 25,817.64          | 25,817.64          |
| Retained Earnings                          | 78,149.12          | 68,554.80          |
| <b>Total, Other Equity</b>                 | <b>1,10,818.14</b> | <b>1,00,859.14</b> |

(i) **Capital Reserve**

| Particulars            | March 31, 2024 | March 31, 2023 |
|------------------------|----------------|----------------|
| Opening Balance        | 0.02           | 0.02           |
| Additions              | –              | –              |
| <b>Closing balance</b> | <b>0.02</b>    | <b>0.02</b>    |

(ii) **Securities Premium**

| Particulars            | March 31, 2024  | March 31, 2023  |
|------------------------|-----------------|-----------------|
| Opening Balance        | 6,420.93        | 6,420.93        |
| Additions              | 76.71           | –               |
| <b>Closing balance</b> | <b>6,497.64</b> | <b>6,420.93</b> |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 20 : Other Equity : Contd.**

**(iii) Employee Stock Options Outstanding Account**

| <i>Particulars</i>                            | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Opening Balance                               | 65.75                 | –                     |
| Add : Additions during the year               | 287.96                | 65.75                 |
| Less : Deductions during the year             | –                     | –                     |
|   | 353.71                | 65.75                 |
| Less : Deferred Employee's Stock Compensation | –                     | –                     |
| <b>Closing balance</b>                        | <b>353.71</b>         | <b>65.75</b>          |

**(iv) General Reserve**

| <i>Particulars</i>   | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Opening balance  | 25,817.64             | 25,817.64             |
| Add : Transferred from Surplus in Statement of Profit & Loss | –                     | –                     |
| <b>Closing balance</b>                                       | <b>25,817.64</b>      | <b>25,817.64</b>      |

**(v) Retained Earnings**

| <i>Particulars</i>                            | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Opening balance                               | 68,554.80             | 56,348.47             |
| Add : Net Profit / (Loss) for the Year        | 11,664.07             | 14,136.19             |
| Add : Other Comprehensive Income for the year | 3.63                  | 143.52                |
| Amount available for appropriation            | 80,222.50             | 70,628.18             |
| Less : Dividend paid                          | (2,073.38)            | (2,073.38)            |
| <b>Closing balance</b>                        | <b>78,149.12</b>      | <b>68,554.80</b>      |

**The description of the nature and purpose of each reserve within equity as follows :**

**Capital Reserve :**

The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

**Securities Premium :**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

**Employee Stock Options Outstanding Account :**

The fair value of the equity-settled share based payment transactions with employees is recognised in standalone statement of profit and loss with corresponding credit to Employee Stock Options Outstanding Account.

**General Reserve :**

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

**Retained Earnings :**

Retained Earnings are the profits that the Company has earned till date less any transfer to general reserve, dividends or other distributions paid to shareholders.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 21a : Non-Current Financial Liabilities - Borrowings**

| <i>Particulars</i>   | <i>Terms of Repayment &amp; Securities</i> | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|--|-----------------------|-----------------------|
| <b>Secured</b>   |  |                       |                       |
| Term Loans from Banks  |  |                       |                       |
| Foreign currency loan -ECB / FCNR(B)                                 | Note No. 21a (i)                           | –                     | 500.68                |
| Indian rupee loan  | Note No. 21a (ii)                          | <b>24,650.00</b>      | 19,004.28             |
| Interest accrued but not due   |  | <b>108.99</b>         | 82.02                 |
| <b>Total, Non Current Financial Liabilities - Borrowings</b>         |  | <b>24,758.99</b>      | <b>19,586.98</b>      |
| Less: Current maturities of long-term debt<br>(included in note 25a) |  | <b>(4,290.00)</b>     | (5,154.96)            |
| Less: Interest accrued (included in note 25a)                        |  | <b>(108.99)</b>       | (82.02)               |
| <b>Total, Non-current borrowings (as per balance sheet)</b>          |  | <b>20,360.00</b>      | <b>14,350.00</b>      |

Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured long term borrowings.

| <i>Note No.</i> | <i>Name of the Bank</i> | <i>Terms of Repayment &amp; Securities</i>  |
|-----------------|-------------------------|---|
| 21a (i)         | Standard Chartered Bank |   |
|                 | Amount Sanctioned       | Euro 30,00,000.00   |
|                 | Amount Availed          | Euro 30,00,000.00   |
|                 | Terms of Repayment      | The Term Loan was repayable in 16 equal quarterly instalments of Euro 1,87,500 each commencing from January 13, 2020, ended on October 11, 2023. The amount was payable in the month of January, April, July and October of each year.  |
|                 | Rate of Interest        | 7.61 % p.a. (The rate of interest is fixed as Company has entered into Interest rate swap Agreement).   |
|                 | Nature of Security      | The loan was secured by equitable mortgage of Land and building situated at A-26, A-27, A-28/1, MIDC Industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist Raigad, Maharashtra - 410 220.<br><br>The loan was secured by First Exclusive charge over the entire moveable fixed assets of the Company both present and future situated at A-26, A-27, A-28/1, A-28/2 MIDC Industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist Raigad, Maharashtra - 410 220.<br><br>Exclusive charge on moveable fixed assets of the Company created out of the Loan at A - 27, MIDC Industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist Raigad, Maharashtra.- 410 220. |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 21a : Non-Current Financial Liabilities - Borrowings : Contd.**

| Note No. | Name of the Bank         | Terms of Repayment & Securities   |
|----------|--------------------------|---|
| 21a (ii) | Saraswat Co Op Bank Ltd. |   |
|          | Amount Sanctioned        | ₹ 50,00,00,000/-  |
|          | Amount Availed           | ₹ 50,00,00,000/-  |
|          | Terms of Repayment       | The Term Loan was Repayable in 59 monthly equal instalments of ₹ 83,33,000/- each and 60th instalment of ₹ 83,53,000/- commencing from January 14, 2020, ending on May 14, 2025. On 23/04/2021 the loan was partially repaid vide Term loan refinanced by DBS Bank India Limited. Hence, the balance loan as on 01/04/2023 was repayable in 4 equal monthly installment of ₹ 83,33,000/- and last instalment of ₹ 33,46,000/- was repaid on 14/08/2023. |
|          | Rate of Interest         | 8.50% p.a.  |
|          | Nature of Security       | Primary : First and Exclusive Charge on entire moveable assets at B 20 MIDC, Waluj, Aurangabad. 1st pari passu charge on entire moveable assets at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna ,Salcete Goa – 403 722.   |
| 21a (ii) | Saraswat Co Op Bank Ltd. |   |
|          | Amount Sanctioned        | ₹ 50,00,00,000/-  |
|          | Amount Availed           | ₹ 50,00,00,000/-  |
|          | Terms of Repayment       | The Term Loan repayment is commenced from Feb, 2023, ending on March, 2029.   |
|          | Rate of Interest         | 8.50% p.a.  |
|          | Nature of Security       | 1st pari passu charge on moveable assets at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna ,Salcete Goa – 403 722. Exclusive charge on immovable fixed assets at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna ,Salcete Goa – 403 722.   |
| 21a (ii) | Saraswat Co Op Bank Ltd. |   |
|          | Amount Sanctioned        | ₹ 30,00,00,000/-  |
|          | Amount Availed           | ₹ 30,00,00,000/-  |
|          | Terms of Repayment       | The Term Loan repayment is commencing from Feb, 2025, ending on Jan, 2030.  |
|          | Rate of Interest         | 8.35% p.a.  |
|          | Nature of Security       | Exclusive charge on present and future movable assets installed on the 2nd floor at R & D Centre and AMD Unit and on the present and future movable fixed assets of the company at Plot No. R-92 R-93, TTC Industrial Area, Rabale, MIDC Thane Belapur Road, Navi Mumbai - 400 701. Exclusive charge on present and future movable assets installed at Baddi plants.  |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 21a : Non-Current Financial Liabilities - Borrowings : Contd.**

| Note No. | Name of the Bank  | Terms of Repayment & Securities   |
|----------|---|---|
| 21a (ii) | DBS Bank India Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security | ₹ 55,00,00,000/-<br>₹ 55,00,00,000/-<br>The Term Loan is Repayable in 10 quarterly equal instalments of ₹ 5,50,00,000/- each commencing from Jan, 2022, ending on April, 2024.<br>8.45% p.a.<br>1st Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.                   |
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security      | ₹ 50,00,00,000/-<br>₹ 50,00,00,000/-<br>The Term Loan is Repayable in 16 quarterly equal instalments of ₹ 93,75,000/- each commencing from June, 2023, ending on March, 2027.<br>8.79% p.a.<br>1st Pari passu charge on over moveable fixed assets of the company both present and future situated at A-26, A-27, A-28/1, A-28/2, MIDC industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist. Raigad, Maharashtra-410220 |
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security      | ₹ 30,00,00,000/-<br>₹ 30,00,00,000/-<br>The Term Loan is Repayable in 16 quarterly equal instalments of ₹ 1,87,50,000/- each commencing from Mar, 2024, ending on Dec, 2027.<br>8.74% p.a.<br>Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.                         |
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security      | ₹ 50,00,00,000/-<br>₹ 50,00,00,000/-<br>The Term Loan is Repayable in 20 quarterly equal instalments of ₹ 2,50,00,000/- each commencing from Dec, 2024, ending on Sept, 2029.<br>8.37% p.a.<br>Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.                        |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 21a : Non-Current Financial Liabilities - Borrowings : Contd.**

| Note No. | Name of the Bank   | Terms of Repayment & Securities   |
|----------|--------------------|---|
| 21a (ii) | HDFC Bank Limited  |   |
|          | Amount Sanctioned  | ₹ 28,00,00,000/-  |
|          | Amount Availed     | ₹ 28,00,00,000/-  |
|          | Terms of Repayment | The Term Loan is Repayable in 20 quarterly equal instalments of ₹ 1,40,00,000/- each commencing from Mar, 2025, ending on Dec, 2029.  |
|          | Rate of Interest   | 8.35% p.a.  |
|          | Nature of Security | Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722. |
| 21a (ii) | HDFC Bank Limited  |   |
|          | Amount Sanctioned  | ₹ 25,00,00,000/-  |
|          | Amount Availed     | ₹ 25,00,00,000/-  |
|          | Terms of Repayment | The Term Loan is Repayable in 20 quarterly equal instalments of ₹ 1,25,00,000/- each commencing from Jun, 2025, ending on Mar, 2030.  |
|          | Rate of Interest   | 8.50% p.a.  |
|          | Nature of Security | Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722. |

**Note 21b : Non-Current Financial - Lease Liabilities**

| Particulars   | March 31, 2024  | March 31, 2023  |
|---|-----------------|-----------------|
| <b>Unsecured</b>                                      |                 |                 |
| Lease Liability-OPC Assets (refer note no. 41)        | 647.88          | 733.52          |
| Lease Liability-CRO Assets (refer note no. 41)        | 508.98          | 643.54          |
| Lease Liability-New ERA (refer note no. 41)           | 83.69           | 126.62          |
| <b>Total, Non-Current Financial-Lease Liabilities</b> | <b>1,240.55</b> | <b>1,503.68</b> |

**Note 22: Non-Current Financial Liabilities**

| Particulars                                     | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| <b>Unsecured</b>                                |                |                |
| Financial Guarantee Obligation                  | 489.51         | –              |
| <b>Total, Non-Current Financial Liabilities</b> | <b>489.51</b>  | <b>–</b>       |



**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 23 : Non Current Provisions**

| <i>Particulars</i>                    | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------------------|-----------------------|-----------------------|
| <b>Provision for Employee Benefit</b> |                       |                       |
| Leave Obligations (refer note no. 40) | <b>1,749.56</b>       | 1,619.84              |
| Gratuity (refer note no. 40)          | <b>1,597.15</b>       | 1,713.52              |
| <b>Total, Non Current Provisions</b>  | <b>3,346.71</b>       | <b>3,333.36</b>       |

**Note 24 : Other Non Current Liabilities**

| <i>Particulars</i>                          | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Others</b>                               |                       |                       |
| Security Deposit                            | <b>736.38</b>         | 736.38                |
| <b>Total, Other Non Current Liabilities</b> | <b>736.38</b>         | <b>736.38</b>         |

**Note 25a : Current Financial Liabilities - Borrowings**

| <i>Particulars</i>                                       | <i>Terms of Repayment &amp; Securities</i> | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|--|-----------------------|-----------------------|
| <b>Secured (Refer Note below)</b>                        |  |                       |                       |
| Loans from Banks   |  |                       |                       |
| Cash Credit Facility                                     | Note No. 25a (i)                           | <b>1,044.08</b>       | 321.03                |
| Packing Credit in Rupee                                  | Note No. 25a (ii)                          | <b>2,500.00</b>       | 1,500.00              |
| Working Capital Demand Loan                              | Note No. 25a (iii)                         | <b>1,000.00</b>       | –                     |
| Term Loans from Banks                                    |  |                       |                       |
| Indian Rupee loan  | Note No. 21a                               | <b>4,290.00</b>       | 4,654.28              |
| Foreign Currency loan -ECB / FCNR(B)                     | Note No. 21a                               | –                     | 500.68                |
| Interest accrued   |  | <b>171.83</b>         | 108.39                |
| <b>Unsecured</b>   |  |                       |                       |
| Loans from Banks   |  |                       |                       |
| Packing Credit in Rupee                                  | Note No. 25a (ii)                          | <b>3,500.00</b>       | 500.00                |
| Working Capital Demand Loan                              | Note No. 25a (iii)                         | <b>16,818.71</b>      | 9,516.07              |
| <b>Total, Current Financial Liabilities - Borrowings</b> |  | <b>29,324.62</b>      | <b>17,100.45</b>      |

The quarterly returns or statements filed by the Company during the year with the banks are in agreement with books of account of the Company.

*Note : Cash Credit, Packing Credit in Rupee, Buyer's Credit and Working Capital Demand Loan are part of Working Capital facilities availed from various Banks and are secured by First parri passu charge by hypothecation of all stocks and book debts.*

| <i>Note No.</i> | <i>Type of Loan</i>         | <i>Repayment and Rate of Interest</i>   |
|-----------------|-----------------------------|---|
| 25a (i)         | Cash Credit Facility        | Is repayable on demand and carries interest @ 8.25% p.a. to 10.15% p.a. (Previous year @ 7.00% p.a. to 10.15% p.a.)               |
| 25a (ii)        | Packing Credit in Rupee     | Is payable on completion of the tenure. It carries interest @ 7.40% p.a. to 8.65% p.a. (Previous Year @ 5.60% p.a. to 7.60% p.a.) |
| 25a (iii)       | Working Capital Demand Loan | Is repayable on demand and carries interest @ 7.40% p.a. to 9.00% p.a. (Previous year @ 4.70% p.a. to 7.72% p.a.)                 |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 25b : Current Financial - Lease Liabilities**

| <i>Particulars</i>                                | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Unsecured</b>                                  |                       |                       |
| Lease Liability-OPC Assets (Refer Note no. 41)    | <b>262.44</b>         | 175.79                |
| Lease Liability-CRO Assets (Refer Note no. 41)    | <b>134.56</b>         | 115.57                |
| Lease Liability-New Era (Refer Note no. 41)       | <b>42.93</b>          | 39.58                 |
| <b>Total, Current Financial Lease Liabilities</b> | <b>439.93</b>         | <b>330.94</b>         |

**Note 26 : Trade Payables**

| <i>Particulars</i>   | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Trade payables   |                       |                       |
| Total Outstanding Dues of Micro and Small Enterprises (refer note no. 56)  | <b>3,121.47</b>       | 1,229.86              |
| Total Outstanding Dues of Creditors Other Than Micro and Small Enterprises | <b>8,775.29</b>       | 11,415.10             |
| <b>Total, Trade Payables</b>   | <b>11,896.76</b>      | <b>12,644.96</b>      |

Trade payables ageing schedule for the year ended as on March 31, 2024 and March 31, 2023 is as follows

| <i>Particulars</i>          | <i>Not Due</i>  | <i>Outstanding for following periods from due date of payment</i> |                  |                  |                          | <i>Total</i>     |
|-----------------------------|-----------------|---|------------------|------------------|--------------------------|------------------|
|                             |                 | <i>Less than 1 year</i>   | <i>1-2 years</i> | <i>2-3 years</i> | <i>More than 3 years</i> |                  |
| <b>As at April 1, 2023</b>  |                 |   |                  |                  |                          |                  |
| Outstanding dues to MSME    | <b>2,251.87</b> | <b>774.94</b>   | <b>92.46</b>     | <b>2.20</b>      | –                        | <b>3,121.47</b>  |
| Others                      | <b>21.13</b>    | <b>8,067.56</b>   | <b>504.69</b>    | <b>47.25</b>     | <b>134.66</b>            | <b>8,775.29</b>  |
| Disputed dues – MSME        | –               | –   | –                | –                | –                        | –                |
| Disputed dues – Others      | –               | –   | –                | –                | –                        | –                |
| <b>As at March 31, 2024</b> | <b>2,273.00</b> | <b>8,842.50</b>   | <b>597.15</b>    | <b>49.45</b>     | <b>134.66</b>            | <b>11,896.76</b> |
| <b>As at April 1, 2022</b>  |                 |   |                  |                  |                          |                  |
| Outstanding dues to MSME    | 455.67          | 771.99  | 2.20             | –                | –                        | 1,229.86         |
| Others                      | 5,054.16        | 6,105.09  | 117.51           | 82.17            | 56.17                    | 11,415.10        |
| Disputed dues – MSME        | –               | –   | –                | –                | –                        | –                |
| Disputed dues – Others      | –               | –   | –                | –                | –                        | –                |
| <b>As at March 31, 2023</b> | <b>5,509.83</b> | <b>6,877.08</b>   | <b>119.71</b>    | <b>82.17</b>     | <b>56.17</b>             | <b>12,644.96</b> |

Please refer note no. 48 for Relationship with Struck off Companies.

**Note 27 : Other Financial Liabilities - Current**

| <i>Particulars</i>                                  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Unclaimed Dividend (*)                              | <b>32.24</b>          | 29.44                 |
| Financial Guarantee Obligation                      | <b>132.33</b>         | –                     |
| Employee Dues                                       | <b>3,541.03</b>       | 2,499.15              |
| Accrued Expenses                                    | <b>4,177.65</b>       | 2,776.26              |
| Other Dues  | <b>474.28</b>         | 442.96                |
| <b>Total, Other Financial Liabilities - Current</b> | <b>8,357.53</b>       | <b>5,747.81</b>       |

\* Unclaimed amounts are transferred to Investor Protection and Education Fund after seven years from the due date.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 28 : Current Provisions**

| <i>Particulars</i>                    | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------------------|-----------------------|-----------------------|
| <b>Provision for Employee Benefit</b> |                       |                       |
| Leave Obligations (refer note no. 40) | <b>250.68</b>         | 297.27                |
| Gratuity (refer note no. 40)          | <b>1,421.50</b>       | 1,387.89              |
| Bonus                                 | <b>712.64</b>         | 940.34                |
| <b>Others</b>                         |                       |                       |
| Sales Return                          | <b>2,443.12</b>       | 2,319.86              |
| <b>Total, Provisions</b>              | <b>4,827.94</b>       | <b>4,945.36</b>       |

- (i) Information about individual provisions and significant estimates

**Sales Returns**

When a customer has a right to return the product within a given period, the company recognises a provision for returns INR 1,900.60 lakhs as at March 31, 2024 (March 2023 - INR 1,728.18 lakhs). This is measured on the previous history of sales return. Revenue is adjusted for the expected value of the returns and cost of sales & Inventory are adjusted for the value of the corresponding goods to be returned.

- (ii) Movements in provisions for Sales Return

Movements in each class of provision during the financial year, are set out below:

| <i>Particulars</i>   | <i>Sales Return</i> |
|--|---------------------|
| <b>As at April 1, 2023</b>   | <b>2,319.86</b>     |
| Charged/(credited) to profit or loss provision for current year        | <b>1,900.60</b>     |
| provision of earlier years utilised as against returns of current year | <b>(1,777.34)</b>   |
| <b>As at March 31, 2024</b>  | <b>2,443.12</b>     |
| <b>As at April 1, 2022</b>   | 2,114.68            |
| Charged/(credited) to profit or loss provision for current year        | 1,728.18            |
| provision of earlier years utilised as against returns of current year | (1,523.00)          |
| <b>As at March 31, 2023</b>  | <b>2,319.86</b>     |

**Note 29 : Other Current Liabilities**

| <i>Particulars</i>                | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|-----------------------------------|-----------------------|-----------------------|
| Commission on Financial Guarantee | <b>94.83</b>          | –                     |
| Advance from Customer             | <b>752.34</b>         | 1,305.86              |
| Statutory Dues Payable            | <b>531.41</b>         | 648.16                |
| <b>Total, Other Liabilities</b>   | <b>1,378.58</b>       | <b>1,954.02</b>       |

## Notes (Standalone)

### on financial statements for the year ended March 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

#### Note 30 : Revenue from operations

| Particulars  | Apr'23-Mar'24      | Apr'22-Mar'23      |
|--|--------------------|--------------------|
| Sale of Product  |                    |                    |
| Domestic Sales   | 89,800.36          | 82,971.17          |
| Export Sales   | 82,909.44          | 74,817.45          |
|  | <b>1,72,709.80</b> | 1,57,788.62        |
| Sale of Services   |                    |                    |
| Export Services  | 854.55             | 4,208.68           |
| Domestic Services  | 2,630.77           | 1,815.50           |
|  | <b>3,485.32</b>    | 6,024.18           |
| Other Operating Revenue  |                    |                    |
| Exchange Gain/(Loss) (Net) (other than considered in Finance Cost) | 1,839.83           | 2,053.31           |
| Export Incentives  | 922.33             | 739.32             |
| Scrap Sale   | 123.43             | 63.68              |
|  | <b>2,885.59</b>    | 2,856.31           |
| <b>Total, Revenue from Operations (Gross)</b>                      | <b>1,79,080.71</b> | <b>1,66,669.11</b> |

Note : As per Ind AS 115, revenue is reported net of GST.

#### Critical judgements in calculating amounts

When a customer has a right to return the product within a given period, the company recognises a provision for sales return INR 1,900.60 lakhs as at March 31, 2024 (March 31, 2023 - INR 1,728.18 lakhs). This is measured on the previous history of sales return. Revenue is adjusted for the expected value of the returns and cost of sales & Inventory are adjusted for the value of the corresponding goods to be returned.

#### Additional disclosures as required by Ind AS 115

##### Disaggregate revenue information

The table below presents disaggregated revenue information from contracts with customers for the year ended March 31, 2024. The company believes that this disaggregation reasonably depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

| Particulars  | Apr'23-Mar'24      | Apr'22-Mar'23      |
|--|--------------------|--------------------|
| <b>Formulation :</b>                                   |                    |                    |
| Domestic   | 84,478.36          | 79,668.93          |
| Export   |                    |                    |
| Regulated Market :                                     | 57,720.62          | 61,046.58          |
| Emerging Market :                                      | 18,607.73          | 14,325.99          |
| <b>Export, Total</b>                                   | <b>76,328.35</b>   | <b>75,372.57</b>   |
| <b>Formulation, Total (a)</b>                          | <b>1,60,806.71</b> | <b>1,55,041.50</b> |
| <b>API (b)</b>   | <b>12,651.81</b>   | 7,066.81           |
| <b>CRO &amp; Analytical Services (c)</b>               | <b>2,736.60</b>    | 1,704.49           |
| <b>Gross Sales (Net of Returns), Total (a + b + c)</b> | <b>1,76,195.12</b> | <b>1,63,812.80</b> |
| Other Operating Revenue                                | 2,885.59           | 2,856.31           |
| <b>Total, Income from Operation</b>                    | <b>1,79,080.71</b> | <b>1,66,669.11</b> |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 30 : Revenue from operations : Contd.**

**Performance obligations**

- a. Significant payment terms  
In case of Domestic Sales, payment terms ranges from 7 days to 90 days based on geography and customers. In case of Export Sales these are either DP at sight, Document against acceptance - 30 days to 120 days, Letters of Credit - 30 days to 120 days.
- b. Obligations for returns, refunds and similar obligations  
In case of domestic sales, sales return may take place anytime before / after the expiry of goods.

**Note 31 : Other Income**

| <i>Particulars</i>                         | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| Interest Income                            |                      |                      |
| Interest on Loan to Subsidiaries           | <b>387.21</b>        | 11.02                |
| Interest on Income Tax Refund              | <b>203.39</b>        | 9.42                 |
| Interest on Deposit with Banks             | <b>8.99</b>          | 31.60                |
| Interest on Corporate Guarantee            | <b>4.86</b>          | –                    |
| Interest Others                            | <b>3.94</b>          | 5.49                 |
| Dividend Income                            | <b>0.40</b>          | 0.39                 |
| <u>Other Non-operating income</u>          |                      |                      |
| Sundry Balance w/back                      | –                    | 118.08               |
| Sundry Receipts                            |                      |                      |
| Commission Received on Financial Guarantee | <b>120.12</b>        | –                    |
| Late Payment Charges                       | <b>11.67</b>         | 5.81                 |
| Other Miscellaneous Income                 | <b>31.69</b>         | 31.69                |
| Fair Value of Investment                   | <b>24.43</b>         | –                    |
| Profit on Sale of Fixed Assets             | <b>54.15</b>         | 19.45                |
| <b>Total, Other Income</b>                 | <b>850.85</b>        | <b>232.95</b>        |

**Note 32a : Cost of Materials Consumed**

| <i>Particulars</i>                      | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Raw / Packing Materials :               |                      |                      |
| Opening Stock                           | <b>20,024.63</b>     | 18,577.79            |
| Add : Purchases                         | <b>41,664.54</b>     | 42,649.22            |
| Less : Closing Stock                    | <b>(17,139.88)</b>   | (20,024.63)          |
| <b>Total, Cost of Material Consumed</b> | <b>44,549.29</b>     | <b>41,202.38</b>     |

**Note 32b : Purchase of Stock in Trade**

| <i>Particulars</i>                       | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| Purchase of Stock in Trade               | <b>11,565.97</b>     | 10,271.96            |
| <b>Total, Purchase of Stock in Trade</b> | <b>11,565.97</b>     | <b>10,271.96</b>     |

**Notes (Standalone)**  
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**Note 32c : Changes in Inventories**

| <i>Particulars</i>                                    | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| (Incr.) / Decr. in Stk. of FG, Stock in Trade & WIP : |                      |                      |
| Inventories at the beginning of the year              |                      |                      |
| Op.Stock - Finished Goods                             | 3,449.76             | 5,487.00             |
| Op.Stock - WIP  | 5,729.16             | 4,270.62             |
| Op.Stock - Stock in Trade                             | 2,149.72             | 2,226.23             |
|   | <b>11,328.64</b>     | 11,983.85            |
| Inventories at the end of the year                    |                      |                      |
| Cl.Stock - Finished Goods                             | (2,814.71)           | (3,449.76)           |
| Cl.Stock - WIP  | (8,277.95)           | (5,729.16)           |
| Cl.Stock - Stock in Trade                             | (1,705.76)           | (2,149.72)           |
|   | <b>(12,798.42)</b>   | (11,328.64)          |
| <b>Total, Changes in Inventories</b>                  | <b>(1,469.78)</b>    | <b>655.21</b>        |

**Note 33 : Employee Benefits Expense**

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Salaries, Wages and Bonus (refer note no. 40)                 | 31,409.60            | 28,909.19            |
| Contribution to Provident and Other Funds (refer note no. 40) | 3,151.71             | 2,807.20             |
| Share Based Payments to Employees (refer note no. 45)         | 268.67               | 65.75                |
| Staff Welfare Expenses  | 225.40               | 332.43               |
| <b>Total, Employee Benefit Expense</b>                        | <b>35,055.38</b>     | <b>32,114.57</b>     |

**Note 34 : Research & Development Expenses**

| <i>Particulars</i>                                | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| R&D Employee Cost                                 | 4,412.65             | 3,613.37             |
| Other R&D Expenses                                | 5,303.09             | 4,483.61             |
| <b>Total, Research &amp; Development Expenses</b> | <b>9,715.74</b>      | <b>8,096.98</b>      |

**Note 35 : Depreciation, Amortisation and Impairment Expenses**

| <i>Particulars</i>   | <i>Note No</i> | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------|----------------------|----------------------|
| Depreciation of Property, Plant and Equipment                    | 3a             | 5,794.18             | 5,441.37             |
| Amortisation of Right-of-use assets                              | 4              | 369.16               | 194.63               |
| Amortisation of Intangible Assets                                | 5              | 2,635.12             | 1,424.16             |
| <b>Total, Depreciation, Amortisation and Impairment Expenses</b> |                | <b>8,798.46</b>      | <b>7,060.16</b>      |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
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**Note 36 : Other Expenses**

| <i>Particulars</i>                                     | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| Consumable Stores                                      | 931.39               | 511.28               |
| Job Work Charges                                       | 1,351.89             | 1,290.49             |
| Power and Fuel   | 5,531.37             | 5,061.29             |
| Rent, Rates, Taxes                                     | 749.30               | 743.81               |
| Insurance  | 460.41               | 422.48               |
| Repairs :  |                      |                      |
| Building   | 451.80               | 358.24               |
| Plant and Machinery                                    | 2,269.56             | 1,830.54             |
| Others   | 3,190.21             | 2,288.75             |
|  | 5,911.57             | 4,477.53             |
| Packing and Delivery Expenses                          | 2,338.55             | 2,988.75             |
| Analytical Expenses                                    | 3,032.83             | 2,523.89             |
| Advertising and Sales Promotion Expenses               | 9,746.24             | 7,156.64             |
| Commission and Incentives on sales                     | 4,950.91             | 3,976.53             |
| Travelling, Conveyance and Motor Car Expenses          | 6,052.74             | 5,401.01             |
| Legal and Professional Fees                            | 2,986.36             | 2,094.98             |
| Director's Sitting Fees                                | 27.20                | 28.00                |
| Postage, Telephone and Telex Expenses                  | 133.16               | 111.82               |
| Printing and Stationery Expenses                       | 498.03               | 461.50               |
| Payments to Auditors (refer note no. 36(a))            | 20.99                | 19.12                |
| Loss on sale of Assets                                 | 91.97                | 145.62               |
| Provision for Doubtful Debts                           | 796.65               | 1,559.66             |
| Bad Debts written off                                  |                      |                      |
| Bad Debts written off                                  | 789.22               | 4.86                 |
| Less : Transfer from Provision for Doubtful Debts      | (789.11)             | (4.86)               |
|  | 0.11                 | -                    |
| Corporate Social Responsibility (refer note no. 36(b)) | 372.48               | 254.95               |
| Contractual Services                                   | 3,476.78             | 2,690.81             |
| Miscellaneous Expenses                                 | 4,404.44             | 3,919.04             |
| <b>Total, Other Expenses</b>                           | <b>53,865.37</b>     | <b>45,839.20</b>     |

**Note 36(a) : Details of payments to Auditors**

| <i>Particulars</i>                     | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| <b>Payment to Auditors</b>             |                      |                      |
| <b>As Auditor :</b>                    |                      |                      |
| Audit Fees                             | 11.50                | 11.00                |
| Tax Audit Fees under GST               | 4.25                 | 4.25                 |
| Cost Audit Fees                        | 1.80                 | 1.80                 |
| <b>In other capacities :</b>           |                      |                      |
| Certification fees                     | 2.44                 | 1.18                 |
| Re-imbursment of expenses              | 0.97                 | 0.86                 |
| Re-imbursment of expenses (Cost Audit) | 0.03                 | 0.03                 |
| <b>Total, Payment to Auditors</b>      | <b>20.99</b>         | <b>19.12</b>         |

**Notes (Standalone)**  
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**Note 36(b) : Corporate social responsibility expenditure**

Expense towards activities relating to Corporate Social Responsibility in compliance with section 135 of the Companies Act, 2013 is as under :

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| <b>Contribution to :</b>                                  |                      |                      |
| Promoting Education                                       | 148.44               | 65.06                |
| Preventive Healthcare                                     | 95.46                | 115.96               |
| Contribution of Free Medicine                             | 81.30                | 43.60                |
| Environment Sustainability                                | 3.70                 | 16.33                |
| Promotion of Art & Culture                                | 16.00                | 9.50                 |
| Administrative Expenses                                   | 18.50                | 4.50                 |
| Shelter for Homeless People                               | 2.00                 | –                    |
| Sports  | 7.08                 | –                    |
| <b>Total</b>  | <b>372.48</b>        | <b>254.95</b>        |
| Amount required to be spent as per Section 135 of the Act | 372.78               | 264.19               |
| Less : Carry Forward from 2022-23                         | 0.54                 | 9.78                 |
| <b>Net amount to be spent in 2023-24</b>                  | <b>372.24</b>        | <b>254.41</b>        |
| Amount spent during the year on                           |                      |                      |
| (i) Construction/acquisition of an asset                  | –                    | –                    |
| (ii) On purposes other than (i) above                     | 372.48               | 254.95               |
| Amount carry forward to FY 2024-25                        | 0.24                 | 0.54                 |

**Note 37 : Finance Cost**

| <i>Particulars</i>                                    | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Interest Expense                                      | 3,601.58             | 2,374.92             |
| Other Financial charges                               | 178.02               | 151.97               |
| Exchange Gain / Loss (Net)                            | (98.20)              | (24.33)              |
| <b>Total, Finance Cost expensed in Profit or Loss</b> | <b>3,681.40</b>      | <b>2,502.56</b>      |

Note : Finance Cost incurred on various projects being qualifying asset is capitalised in accordance with IND AS 23.  
 Finance cost includes element of lease arrangement note no. 41.

**Note 38 : Exceptional Item**

| <i>Particulars</i>              | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---------------------------------|----------------------|----------------------|
| Brand Sale to Subsidiary        | 1,973.00             | –                    |
| Employee Cost                   | (820.22)             | –                    |
| <b>Total, Exceptional Items</b> | <b>1,152.78</b>      | <b>–</b>             |



**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
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**Note 39 : Income Tax expense**

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| <b>(a) Statement of Profit and Loss :</b>                       |                      |                      |
| <b>Profit or Loss section :</b>                                 |                      |                      |
| <b>Current Income Tax :</b>                                     |                      |                      |
| Current Income Tax Charge                                       | 3,277.25             | 5,520.14             |
| Tax in respect of earlier years                                 | –                    | –                    |
| <b>Total, Current Income Tax</b>                                | <b>3,277.25</b>      | <b>5,520.14</b>      |
| <b>Deferred tax section :</b>                                   |                      |                      |
| Origination and reversal of timing difference                   | 381.19               | (497.29)             |
| MAT Credit Adjustments  | –                    | –                    |
| <b>Total, Deferred tax expense/(benefit)</b>                    | <b>381.19</b>        | <b>(497.29)</b>      |
| <b>Tax expense reported in the statement of Profit and Loss</b> | <b>3,658.44</b>      | <b>5,022.85</b>      |
| <b>Other Comprehensive income section :</b>                     |                      |                      |
| Tax related to items recognised in OCI during the year :        |                      |                      |
| Net loss/(gain) on remeasurements of defined benefit plans      | 1.22                 | 48.27                |
| <b>Tax charged to OCI</b>                                       | <b>1.22</b>          | <b>48.27</b>         |

**(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Profit / (Loss) from continuing operations before income tax expense                    | 15,322.51            | 19,159.04            |
| Profit from discontinuing operation before income tax expense                           | –                    | –                    |
|   | <b>15,322.51</b>     | <b>19,159.04</b>     |
| <b>Tax at the Indian tax rate of 25.168% (2022-2023 – 25.168%)</b>                      | <b>3,856.37</b>      | <b>4,821.95</b>      |
| Tax effect of amounts which are not deductible (taxable) in calculating taxable income: |                      |                      |
| Timing Difference in Depreciable Assets   | (312.08)             | (319.79)             |
| Tax difference on account of deduction u/s 80JJAA                                       | (50.34)              | –                    |
| Effect of non-deductible expenses   | 97.44                | 568.06               |
| Other items   | 182.42               | 449.92               |
| Capital Receipt exempt from tax   | (496.56)             | –                    |
| Deferred Tax due to timing difference   | 381.19               | (497.29)             |
| <b>Income tax expense</b>   | <b>3,658.44</b>      | <b>5,022.85</b>      |
| <b>Tax Expense as per Statement of Profit and Loss</b>                                  | <b>3,658.44</b>      | <b>5,022.85</b>      |

## Notes (Standalone) on financial statements for the year ended March 31, 2024 (All amounts in INR lakhs, unless otherwise stated)

### Note 40 : Employee benefit obligations

As required by IND AS 19 'Employee benefits' the disclosures are as under :

#### (i) Defined benefit plans

##### a. Leave obligations

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of INR 250.68 lakhs (March 31, 2023 – INR 297.27 lakhs) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and therefore provision is made on the basis of actuarial valuation obtained.

##### b. Post-employment obligations

##### i. Gratuity

The company provides gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contributions to recognized funds in India. The company maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

#### (ii) Defined contribution plans

##### a. Provident Fund

The company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognized during the period towards defined contribution plan is INR 2,535.77 lakhs (March 31, 2023 – INR 2,156.39 lakhs).

##### b. Superannuation

The company contributed INR 131.06 lakhs (March 31, 2023 - INR 115.13 lakhs) to the superannuation plan. The same has been recognized in the Statement of profit and loss account under the head employee benefit expenses.

#### (iii) Balance sheet amounts – Gratuity

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows :

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 40 : Employee benefit obligations : Contd.**

| <i>Particulars</i>   | <i>Present value of obligation</i> | <i>Fair value of plan assets</i> | <i>Net amount</i> |
|--|------------------------------------|----------------------------------|-------------------|
| <b>April 1, 2022</b>   | <b>3,369.69</b>                    | <b>(315.32)</b>                  | <b>3,054.37</b>   |
| Current service cost   | 367.61                             | –                                | 367.61            |
| Past Service Cost  | –                                  | –                                | –                 |
| Interest expense/(income)  | 235.20                             | (22.01)                          | 213.19            |
| <b>Total amount recognized in Statement of Profit &amp; Loss</b>                 | <b>602.81</b>                      | <b>(22.01)</b>                   | <b>580.80</b>     |
| Remeasurements   |                                    |                                  |                   |
| Return on plan assets, excluding amounts included in interest expense / (income) | –                                  | 32.78                            | 32.78             |
| Net Actuarial (Gain)/loss - Due to change in demographic assumptions             | –                                  | –                                | –                 |
| Net Actuarial (Gain)/loss - Due to change in financial assumptions               | (132.35)                           | –                                | (132.35)          |
| Net Actuarial (Gain)/loss - Due to experience changes                            | (92.22)                            | –                                | (92.22)           |
| <b>Total amount recognized in other comprehensive income</b>                     | <b>(224.57)</b>                    | <b>32.78</b>                     | <b>(191.79)</b>   |
| Employer contributions   | –                                  | (341.97)                         | (341.97)          |
| Benefit payments   | (235.87)                           | 235.87                           | –                 |
| <b>March 31, 2023</b>  | <b>3,512.06</b>                    | <b>(410.65)</b>                  | <b>3,101.41</b>   |

| <i>Particulars</i>   | <i>Present value of obligation</i> | <i>Fair value of plan assets</i> | <i>Net amount</i> |
|--|------------------------------------|----------------------------------|-------------------|
| <b>April 1, 2023</b>   | <b>3,512.06</b>                    | <b>(410.65)</b>                  | <b>3,101.41</b>   |
| Current service cost   | <b>391.34</b>                      | –                                | <b>391.34</b>     |
| Past Service Cost  | –                                  | –                                | –                 |
| Interest expense/(income)  | <b>261.30</b>                      | <b>(30.55)</b>                   | <b>230.75</b>     |
| <b>Total amount recognized in Statement of Profit &amp; Loss</b>                 | <b>652.64</b>                      | <b>(30.55)</b>                   | <b>622.09</b>     |
| Remeasurements   |                                    |                                  |                   |
| Return on plan assets, excluding amounts included in interest expense / (income) | –                                  | <b>(15.01)</b>                   | <b>(15.01)</b>    |
| Net Actuarial (Gain)/loss - Due to change in demographic assumptions             | –                                  | –                                | –                 |
| Net Actuarial (Gain)/loss - Due to change in financial assumptions               | <b>72.12</b>                       | –                                | <b>72.12</b>      |
| Net Actuarial (Gain)/loss - Due to experience changes                            | <b>(61.96)</b>                     | –                                | <b>(61.96)</b>    |
| <b>Total amount recognized in other comprehensive income</b>                     | <b>10.16</b>                       | <b>(15.01)</b>                   | <b>(4.85)</b>     |
| Employer contributions   | –                                  | <b>(700.00)</b>                  | <b>(700.00)</b>   |
| Benefit payments   | <b>(494.90)</b>                    | <b>494.90</b>                    | –                 |
| <b>March 31, 2024</b>  | <b>3,679.96</b>                    | <b>(661.31)</b>                  | <b>3,018.65</b>   |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 40 : Employee benefit obligations : Contd.**

The net liability disclosed above relates to funded and unfunded plans are as follows :

| <i>Particulars</i>                  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|-------------------------------------|-----------------------|-----------------------|
| Present value of funded obligations | <b>3,679.95</b>       | 3,512.06              |
| Fair value of plan assets           | <b>(661.31)</b>       | (410.65)              |
| <b>Deficit of funded plan</b>       | <b>3,018.64</b>       | <b>3,101.41</b>       |
| Unfunded plans                      | –                     | –                     |
| <b>Deficit of gratuity plan</b>     | <b>3,018.64</b>       | <b>3,101.41</b>       |

**(iv) Post-Employment benefits (gratuity)**

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

| <i>Particulars</i> | <i>March 31, 2024</i>   | <i>March 31, 2023</i>  |
|--------------------|---|--|
| Discount rate      | <b>7.19%</b>  | 7.44%  |
| Attrition rate     | <b>For service 4 years and below 20.00% p.a. For service 5 years and above 4.00% p.a.</b> | For service 4 years and below 20.00% p.a. For service 5 years and above 4.00% p.a. |
| Salary growth rate | <b>5.00%</b>  | 5.00%  |
| Retirement Age     | <b>58 &amp; 62 years</b>  | 58 & 62 years  |

**(v) Sensitivity analysis**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

| <i>Particulars</i> | <i>Change in assumption</i> |                       | <i>Increase in assumption</i> |                       | <i>Decrease in assumption</i> |                       |
|--------------------|-----------------------------|-----------------------|-------------------------------|-----------------------|-------------------------------|-----------------------|
|                    | <i>March 31, 2024</i>       | <i>March 31, 2023</i> | <i>March 31, 2024</i>         | <i>March 31, 2023</i> | <i>March 31, 2024</i>         | <i>March 31, 2023</i> |
| Discount rate      | <b>0.01</b>                 | 0.01                  | –                             | –                     | <b>274.05</b>                 | 260.26                |
| Discount rate      | <b>(0.01)</b>               | (0.01)                | <b>315.68</b>                 | 299.15                | –                             | –                     |
| Salary growth rate | <b>0.01</b>                 | 0.01                  | <b>304.80</b>                 | 292.28                | –                             | –                     |
| Salary growth rate | <b>(0.01)</b>               | (0.01)                | –                             | –                     | <b>270.58</b>                 | 260.81                |
| Attrition rate     | <b>0.01</b>                 | 0.01                  | <b>46.77</b>                  | 49.65                 | –                             | –                     |
| Attrition rate     | <b>(0.01)</b>               | (0.01)                | –                             | –                     | <b>53.39</b>                  | 56.54                 |

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 40 : Employee benefit obligations : Contd.**

(vi) The major categories of plans assets are as follows:

| Particulars       | March 31, 2024 | March 31, 2023 |
|-------------------|----------------|----------------|
| <b>Gratuity :</b> |                |                |
| <b>Unquoted</b>   |                |                |
| Insurance fund    | 661.31         | 410.65         |
| <b>Total</b>      | <b>661.31</b>  | <b>410.65</b>  |

(vii) Maturity profile of projected benefit obligation (from fund) :

| Particulars               | March 31, 2024 | March 31, 2023 |
|---------------------------|----------------|----------------|
| 1st following year        | 307.60         | 253.28         |
| 2nd following year        | 207.73         | 222.79         |
| 3rd following year        | 286.41         | 287.43         |
| 4th following year        | 303.16         | 301.68         |
| 5th following year        | 415.65         | 292.95         |
| Sum of years 6 to 10      | 1,620.88       | 1,704.49       |
| Sum of years 11 and above | 4,458.32       | 4,363.06       |

**Note 41 : Leases**

(a) Following are the changes in the Carrying value of Right to Use of Assets :

| Particulars                         | Category of ROU Assets |                   |                       |                   |               |                  |          | Total           |
|-------------------------------------|------------------------|-------------------|-----------------------|-------------------|---------------|------------------|----------|-----------------|
|                                     | Building               | Plant & Machinery | Laboratory Equipments | Plant - Utilities | Computer      | Office Equipment | Software |                 |
| <b>Balance as at March 31, 2022</b> | 511.63                 | 332.71            | 150.65                | 134.33            | –             | –                | 0.13     | 1,129.45        |
| Additions during the year           | 308.30                 | –                 | –                     | –                 | 184.86        | 272.52           | –        | 765.68          |
| Depreciation charge during the year | (128.35)               | (26.25)           | (19.69)               | (10.51)           | (9.70)        | –                | (0.13)   | (194.63)        |
| <b>Balance as at March 31, 2023</b> | <b>691.58</b>          | <b>306.46</b>     | <b>130.96</b>         | <b>123.82</b>     | <b>175.16</b> | <b>272.52</b>    | –        | <b>1,700.50</b> |
| <b>Balance as at March 31, 2023</b> | <b>691.58</b>          | <b>306.46</b>     | <b>130.96</b>         | <b>123.82</b>     | <b>175.16</b> | <b>272.52</b>    | –        | <b>1,700.50</b> |
| Additions during the year           | –                      | –                 | –                     | –                 | –             | 228.78           | –        | 228.78          |
| Depreciation charge during the year | (142.45)               | (26.25)           | (19.69)               | (10.51)           | (29.27)       | (140.99)         | –        | (369.16)        |
| <b>Balance as at March 31, 2024</b> | <b>549.13</b>          | <b>280.21</b>     | <b>111.27</b>         | <b>113.31</b>     | <b>145.89</b> | <b>360.31</b>    | –        | <b>1,560.12</b> |

Notes :

(i) The aggregate depreciation expenses on Right-of-use assets is included under Depreciation, Amortisation and Impairment Expenses in the Statement of Profit and Loss.

(ii) The Company has not revalued its Right-of-use assets.

(b) The following is the break-up of Current and Non-Current Lease Liabilities :

| Particulars  | March 31, 2024  | March 31, 2023  |
|--|-----------------|-----------------|
| Current Lease Liabilities (refer note no. 25b)     | 439.93          | 330.94          |
| Non Current Lease Liabilities (refer note no. 21b) | 1,240.55        | 1,503.68        |
| <b>Total, Lease Liabilities</b>                    | <b>1,680.48</b> | <b>1,834.62</b> |

(c) Following is the movement in Lease Liabilities :

| Particulars                           | March 31, 2024  | March 31, 2023  |
|---------------------------------------|-----------------|-----------------|
| Balance at the beginning of the year  | 1,834.62        | 1,246.12        |
| Additions during the year             | 228.78          | 765.67          |
| Finance cost accrued during the year  | 162.31          | 133.57          |
| Payment of Lease Liabilities          | (545.23)        | (310.74)        |
| <b>Balance at the end of the year</b> | <b>1,680.48</b> | <b>1,834.62</b> |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 41 : Leases : Contd.**

(d) The following is a summary of future minimum lease rental commitments towards Finance Leases

| Particulars                                       | March 31, 2024            |  | March 31, 2023            |  |
|---|---------------------------|--|---------------------------|--|
|   | Minimum lease commitments | Present value of minimum lease commitments | Minimum lease commitments | Present value of minimum lease commitments |
| Due within one year                               | 571.87                    | 439.93                                     | 479.28                    | 330.93                                     |
| Due in a period between one year and five years   | 1,211.93                  | 1,010.30                                   | 1,502.98                  | 1,212.02                                   |
| Due after five years                              | 288.47                    | 230.25                                     | 372.72                    | 291.67                                     |
| <b>Total minimum lease commitments</b>            | <b>2,072.27</b>           | <b>1,680.48</b>                            | <b>2,354.98</b>           | <b>1,834.62</b>                            |
| Less : Interest                                   | (391.79)                  |  | (520.36)                  |  |
| <b>Present value of minimum lease commitments</b> | <b>1,680.48</b>           |  | <b>1,834.62</b>           |  |

**Note 42: Fair value measurement**

| Financial instruments by category                  | March 31, 2024 |                  | March 31, 2023 |                  |
|--|----------------|------------------|----------------|------------------|
|  | FVPL           | Amortised Cost   | FVPL           | Amortised Cost   |
| <b>Financial Assets</b>                            |                |                  |                |                  |
| Investments  |                |                  |                |                  |
| Equity instruments                                 |                | 146.25           |                | 146.25           |
| Mutual funds                                       | 724.39         |                  | 100.00         |                  |
| Trade receivables                                  |                | 40,802.06        |                | 35,082.03        |
| Non Current Other Financial assets                 |                | 645.42           |                | 195.76           |
| Cash and cash equivalents                          |                | 746.97           |                | 998.61           |
| Bank balances other than cash and cash equivalents |                | 946.87           |                | 241.34           |
| Non-Current Financial Assets                       |                | 9,085.83         |                | 605.13           |
| Current Financial Assets                           |                | 147.53           |                | 69.34            |
| Current Other Financial Assets                     |                | 2,677.52         |                | 299.70           |
| <b>Total Financial Assets</b>                      | <b>724.39</b>  | <b>55,198.45</b> | <b>100.00</b>  | <b>37,638.16</b> |
| <b>Financial Liabilities</b>                       |                |                  |                |                  |
| Bank Borrowings                                    |                | 49,684.62        |                | 31,450.45        |
| Lease Liabilities                                  |                | 1,680.48         |                | 1,834.62         |
| Non Current Other Financial Liabilities            |                | 489.51           |                | –                |
| Current Other Financial Liabilities                |                | 8,357.53         |                | 5,747.81         |
| Trade Payables                                     |                | 11,896.76        |                | 12,644.96        |
| <b>Total Financial Liabilities</b>                 |                | <b>72,108.90</b> |                | <b>51,677.84</b> |

**Fair value hierarchy**

**Level 1** :Hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

**Level 2** : The fair value of financial instruments that are not traded in an active market (like forward contract) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities etc. included in level 3.

## Notes (Standalone) on financial statements for the year ended March 31, 2024 (All amounts in INR lakhs, unless otherwise stated)

### Note 42: Fair value measurement : *Contd.*

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

| Financial assets and liabilities measured at fair value | March 31, 2024 |               |          | March 31, 2023 |               |          |
|---|----------------|---------------|----------|----------------|---------------|----------|
|   | Level          |               |          | Level          |               |          |
|   | I              | II            | III      | I              | II            | III      |
| <b>Financial Assets</b>                                 |                |               |          |                |               |          |
| Investments   |                |               |          |                |               |          |
| Equity instruments                                      | –              | 146.25        | –        | –              | 146.25        | –        |
| Mutual funds  | 724.39         | –             | –        | 100.00         | –             | –        |
| <b>Total Financial Assets</b>                           | <b>724.39</b>  | <b>146.25</b> | <b>–</b> | <b>100.00</b>  | <b>146.25</b> | <b>–</b> |

### Note 43 : Capital Management

#### (a) Risk management

The company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The company monitors capital on the basis of the following gearing ratio : Net debt (total borrowings net of cash and cash equivalents) divided by Total Equity.

The company's strategy is to maintain a gearing ratio within 50%. The gearing ratios were as follows:

| Particulars                     | March 31, 2024 | March 31, 2023 |
|---------------------------------|----------------|----------------|
| Net Debt                        | 49,671.27      | 32,045.13      |
| Equity                          | 112,661.79     | 102,702.15     |
| <b>Net debt to equity ratio</b> | <b>44.1%</b>   | <b>31.2%</b>   |

#### (b) Dividends

| Particulars   | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| <b>(i) Equity shares</b>  |                |                |
| Final dividend for the year ended March 31, 2023 of INR 2.25 per fully paid equity share (March 31, 2022 of INR 2.25 (Including Special Dividend of ₹ 0.75))  | 2,073.38       | 2,073.38       |
| <b>(ii) Dividends not recognised at the end of the reporting period</b>   |                |                |
| In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 1.50 per fully paid equity share (March 31, 2023 – INR 2.25). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 1,382.73       | 2,073.38       |

## Notes (Standalone) on financial statements for the year ended March 31, 2024 (All amounts in INR lakhs, unless otherwise stated)

### Note 44 : Segment Information

#### (a) Description of segments and principal activities

The company has only one reporting segment of its business i.e. Pharmaceutical, wherein the company's strategic steering committee, consisting of the chief executive officer, the chief financial officer and the manager for corporate planning, examines the group's performance both from a product and geographic perspective.

The steering committee primarily uses a measure of adjusted earnings before other income, finance cost, tax, depreciation and amortisation (EBITDA, see below) to assess the performance of the operating segments. However, the steering committee also receives information about the segment's revenue and assets on a monthly basis.

#### (b) Adjusted EBITDA

Adjusted EBITDA excludes discontinued operations and the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as restructuring costs, impairments when the impairment is the result of an isolated, non-recurring event. It also excludes the effects of share-based payments and gains or losses on financial instruments.

Interest income and finance cost are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the company.

| Particulars                  | March 31, 2024   | March 31, 2023   |
|------------------------------|------------------|------------------|
| <b>Total adjusted EBITDA</b> | <b>25,798.74</b> | <b>28,488.81</b> |

Adjusted EBITDA reconciles to profit before income tax as follows:

| Particulars  | Note No | March 31, 2024   | March 31, 2023   |
|--|---------|------------------|------------------|
| <b>Total adjusted EBITDA</b>                               |         | <b>25,798.74</b> | <b>28,488.81</b> |
| Finance costs  | 37      | <b>3,681.40</b>  | 2,502.56         |
| Other Income   | 31      | <b>(850.85)</b>  | (232.95)         |
| Depreciation and Amortisation Expense                      | 35      | <b>8,798.46</b>  | 7,060.16         |
| <b>Profit before income tax from continuing operations</b> |         | <b>14,169.73</b> | <b>19,159.04</b> |

#### (c) Segment revenue

The segment revenue is measured in the same way as in the statement of profit or loss.

#### Geographical :

| Particulars                     | March 31, 2024   |                  |                   | March 31, 2023 |               |                   |
|---------------------------------|------------------|------------------|-------------------|----------------|---------------|-------------------|
|                                 | India            | Outside India    | Total             | India          | Outside India | Total             |
| Revenue from External Customers | <b>92,431.13</b> | <b>83,763.99</b> | <b>176,195.12</b> | 84,786.67      | 79,026.13     | <b>163,812.80</b> |
| Non Current Assets (*)          | <b>91,112.32</b> | –                | <b>91,112.32</b>  | 82,030.04      | –             | <b>82,030.04</b>  |

\* Excluding financial assets, deferred & current tax assets

#### Product :

| Particulars           | March 31, 2024     | March 31, 2023     |
|-----------------------|--------------------|--------------------|
| Revenue from Product  | <b>1,72,709.80</b> | 1,57,788.62        |
| Revenue from Services | <b>3,485.32</b>    | 6,024.18           |
| <b>Total, Revenue</b> | <b>1,76,195.12</b> | <b>1,63,812.80</b> |



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**Note 45 : Share Based Payment Plan (ESOP)**

**A) Employee Stock Option Plan**

The Nomination and Remuneration Committee of the Board has approved in the earlier year the grant of equity based incentive scheme under Indoco Remedies Limited Employee Stock Option Plan- 2022. The Company has created Indoco Employees Welfare Trust for implementation of Indoco Remedies Limited Employee Stock Option Plan- 2022.

The options issued under the above scheme vest in a phased manner. During the year 1,03,000 options have been granted by the Company under the above aforesaid Equity based incentive scheme to the employees of the Company.

| Particulars                              | ESOP Plan 2022 |                   |            |                   |
|--|----------------|-------------------|------------|-------------------|
|  | Options        |                   | RSUs       |                   |
| Date of Grant                            | 24/01/2023     | <b>29/03/2024</b> | 24/01/2023 | <b>29/03/2024</b> |
| Number of Options Granted                | 2,95,500       | <b>90,000</b>     | 75,000     | <b>13,000</b>     |
| Underlying Price (₹)                     | 404.75         | <b>328.65</b>     | 404.75     | <b>328.65</b>     |
| Exercise Price per option (₹)            | 307.00         | <b>307.00</b>     | 2.00       | <b>2.00</b>       |
| Weighted Average Compensation Price (₹)* | 202.30         | <b>127.45</b>     | 397.86     | <b>322.25</b>     |

\* Fair value calculated based on Black & Scholes option pricing model

| Grant Date          | Expiry Date | Exercise Period                     | % of ESOPs to be vested | Number of Options to be Vested | Number of RSUs to be Vested |
|---------------------|-------------|-------------------------------------|-------------------------|--------------------------------|-----------------------------|
| 24/01/2023          | 24/01/2024  | 1 year from Respective Vesting Date | <b>10%</b>              | <b>29,550</b>                  | <b>7,500</b>                |
| 24/01/2023          | 24/01/2025  | 1 year from Respective Vesting Date | <b>20%</b>              | <b>59,100</b>                  | <b>15,000</b>               |
| 24/01/2023          | 24/01/2026  | 1 year from Respective Vesting Date | <b>30%</b>              | <b>88,650</b>                  | <b>22,500</b>               |
| 24/01/2023          | 24/01/2027  | 1 year from Respective Vesting Date | <b>40%</b>              | <b>1,18,200</b>                | <b>30,000</b>               |
| 29/03/2024          | 28/03/2025  | 1 year from Respective Vesting Date | <b>10%</b>              | <b>9,000</b>                   | <b>1,300</b>                |
| 29/03/2024          | 28/03/2026  | 1 year from Respective Vesting Date | <b>20%</b>              | <b>18,000</b>                  | <b>2,600</b>                |
| 29/03/2024          | 28/03/2027  | 1 year from Respective Vesting Date | <b>30%</b>              | <b>27,000</b>                  | <b>3,900</b>                |
| 29/03/2024          | 28/03/2028  | 1 year from Respective Vesting Date | <b>40%</b>              | <b>36,000</b>                  | <b>5,200</b>                |
| <b>Total, ESOPs</b> |             |                                     |                         | <b>3,85,500</b>                | <b>88,000</b>               |

(i) Summary of Stock Options are as follows :

| Particulars   | Stock Options Plan 2022 |          |
|---|-------------------------|----------|
|   | 2023-24                 | 2022-23  |
| Option outstanding at the beginning of the year (Nos) | <b>2,95,500</b>         | –        |
| Granted during the year (Nos)                         | <b>90,000</b>           | 2,95,500 |
| Exercised during the year (Nos) (refer note below)    | <b>(25,150)</b>         | –        |
| Lapsed/Cancelled during the year (Nos)                | <b>(44,000)</b>         | –        |
| Option outstanding at the end of the year (Nos)       | <b>3,16,350</b>         | 2,95,500 |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 45 : Share Based Payment Plan (ESOP) :** *Contd.*

**B) Restricted Stock Units (RSUs)**

(i) Summary of Restricted Stock Units are as follows :

| Particulars   | RSUs Plan 2022 |         |
|---|----------------|---------|
|   | 2023-24        | 2022-23 |
| Option outstanding at the beginning of the year (Nos) | 75,000         | –       |
| Granted during the year (Nos)                         | 13,000         | 75,000  |
| Exercised during the year (Nos) (refer note below)    | (6,700)        | –       |
| Lapsed during the year (Nos)                          | (8,000)        | –       |
| Option outstanding at the end of the year (Nos)       | 73,300         | 75,000  |

*Note : The Nomination and Remuneration Committee of the Company, in its meeting held on March 29, 2024 has approved the allotment of 31,850 equity shares of face value of ₹ 2/- each to the Indoco Employees Welfare Trust (“ESOP Trust”) under Indoco Remedies Limited Employee Stock Option Plan – 2022 (“Plan”). The shares allotted to the ESOP Trust shall be allocated/ transferred to the Eligible Employees upon Exercise of Options and RSUs.*

**C) Expense arising from share based payment transactions :**

Expenses arising from share based transactions recognised in profit and loss as part of employee benefit expenses were as follows :

(₹ in lakhs)

| Particulars                | 2023-24       | 2022-23      |
|----------------------------|---------------|--------------|
| Employee Stock Option Plan | 268.67        | 65.75        |
| <b>Total</b>               | <b>268.67</b> | <b>65.75</b> |

**Note 46 : Events occurring after the reporting period**

**Other events**

Refer to note 43(b) for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting

**Note 47 : Earnings Per Share**

| Particulars  | Apr'23-Mar'24    | Apr'22-Mar'23    |
|--|------------------|------------------|
| <b>Total Operations</b>  |                  |                  |
| <b>Net Profit / (Loss) for the year</b>                        | <b>11,664.07</b> | <b>14,136.19</b> |
| <b>Basic</b>   |                  |                  |
| Weighted average numbers of equity shares                      | 9,21,50,616      | 9,21,50,355      |
| <b>Basic Earnings per share of par value ₹ 2/- per share</b>   | <b>12.66</b>     | <b>15.34</b>     |
| <b>Diluted</b>   |                  |                  |
| Weighted average numbers of equity shares                      | 9,21,50,616      | 9,21,50,355      |
| Add: Potential equity shares (ESOP)                            | 1,12,573         | 1,06,308         |
| <b>Diluted Earnings per share of par value ₹ 2/- per share</b> | <b>12.64</b>     | <b>15.32</b>     |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 48 : Relationship with Struck off Companies**

| <i>Name of the Struck off Company</i>                | <i>Nature of Transactions</i> | <i>Transaction during the year March 31, 2024</i> | <i>Balance Outstanding as at March 31, 2024</i> | <i>Relationship with the struck off company</i> |
|--|-------------------------------|---|---|---|
| Ace Technologies & Packaging Systems Private Limited | Services received             | 18.91   | –   | Vendor  |

| <i>Name of the Struck off Company</i>                | <i>Nature of Transactions</i> | <i>Transaction during the year March 31, 2023</i> | <i>Balance Outstanding as at March 31, 2023</i> | <i>Relationship with the struck off company</i> |
|--|-------------------------------|---|---|---|
| Ace Technologies & Packaging Systems Private Limited | Services received             | 3.60  | (16.62)   | Vendor  |

**Note 49 : Additional Regulatory Information**

| <i>S no.</i> | <i>Particulars</i>  |
|--------------|---|
| 1            | The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.  |
| 2            | The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.  |
| 3            | The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.   |
| 4            | The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: <ul style="list-style-type: none"> <li>(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or</li> <li>(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.</li> </ul>               |
| 5            | The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: <ul style="list-style-type: none"> <li>(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or</li> <li>(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.</li> </ul> |
| 6            | The Company has no such transaction which is not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).  |
| 7            | The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.  |
| 8            | The Company has not given any loans or advances in the nature of loans to the promoters, directors, KMP's and other related parties (as defined under Companies Act 2013) either severally or jointly except for its subsidiaries-Warren Remedies Private Limited and FPP Holding Company, LLC.   |
| 9            | The Company has not been declared as a wilful defaulter by any bank or financial institution or other lenders during the year.  |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 50 : Ratio Analysis**

| Sr No. | Ratio                                     | Numerator   | Denominator   | As at March 31, 2024 | As at March 31, 2023 | % Variance | Reason for Variance                              |
|--------|---|---|---|----------------------|----------------------|------------|--|
| 1      | Current Ratio                             | Current Assets  | Current Liabilities   | <b>1.60</b>          | 1.90                 | -15.79%    | Note a   |
| 2      | Net Debt Equity Ratio                     | Borrowings  | Total Equity  | <b>0.43</b>          | 0.31                 | 38.71%     | Variance is mainly due to increase in borrowings |
| 3      | Debt Service Coverage Ratio               | Earnings for debt service = Net Profit before tax + Depreciation and Amortisation + Finance Cost + Loss/ (Gain) on sale of asset                      | Debt Service = Interest Paid + Principal repayments of long term borrowings + Principal repayments of Lease Obligations | <b>0.89</b>          | 1.22                 | -27.05%    | Additional Loan is availed in Current Year       |
| 4      | Return on Equity (%)                      | Net Profit after taxes  | Average Total Equity  | <b>10.83</b>         | 14.64                | -26.02%    | Loss due to lower sales and margin thereon       |
| 5      | Inventory Turnover ratio (in days)        | Average Inventory   | Sale of Product in days   | <b>67</b>            | 74                   | -9.46%     | Note a   |
| 6      | Trade Receivable Turnover ratio (in days) | Average Trade Receivables   | Revenue from Operations (excluding Other Operating Income)  | <b>79</b>            | 72                   | 9.72%      | Note a   |
| 7      | Trade Payable Turnover ratio (in days)    | Average Trade Payables  | Expenses=Total Expenses - Finance Cost - Depreciation and Amortisation expense - Employee Benefit expenses              | <b>38</b>            | 45                   | -15.56%    | Note a   |
| 8      | Net Capital Turnover ratio (in days)      | Average Working Capital [Working capital: Current assets - Current liabilities] [Current liabilities: Total current liabilities - Current maturities] | Revenue from Operations (excluding Other Operating Income)  | <b>85</b>            | 93                   | -8.60%     | Note a   |
| 9      | Net Profit ratio (%)                      | Net Profit  | Revenue from Operations (excluding Other Operating Income)  | <b>6.62</b>          | 8.63                 | -23.29%    | Note a   |
| 10     | Return on Capital Employed (%)            | Earnings before Finance Cost and Taxes (EBITE)  | Total Assets - Current Liabilities  | <b>12.77</b>         | 17.58                | -27.36%    | Same reason as (4) above                         |

**Note :**

a. In respect of aforesaid mentioned ratios, there is no significant change (25% or more) in FY 2023-24 in comparison to FY 2022-23.

**Notes (Standalone)**  
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 (All amounts in INR lakhs, unless otherwise stated)

**Note 51 : FINANCIAL RISK MANAGEMENT**

**Financial risk management objectives and policies**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Audit Committee of the Board of Director.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a Finance department, which evaluates and exercises independent control over the entire process of market risk management. The Finance department recommend the risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

**Market Risk- Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, finance department performs a comprehensive corporate interest rate risk management policy by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

**Exposure to interest rate risk**

(₹ in lakhs)

| Particular   | As at 31.03.2024 | As at 31.03.2023 |
|--|------------------|------------------|
| Short Term Borrowings  | 24,946.64        | 11,863.47        |
| Long Term Borrowings   | 24,758.99        | 19,586.98        |
| Total Borrowings   | 49,705.63        | 31,450.45        |
| % of Borrowings out of above bearing variable rate of Interest | 100.00%          | 100.00%          |

**Interest Rate Sensitivity**

**A change of 50 bps in interest rates would have following impact on Profit before Tax**

(₹ in lakhs)

| Particular  | 2023-24  | 2022-23 |
|---|----------|---------|
| 50 BPS increase would decrease the Profit before Tax by   | 248.53   | 59.32   |
| 50 BPS decrease would (increase) the Profit before Tax by | (248.53) | (59.32) |

**Market Risk- Foreign currency risk.**

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to USD, EURO, GBP and AUD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR).

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 51 : FINANCIAL RISK MANAGEMENT : Contd.**

The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The company risk management policy is to hedge forecasted foreign currency sales for the subsequent 24 to 60 months. As per the risk management policy, foreign exchange forward contracts are taken to hedge forecasted sales.

The company also imports certain materials and Capital Goods which are denominated in USD, EURO, GBP, CHF, JPY, CNY which exposes the company to foreign currency risk to minimise the risk of imports, the company naturally hedges its imports.

The spot component of forward contracts is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points.

**Derivative instruments and unhedged foreign currency exposure**

**(a) Derivative outstanding as at the reporting date**

(Foreign currency In lakhs)

| Particulars                   | As at March 31, 2024 |          | As at March 31, 2023 |        |
|-------------------------------|----------------------|----------|----------------------|--------|
|                               | Currency             | Currency | Currency             | Amount |
| Forward Contract to Sell USD  | USD                  | 192.00   | USD                  | 257.25 |
| Forward Contract to Buy USD   | USD                  | –        | USD                  | –      |
| Forward Contract to Sell EURO | EURO                 | 162.24   | EURO                 | 102.25 |
| Forward Contract to Buy EURO  | EURO                 | –        | EURO                 | –      |
| Forward Contract to Sell GBP  | GBP                  | 138.25   | GBP                  | 211.72 |
| Forward Contract to BUY GBP   | GBP                  | –        | GBP                  | –      |
| Swaps                         |                      |          |                      |        |
| FCNR ( B)                     | USD                  | –        | USD                  | –      |
| ECB                           | USD                  | –        | USD                  | –      |
| ECB                           | GBP                  | –        | GBP                  | –      |
| ECB                           | EURO                 | –        | EURO                 | 5.63   |

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

**(b) Particular of foreign currency exposures as at the reporting date**

As at March 31, 2024

(Foreign currency in lakhs)

| Particulars                          | USD    | EURO   | GBP   | AUD | CAD  |
|--------------------------------------|--------|--------|-------|-----|------|
| Trade Receivables                    | 200.10 | 100.41 | 67.01 | –   | –    |
| Trade Payables                       | 13.08  | 101.65 | 0.19  | –   | 0.01 |
| Loans Taken - Short Term & long Term | –      | –      | –     | –   | –    |
| Cash & Bank Balances                 | –      | –      | –     | –   | –    |

As at March 31, 2023

(Foreign currency in lakhs)

| Particulars                          | USD    | EURO  | GBP   | AUD  | CAD  |
|--------------------------------------|--------|-------|-------|------|------|
| Trade Receivables                    | 166.21 | 93.69 | 64.03 | –    | –    |
| Trade Payables                       | 14.54  | 0.69  | 0.70  | 0.66 | 0.02 |
| Loans Taken - Short Term & long Term | –      | 5.63  | –     | –    | –    |
| Cash & Bank Balances                 | –      | –     | –     | –    | –    |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 51 : FINANCIAL RISK MANAGEMENT : Contd.**

**(c) Foreign Currency Risk Sensitivity**

A change of 5% in foreign currency would have following Impact on Profit before Tax

(₹ in lakhs)

| Particulars                             | 2023-24      |              | 2022-23      |              |
|---|--------------|--------------|--------------|--------------|
|   | 5 % increase | 5 % Decrease | 5 % increase | 5 % Decrease |
| USD                                     | (28.71)      | 28.71        | (433.84)     | 433.84       |
| EURO                                    | (763.56)     | 763.56       | (62.69)      | 62.69        |
| GBP                                     | (380.24)     | 380.24       | (798.34)     | 798.34       |
| CHF                                     | –            | –            | (2.97)       | 2.97         |
| CAD                                     | –            | –            | (0.05)       | 0.05         |
| Increase / (Decrease) in profit or loss | (1,172.51)   | 1,172.51     | (1,297.89)   | 1,297.89     |

**Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customer and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forward looking information such as:

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increase in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of Profit and Loss.

The Company measures the expected credit loss of trade receivables and loan from individual customer based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 51 : FINANCIAL RISK MANAGEMENT : Contd.**

**Ageing of Account receivables**

(₹ in lakhs)

| Particulars        | As at March 31, '24 | As at March 31, '23 |
|--------------------|---------------------|---------------------|
| Not due            | 24,670.63           | 24,478.98           |
| 0-3 Months         | 10,782.74           | 6,399.86            |
| 3 - 6 Months       | 2,466.21            | 1,102.68            |
| 6 Months and above | 6,085.80            | 6,288.99            |
| <b>Total</b>       | <b>44,005.38</b>    | <b>38,270.51</b>    |

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

**Movement in provisions of doubtful debts**

(₹ in lakhs)

| Particulars                      | As at March 31, '24 | As at March 31, '23 |
|----------------------------------|---------------------|---------------------|
| Opening Provision                | 3,188.48            | 1,633.67            |
| Add :- Additional provision made | 803.94              | 1,559.66            |
| Less :- Provision written off    | 789.11              | 4.85                |
| Less :- Provision reversed       | —                   | —                   |
| Closing Provisions               | <b>3,203.31</b>     | <b>3,188.48</b>     |

**Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitor rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

**(i) Financing arrangements**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in lakhs)

| Floating Rate (Undrawn borrowings)                          | As at March 31, '24 | As at March 31, '23 |
|---|---------------------|---------------------|
| Expiring within one year (Cash Credit and other facilities) | 17,077.21           | 26,102.90           |
| Expiring beyond one year (bank loans)                       | 1,700.00            | —                   |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR. The amount is arrived at based on the Sanctioned Limits by the Banks and the same is subject to change based on the Maximum Permissible Bank Finance (MPBF) and Drawing Power.

**(ii) Maturity patterns of Borrowings**

(₹ in lakhs)

|   | As at March 31, '24 |                  |          |                  | As at March 31, '23 |           |          |           |
|---|---------------------|------------------|----------|------------------|---------------------|-----------|----------|-----------|
|   | 0-1 Year            | 1-5 Year         | > 5 year | Total            | 0-1 Year            | 1-5 Year  | > 5 year | Total     |
| Long term borrowings (Including current maturity of long term debt) | 4,398.99            | 20,360.00        | —        | 24,758.99        | 5,236.98            | 13,500.00 | 850.00   | 19,586.98 |
| Short term borrowings   | 24,946.64           | —                | —        | 24,946.64        | 11,863.47           | —         | —        | 11,863.47 |
| Total   | <b>29,345.63</b>    | <b>20,360.00</b> | <b>—</b> | <b>49,705.63</b> | 17,100.45           | 13,500.00 | 850.00   | 31,450.45 |



**Notes (Standalone)**  
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(All amounts in INR lakhs, unless otherwise stated)

Note 51 : FINANCIAL RISK MANAGEMENT : *Contd.*

(iii) Maturity patterns of lease liability

(₹ in lakhs)

| Particulars                   | As at March 31, '24 |               |                 |                 | As at March 31, '23 |              |                 |                 |
|-------------------------------|---------------------|---------------|-----------------|-----------------|---------------------|--------------|-----------------|-----------------|
|                               | months 0-3          | months 3-6    | beyond 6 months | Total           | months 0-3          | months 3-6   | beyond 6 months | Total           |
| Lease Liabilities-Non Current | –                   | –             | 1,240.55        | 1,240.55        | –                   | –            | 1,503.68        | 1,503.68        |
| Lease Liabilities-Current     | 106.17              | 108.27        | 225.49          | 439.93          | 84.58               | 79.17        | 167.19          | 330.94          |
| <b>Total</b>                  | <b>106.17</b>       | <b>108.27</b> | <b>1,466.04</b> | <b>1,680.48</b> | <b>84.58</b>        | <b>79.17</b> | <b>1,670.87</b> | <b>1,834.62</b> |

(iv) Maturity Patterns of other Financial Liabilities

(₹ in lakhs)

| As at March 31, '24                 | 0-3 Months       | 3-6 Months      | Beyond 6 Months | Total            |
|-------------------------------------|------------------|-----------------|-----------------|------------------|
| Trade Payable                       | 7,997.62         | 467.66          | 3,431.48        | 11,896.76        |
| Other Financial liability (Current) | 3,519.97         | 583.24          | 4,254.32        | 8,357.53         |
| <b>Total</b>                        | <b>11,517.59</b> | <b>1,050.90</b> | <b>7,685.80</b> | <b>20,254.29</b> |

(₹ in lakhs)

| As at March 31, '23                 | 0-3 Months       | 3-6 Months      | Beyond 6 Months | Total            |
|-------------------------------------|------------------|-----------------|-----------------|------------------|
| Trade Payable                       | 11,777.71        | 659.93          | 207.32          | 12,644.96        |
| Other Financial liability (Current) | 1,940.39         | 1,083.40        | 2,724.02        | 5,747.81         |
| <b>Total</b>                        | <b>13,718.10</b> | <b>1,743.33</b> | <b>2,931.34</b> | <b>18,392.77</b> |

Note 52

on financial statements for the year ended March 31, 2024

Contingent Liabilities not provided for:

(₹ in lakhs)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| A) Matters under dispute   |                      |                      |
| i) Income Tax (₹ 59.67 lakhs has been paid as pre-deposit Previous year ₹ 7.63 lakhs)*                 | 386.47               | 1,899.29             |
| ii) Sales Tax (₹ 8.02 lakhs has been paid under protest / settlement, Previous year ₹ 696.52 lakhs) ** | 62.36                | 1034.09              |
| iii) Excise / Service Tax (₹ 79.65 lakhs has been paid as pre-deposit Previous Year ₹ 82.08 Lakhs)***  | 655.00               | 656.80               |
| iv) GST (₹ 156.99 lakhs has been paid as pre-deposit Previous Year ₹ 0.45 Lakhs)****                   | 3,080.73             | 522.94               |
| v) Labour Law Matter   | 50.00                | 50.00                |
| B) Bank Guarantees   | 1,269.52             | 485.97               |
| C) Letters of Credit   | 2,355.88             | 404.89               |
| D) Corporate Guarantee   | 21,450.00            | –                    |
| E) Estimated amount of contracts remaining to be executed  | 5,480.15             | 3,856.84             |

## Notes (Standalone) on financial statements for the year ended March 31, 2024 (All amounts in INR lakhs, unless otherwise stated)

Note 52 : *Contd.*

### Legal Case –

- a) MR's / Petitioners have filed a defamation suit against the company under Section 38 / Section 40 of the Specific Relief Act 1963 and the matter is pending before civil court of Jalandhar jurisdiction for ₹ 5 Lakhs each. Total Contingent liability against the suit is ₹ 20 Lakhs (Previous Year - ₹ 20 Lakhs).
- b) Chartered of Demand (COD) case filed by Union FMRAI (Federation of Medical and Sales Representatives of India) for revision of field employee's salary which is pending since 2012 in Industrial Tribunal Mumbai in case bearing no. ITR No. 2 of 2012 FMRAI V/s Indoco Remedies Limited, Mumbai. Total Contingent liability against the suit is ₹ 30 Lakhs (Previous Year - ₹ 30 Lakhs).

### \* Income Tax demand comprises of

- a) ₹ 5.98 lakhs (Previous year - ₹ 5.98 lakhs) appearing as TDS defaults on account of short Deduction / Short Payment & Interest thereon etc. of various assessment years.
- b) ₹ 82.15 lakhs (Previous year - ₹ 1855.19 lakhs) demand issued by AO on account of Regular Assessment u/s 143(3) for AY 2018-19. The Company has preferred the appeal against the aggrieved demand order before CIT(A) which is yet to be heard. Meanwhile the Company has also applied for rectification u/s 154. The Company received rectification order u/s 154 and tax demand reduced to ₹ 82.14 Lacs due to correct calculation of book profit u/s 115Jb and allowing MAT credit u/s 115JAA.
- c) ₹ 38.12 lakhs (Previous year - ₹ 38.12) demand issued by AO on account of proceedings u/s 201(1) / 201(1A) of the Income tax Act for AY 2019-20. The Company has preferred the appeal against the aggrieved demand order before CIT(A) which is yet to be heard.
- d) ₹ 260.22 lakhs (Previous year - ₹ NIL lakhs) demand issued by AO on account of Regular Assessment u/s 143(3) for AY 2022-23. The Company has preferred the appeal against the aggrieved demand order before CIT(A) which is yet to be heard.

### \*\* Sales Tax demand comprises of

#### (l) Telangana Sales Tax:-

- a) ₹ NIL (Previous year – ₹ 189.81 lakhs) demand pertaining to classification dispute under Andhra Pradesh VAT Act for the period April 2005 to March 2009. The Company has filed an appeal before High Court which is yet to be heard.
- b) ₹ NIL (Previous year – ₹ 619.19 lakhs) demand (including penalty) pertaining to classification dispute under Andhra Pradesh VAT Act for the period April 2009 to December 2013. The Company has filed an appeal before Telangana VAT Appellate Tribunal Hyderabad which is yet to be heard.
- c) ₹ NIL (Previous year – ₹ 96.86 lakhs) is penalty imposed on demand of April 2009 to October 2012 under Andhra Pradesh VAT Act for classification dispute. The Company has filed an appeal before Appellate Deputy Commissioner (CT), Hyderabad Rural Division which is yet to be heard.
- d) ₹ NIL (Previous year – ₹ 59.88 lakhs) demand pertaining to classification dispute under Telangana VAT Act for the period Jan 2014 to June 2017. The Company has filed an appeal before Appellate Deputy Commissioner (CT), Hyderabad Rural Division which is yet to be heard.
- e) ₹ NIL (Previous year – ₹ 5.99 lakhs) is penalty imposed on demand pertaining to classification dispute under Telangana VAT Act for the period Jan 2014 to June 2017. The Company has filed an appeal before Deputy Commissioner (CT), Saroornagar Division, Hyderabad which is yet to be heard.

## Notes (Standalone) on financial statements for the year ended March 31, 2024 (All amounts in INR lakhs, unless otherwise stated)

### Note 52 : *Contd.*

The Company has applied for One Time Settlement (OTS) Scheme 2022 as per the Amnesty Scheme declared by Government of Telangana for the above mentioned disputed Commercial Taxes pending at various forums. As per the Scheme, 50% of balance outstanding taxes will be collected while remaining 50% of demand will be waived off. The Interest & penalty shall be waived off for the dealers availing the scheme. No refunds shall be given under the scheme. As per the Letter of Acceptance of Application of OTS in Form 4, We have paid settlement amount during FY 2022-23. The Final Settlement Order is received and in view of the above settlement payment, pending cases are stated to be withdrawn and arrears are settled as per the Final Settlement Order.

#### (II) Vijayawada A.P.Sales Tax :-

- f) ₹ 12.83 lakhs (Previous year – ₹ 12.83 lakhs) in respect of order from Asst. Commissioner (CT) Audit, Vijayawada for classification dispute for the period June 14 to March 2016. The Company has preferred an appeal before Appellate Deputy Commissioner (CT), Vijayawada which was dismissed. The Company preferred appeal to AP VAT Appellate Tribunal Vishakhapatnam which is yet to be heard.
- g) ₹ 3.21 lakhs (Previous year – ₹ 3.21 lakhs) is penalty imposed on demand pertaining to order from Asst. Commissioner (CT) Audit, Vijayawada for classification dispute for the period June 14 to March 2016. The Company has preferred an appeal before Appellate Deputy Commissioner (CT), Vijayawada which was dismissed. The Company preferred appeal to AP VAT Appellate Tribunal Vishakhapatnam which is yet to be heard.

#### (III) Goa Sales Tax :-

- h) ₹ 46.32 lakhs (Previous year – ₹ 46.32 lakhs) as the amount of demand (including penalty) raised by sales tax officer for Financial Year 2007-08,2009-10 and 2013-14 on account of input credit of entry tax. The Company has filed appeal before Asst. Commissioner of Commercial Taxes, who has set aside the previous order and directed Assessing Officer for Re-assessment.

#### \*\*\* Excise tax demand comprises of

- a) Company appeal is pending before CESTAT for wrong availment of notification on exempted goods ₹ 0.66 lakhs (Previous year – ₹ 0.66 lakhs).
- b) Appeal pending before Divisional Dy. Commissioner, Boisar for classification dispute ₹ 5.04 lakhs (Previous year – ₹ 5.04 lakhs).
- c) CENVAT credit on input service ₹ NIL lakhs (Previous year – ₹ NIL lakhs), appeal pending before CESTAT, Mumbai.
- d) Company appeal is pending before Divisional Dy. Commissioner, Mumbai for wrong availment of CENVAT credit ₹ 0.79 lakhs (Previous year – ₹ 0.79 lakhs).
- e) Central excise department is in appeal before Supreme Court for Differential duty on intermixture of vitamins / minerals amounting to ₹ 2.91 lakhs (Previous year – ₹ 2.91 lakhs).
- f) CENVAT credit on input service ₹ 494.42 lakhs (Previous year – ₹ 494.42 lakhs), appeal pending before CESTAT, Mumbai.
- g) Company appeal is pending before CESTAT for CENVAT credit availment on physician sample amounting to ₹ 0.20 lakhs (Previous year – ₹ 0.20 lakhs).
- h) Central excise department is in appeal at Supreme Court for valuation of physician sample ₹ 11.20 lakhs (Previous year – ₹ 11.20 lakhs).
- i) ₹ 139.78 lakhs (Previous year – ₹ 139.78 lakhs) pending before CESTAT, Mumbai for Exempted product- Allopurinol Value Based Duty Reversal.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 52 : Contd.**

**\*\*\*\* GST demand comprises of**

- The Company received Order under section 73 from Office of the Dy. Comm. of State Tax for tax period 2017-18 of ₹ 4.99 lakhs (Previous year - ₹ 4.99 lakhs). The Company has preferred the appeal against the aggrieved demand order before Appellate Authority which is yet to be heard.
- The Company received Order from Appellate Authority which is in favour of the Company. The Company has preferred appeal earlier against the Order passed under section 73 from Office of the Additional CT & GST Officer and Cuttack - I City Circle, Cuttack, Odisha for tax period 2020-21 of ₹ 2.03 lakhs. Pre-deposit of tax against appeal received during the year and demand deleted. Hence, current year demand reduced to ₹ NIL (Previous Year ₹ 2.03 lakhs)
- To regularise the Transitional ITC availed through GSTR-3B, The Company has file Revised Tran-1 Return as per the directions issued by Hon'ble Supreme Court vide Order Dated 22.07.2022 in the matter of Union Bank of India Vs. Filco Trade Centre Pvt.Ltd. SLP (C) No. 32709-32710 / 2018. The Company has received state wise orders in this case for rejection of revise Tran-1 credit. Details are as under:-

| Sr. No. | GSTIN           | Location         | Tran-1 Credit Rejected<br>(₹ in lakhs) | Order date |
|---------|-----------------|------------------|--|------------|
| 1       | 02AAACI0380C1ZF | Himachal Pradesh | 213.09                                 | 22.02.2023 |
| 2       | 24AAACI0380C1Z9 | Gujarat          | 12.61                                  | 27.02.2023 |
| 3       | 27AAACI0380C1Z3 | Maharashtra      | 126.11                                 | 22.02.2023 |
| 4       | 30AAACI0380C1ZG | Goa              | 162.06                                 | 23.02.2023 |
| 5       | 36AAACI0380C1Z4 | Telangana        | 2.37                                   | 22.02.2023 |
|         | <b>Total</b>    |                  | <b>516.24</b>                          |            |

The Company is in process of filing appeal in the above mentioned orders at respective state Appellate Authorities against rejection of revised Tran-1 Credit.

- The Company received Order Dt. October 31, 2023 from the Office of the Jt. Commissioner CGST and Central Excise Mumbai East Commissionerate under section 73(1) of CGST Act, 2017 of ₹ 631.75 lakhs (₹ 574.32 lakhs + Interest ₹ 57.43 lakhs) (Previous year - ₹ NIL) for wrong availment of Tran-1 Credit. The Company has distributed this Tran-1 Credit to its various units registered under different states. The Company has also received adverse order in those states also and demand order was issued by State GST authorities for availment of Tran-1 credit (as mentioned in para c above). Hence this is duplicate addition by Central as well as by State GST authorities for the same issue of availment of Tran-1 credit. The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- The Company received Order Dt. November 29, 2023 from the Office of the Joint Commissioner, GST & CX, Mumbai East under section 73(1) of CGST Act, 2017 of ₹ 75.37 lakhs (Interest ₹ 32.40 lakhs + Penalty ₹ 42.97 lakhs) (Previous year - ₹ NIL) for the period from July 2018 to January 2019 during which the Company has availed excess ITC as per Order. The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- The Company received SCN from Office of the Dy. Commissioner of State Tax, Patna, Bihar of ₹ 2.93 lakhs (Previous year - ₹ NIL). The assessment is under progress.
- The Company received Order from Office of the Assistant Commissioner LGSTO 062- Bengaluru, Karnataka of ₹ 0.75 lakhs (Previous year - ₹ NIL). The Company has preferred appeal against the aggrieved demand order before Appellate Authority which is pending.

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 52 : Contd.**

- h) The Company received Order from Office of the Deputy Commissioner of State Tax Mumbai Maharashtra of ₹ 263.21 lakhs (Previous year - ₹ NIL) including interest for the year 2018-19. The Company has received adverse order for the same issue of Tran-1 credit which is mentioned in Para c and Para d above. Hence this is duplicate addition by Central as well as by State GST authorities for the same issue of availment of Tran-1 credit. The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- i) The Company received Order from Office of the Dy Commissioner Dehradun Uttarakhand of ₹ 1.50 lakhs (Previous year - ₹ NIL). The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- j) The Company received Order from Office of the Commissioner, Goa of ₹ 1,584.31 lakhs (Previous year - ₹ NIL). The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.

**Note 53**

**Assets Pledged As Security**

(₹ in lakhs)

The carrying amount of assets pledged as security for current and non-current borrowings are:

| Particulars   | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| <b>Current Assets</b>                               |                      |                      |
| <b>Financial Assets</b>                             |                      |                      |
| Floating Charge                                     |                      |                      |
| Receivables   | 40,802.06            | 35,082.03            |
| Margin Money against L/c                            | 914.63               | 211.89               |
| <b>Non Financial Assets</b>                         |                      |                      |
| Floating Charge                                     |                      |                      |
| Inventories   | 31,041.85            | 32,598.55            |
| <b>Total Current Assets Pledged as security</b>     | <b>72,758.54</b>     | <b>67,892.47</b>     |
| <b>Non Current Assets</b>                           |                      |                      |
| First Charge  |                      |                      |
| Land & Building                                     | 11,060.67            | 11,389.22            |
| Furniture, fittings and equipment                   | 1,510.22             | 1,112.52             |
| Plant and machinery                                 | 30,332.98            | 30,590.04            |
| Others  | 3,846.06             | 3,740.16             |
| <b>Total non-current assets Pledged as security</b> | <b>46,749.93</b>     | <b>46,831.94</b>     |
| <b>Total assets pledged as security</b>             | <b>1,19,508.47</b>   | <b>1,14,724.41</b>   |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 54**

Related Party Disclosure as required by Ind AS 24

**I. Related Parties**

|     |   |  |
|-----|---|--|
| (A) | Enterprises that control or are controlled by the reporting company:  |  |
|     | Holding Companies   | –  |
|     | Subsidiary Companies  | Xtend Industrial Designers & Engineers Pvt Ltd.<br>Indoco Remedies CZEC sro.<br>Indoco Remedies UK Limited<br>Warren Remedies Private Limited<br>FPP Holding Company, LLC (w.e.f. June 05, 2023) |
|     | Fellow Subsidiaries   | –  |
| (B) | Associates and Joint Ventures of reporting company:   |  |
|     | Associates  | –  |
|     | Joint Ventures  | –  |
| (C) | (i) Individuals owning and having control of the reporting company<br>Mr. Suresh G Kare, Mrs. Aruna S Kare, Ms. Aditi Panandikar, Mrs. Madhura S Kare   |  |
|     | (ii) Their relatives:<br>Dr. Milind Panandikar, Mr. Ramnath Kare, Mrs. Sudha Pai, Mrs. Pratima Vaidya, Dr. Mahika Panandikar, Mr. Rohan Ramani, Mr. Megh Panandikar   |  |
| (D) | (i) Key Management Personnel :<br>Mr. Suresh G Kare, Ms. Aditi Panandikar, Mr. Sundeep V Bambolkar, Mr. Pramod Ghorpade, Mr. Ramanathan Hariharan   |  |
|     | Independent Directors: Mr. Divakar M Gavaskar, Mr. Rajiv P Kakodkar, Dr. (Ms) Vasudha V Kamat, Mr. Abhijit Y Gore<br>Non Executive Director: Dr. Anand M Nadkarni   |  |
|     | (ii) Their Relatives :<br>Mrs. Aruna S Kare, Mrs. Madhura S Kare  |  |
| (E) | Enterprises controlled by Key Management Personnel<br>SPA Holdings Pvt. Ltd., Shanteri Investments Pvt. Ltd., Indoco Capital Market Ltd., A.K.Services, Suresh Kare Indoco Foundation, Warren Generics s.r.o. |  |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

Note 54 : *Contd.*

**II. Transactions in respect of which disclosures to be made**

(₹ in lakhs)

| Particulars of transaction  |       | Enterprises that control or are controlled by reporting company | Associates and Joint Ventures of reporting company | Individuals owning and having control over the reporting company and their relatives | Key Management personnel and their relatives | Enterprises controlled by key management personnel |
|---|-------|---|--|--|--|--|
|   |       | (A)   | (B)  | (C)  | (D)  | (E)  |
| Sales of goods (finished or unfinished)                               | C. Y. | 1,718.35  | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |
| Sale of Brand   | C.Y.  | 1,973.00  | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |
| Purchases of goods (finished or unfinished)                           | C. Y. | 211.23  | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |
| Rendering or receiving of services                                    | C.Y.  | 126.82  | –  | –  | –  | 117.96   |
|   | P.Y.  | 327.09  | –  | –  | –  | 131.42   |
| Remuneration paid   | C.Y.  | –   | –  | –  | 1,985.87                                     | –  |
|   | P.Y.  | –   | –  | –  | 2,200.11                                     | –  |
| Sitting Fees paid   | C.Y.  | –   | –  | –  | 27.20  | –  |
|   | P.Y.  | –   | –  | –  | 28.00  | –  |
| Share Based Payments  | C.Y.  | 19.30   | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |
| License agreements  | C.Y.  | –   | –  | –  | 3.00   | –  |
|   | P.Y.  | –   | –  | –  | 3.00   | –  |
| Finance (including loans and equity contributions in cash or in kind) | C.Y.  | 8,458.40  | –  | –  | –  | –  |
|   | P.Y.  | 320.00  | –  | –  | –  | –  |
| Investments made  | C.Y.  | –   | –  | –  | –  | –  |
|   | P.Y.  | 1,500.00  | –  | –  | –  | –  |
| Commission on Corporate Guarantee                                     | C.Y.  | 214.95  | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |
| Interest Income   | C.Y.  | 392.07  | –  | –  | –  | 0.75   |
|   | P.Y.  | 11.02   | –  | –  | –  | 0.70   |
| Receivable  | C.Y.  | 4,287.03  | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |
| Payable   | C.Y.  | 254.47  | –  | –  | –  | 9.34   |
|   | P.Y.  | 334.72  | –  | –  | –  | 13.79  |
| Loan outstanding as at year end                                       | C.Y.  | 8,458.40  | –  | –  | –  | –  |
|   | P.Y.  | 320.00  | –  | –  | –  | –  |
| Interest accrued on above loan outstanding balance                    | C.Y.  | 152.04  | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |
| Corporate Guarantee   | C.Y.  | 23,150.00   | –  | –  | –  | –  |
|   | P.Y.  | –   | –  | –  | –  | –  |

**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

Note 54 : *Contd.*

(₹ in lakhs)

| Name of Executive Chairman / MD / JT. MD / KMP | Particulars of Remuneration  |  |  |              |              |                       |                                  | Total *         |
|--|--|--|--|--------------|--------------|-----------------------|----------------------------------|-----------------|
|  | Salary as per Provisions contained in Section 17 (1) of the Income tax Act, 1961 | Value of Perquisites under Section 17 (2) Income tax Act, 1961 | Profit in Lieu of Salary under Section 17 (3) Income tax Act, 1961 | Stock Option | Sweat Equity | Commission/ Incentive | Others , Please Specify – PF, SA |                 |
| Mr. Suresh G Kare (***)                        | 90.00  | 0.10   | –  | –            | –            | –                     | 7.20                             | 97.30**         |
| Ms. Aditi Panandikar                           | 524.58   | 5.40   | –  | –            | –            | 230.00                | 94.22                            | 854.20**        |
| Mr. Sundeep V Bambolkar                        | 466.25   | 5.40   | –  | –            | –            | 200.00                | 83.75                            | 755.40**        |
| Mrs. Madhura S Kare                            | 41.92  | 5.54   | –  | –            | –            | 2.44                  | 0.54                             | 50.44           |
| Mr. Pramod Ghorpade                            | 121.35   | 5.99   | –  | –            | –            | 30.00                 | 16.44                            | 173.78          |
| Mr. Ramanathan Hariharan                       | 40.27  | 2.89   | –  | –            | –            | 5.00                  | 6.59                             | 54.75           |
| <b>Total</b>                                   | <b>1,284.37</b>  | <b>25.32</b>   | <b>–</b>   | <b>–</b>     | <b>–</b>     | <b>467.44</b>         | <b>208.74</b>                    | <b>1,985.87</b> |

\*Company contribution to Super Annuation Fund which is not considered while calculating the ceiling of Remuneration specified above under Section 198 of the Companies Act, 2013.

\*\* Members have by way of Postal Ballot, on March 7, 2019, passed a Special Resolution approving the payment of remuneration without restriction in case of no profit or inadequate profit.

\*\*\* Mr. Suresh G Kare, has ceased to be an Executive Director of the Company w.e.f. June 30, 2023. Hence the Salary of Mr. Suresh G Kare included above is only for the period of April 01, 2023 to June 30, 2023.

\*\*\* Shareholders of the Company passed special resolution pursuant to Regulation 17(1A) and 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on June 25, 2023 for re-appointment of Mr. Suresh G Kare as the Chairman of the Company in the capacity of Non-Executive Non-Independent Director w.e.f. July 01, 2023. Consequent to this change in designation from Executive Chairman to Non-Executive Chairman, remuneration to Mr. Suresh G Kare for the period of July 01, 2023 to March 31, 2024 consists only of sitting fees and is based on the number of meetings attended by him during the year.

**III. Transactions with related parties in ordinary course/ not in normal course/ not on an arm's length basis**

(₹ in lakhs)

| Particulars of transaction                      |      | Enterprises that control or are controlled by reporting company | Associates and Joint Ventures of reporting company | Individuals owning and having control over the reporting company and their relatives | Key Management personnel and their relatives | Enterprises controlled by key management personnel |
|---|------|---|--|--|--|--|
|   |      | (A)   | (B)  | (C)  | (D)  | (E)  |
| (i) Transactions in the ordinary course         | C.Y. | 13,114.12   | –  | –  | 2,016.07                                     | 118.71   |
|   | P.Y. | 2,158.11  | –  | –  | 2,231.11                                     | 132.12   |
| (ii) Transactions not in the normal course      |      | –   | –  | –  | –  | –  |
| (iii) Transactions not on an arm's length basis |      | –   | –  | –  | –  | –  |
| (iv) Justification for (iii)                    |      | –   | –  | –  | –  | –  |



**Notes (Standalone)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 55**

**Expenditure on R&D**

(₹ in lakhs)

| Particulars                           | 2023-24          | 2022-23          |
|---------------------------------------|------------------|------------------|
| Building                              | 41.44            | 112.35           |
| Equipment & other capital expenditure | 848.88           | 2,027.23         |
| <b>Total Capital Expenditure</b>      | <b>890.32</b>    | <b>2,139.58</b>  |
| Revenue Expenditure                   | 9,715.74         | 8,096.98         |
| <b>Total R &amp; D Expenditure</b>    | <b>10,606.06</b> | <b>10,236.56</b> |

**Note 56**

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:

(₹ in lakhs)

|   |   | 2023-24  | 2022-23  |
|---|---|----------|----------|
| A | Principal Amount & Interest due on the above.   | 3,121.47 | 1,229.86 |
| B | Interest paid during the year beyond the appointed day  | —        | —        |
| C | Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act  | —        | —        |
| D | Amount of interest accrued and remaining unpaid at the end of the year.   | —        | —        |
| E | Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small Enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the ACT. | —        | —        |

The above information regarding Micro Enterprises and small Enterprises has been determined on the basis of information available with the Company. No interest has been accrued on delayed payments, if any.

**Note 57**

Previous year's figures have been regrouped and reclassified wherever necessary.

As per our Report of even date attached

For **Gokhale & Sathe**  
 Chartered Accountants  
 Firm Registration no.: 103264W  
 Sd/-  
**Tejas Parikh**  
 Partner  
 M. No. 123215  
 UDIN : 24123215BKBNZZ8353

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
 Managing Director  
 DIN : 00179113  
 Sd/-  
**Pramod Ghorpade**  
 Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
 Jt. Managing Director  
 DIN : 00176613  
 Sd/-  
**Ramanathan Hariharan**  
 Company Secretary & Head-Legal  
 M. No. A20593

Mumbai : May 16, 2024

## Financial Highlights (Standalone)

|   | (₹ in lakhs)                 |                              |
|---|------------------------------|------------------------------|
| OPERATIONAL REVIEW                                    | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
| 1) Revenue from Operations (Net of Returns)           | 1,79,080.71                  | 1,66,669.11                  |
| 2) EBIDTA   | 25,798.74                    | 28,488.81                    |
| 3) Depreciation, Amortisation and Impairment Expenses | 8,798.46                     | 7,060.16                     |
| 4) Finance Cost                                       | 3,681.40                     | 2,502.56                     |
| 5) Profit / (Loss) before Tax and Exceptional Items   | 14,169.73                    | 19,159.04                    |
| 6) Exceptional Items                                  | 1,152.78                     | –                            |
| 7) Profit / (Loss) before Tax                         | 15,322.51                    | 19,159.04                    |
| 8) Profit / (Loss) after Tax                          | 11,664.07                    | 14,136.19                    |
| 9) Other Comprehensive Income / (Loss)                | 3.63                         | 143.52                       |
| 10) Total Comprehensive income for the year           | 11,667.70                    | 14,279.71                    |
|   |                              |                              |
| FINANCIAL STRUCTURE                                   | March 31, 2024               | March 31, 2023               |
| <b><u>ASSETS</u></b>                                  |                              |                              |
| <b>Non Current Assets</b>                             |                              |                              |
| 1) Net Fixed Assets                                   | 84,678.13                    | 77,402.71                    |
| 2) Financial Assets                                   | 14,927.17                    | 2,690.46                     |
| 3) Other Non Current Assets                           | 6,434.19                     | 4,627.33                     |
| <b>Current Assets</b>                                 |                              |                              |
| 4) Inventories  | 31,041.85                    | 32,598.55                    |
| 5) Financial Assets                                   | 46,045.34                    | 36,791.02                    |
| 6) Other Current Assets                               | 12,759.74                    | 11,315.85                    |
| 7) Current Tax Assets (Net)                           | 174.35                       | 541.23                       |
| <b>Total Assets</b>                                   | <b>1,96,060.77</b>           | <b>1,65,967.15</b>           |
| <b><u>LIABILITIES</u></b>                             |                              |                              |
| 8) Equity   | 1,12,661.79                  | 1,02,702.15                  |
| <b>Non Current liabilities</b>                        |                              |                              |
| 9) Financial liabilities                              | 22,090.06                    | 15,853.68                    |
| 10) Long Term Provisions                              | 3,346.71                     | 3,333.36                     |
| 11) Deferred Tax Liabilities (net)                    | 1,000.47                     | 618.04                       |
| 12) Other Non-Current Liabilities                     | 736.38                       | 736.38                       |
| <b>Current liabilities</b>                            |                              |                              |
| 13) Financial liabilities                             | 50,018.84                    | 35,824.16                    |
| 14) Short Term Provisions                             | 4,827.94                     | 4,945.36                     |
| 15) Other Current Liabilities                         | 1,378.58                     | 1,954.02                     |
| <b>Total Liabilities</b>                              | <b>1,96,060.77</b>           | <b>1,65,967.15</b>           |

## Financial Highlights (Standalone)

### Operational Results

| Particulars   | (₹ in lakhs)                           |  |  |  |  |
|---|--|--|--|--|--|
|   | Year ended<br>March 31, 2024<br>IND-AS | Year ended<br>March 31, 2023<br>IND-AS | Year ended<br>March 31, 2022<br>IND-AS | Year ended<br>March 31, 2021<br>IND-AS | Year ended<br>March 31, 2020<br>IND-AS |
| 1) Revenue from Operations (Net of Returns) / Other Income        | 1,79,932                               | 1,66,902                               | 1,54,204                               | 1,24,342                               | 1,10,843                               |
| 2) Material Cost  | 54,646                                 | 52,129                                 | 45,675                                 | 35,407                                 | 33,043                                 |
| 3) Employee Benefits Expense                                      | 35,055                                 | 32,115                                 | 29,495                                 | 27,288                                 | 25,532                                 |
| 4) Other Expenses   | 53,866                                 | 45,839                                 | 38,638                                 | 33,008                                 | 34,721                                 |
| 5) Research & Development Expenses                                | 9,716                                  | 8,097                                  | 7,464                                  | 5,970                                  | 4,970                                  |
| 6) Finance Cost   | 3,682                                  | 2,503                                  | 1,414                                  | 2,222                                  | 2,625                                  |
| 7) Depreciation, Amortisation and Impairment Expenses             | 8,798                                  | 7,060                                  | 7,895                                  | 7,312                                  | 7,081                                  |
| 8) Profit before tax (before exceptional item)                    | 14,169                                 | 19,159                                 | 23,623                                 | 13,135                                 | 2,871                                  |
| 9) Exceptional items  | 1,153                                  | -                                      | -                                      | -                                      | -                                      |
| 10) Profit / (Loss) Before Tax                                    | 15,322                                 | 19,159                                 | 23,623                                 | 13,135                                 | 2,871                                  |
| 11) Provision For Taxation  | 3,277                                  | 5,520                                  | 9,323                                  | 3,847                                  | 386                                    |
| 12) Deferred Tax (Net of MAT)                                     | 381                                    | (497)                                  | (1,152)                                | 49                                     | 60                                     |
| 13) Profit / (Loss) After Tax                                     | 11,664                                 | 14,136                                 | 15,452                                 | 9,239                                  | 2,425                                  |
| 14) Other Comprehensive Income                                    | 4                                      | 144                                    | (533)                                  | (86)                                   | (184)                                  |
| 15) Total Comprehensive Income                                    | 11,668                                 | 14,280                                 | 14,919                                 | 9,153                                  | 2,241                                  |
| 16) Retained Earnings   | 9,595                                  | 12,207                                 | 13,537                                 | 8,877                                  | 1,908                                  |
| 17) Earnings Per Share-Basic (₹ 2/-) (After exceptional items)    | 12.66                                  | 15.34                                  | 16.77                                  | 10.03                                  | 2.63                                   |
| 18) Earnings Per Share -Diluted (₹ 2/-) (After exceptional items) | 12.64                                  | 15.32                                  | 16.77                                  | 10.03                                  | 2.63                                   |
| 19) Book Value (₹ 2/-)  | 122                                    | 111                                    | 98                                     | 83                                     | 74                                     |

### Financial Summary

| Particulars                             | March 31, 2024<br>IND-AS | March 31, 2023<br>IND-AS | March 31, 2022<br>IND-AS | March 31, 2021<br>IND-AS | March 31, 2020<br>IND-AS |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <b>ASSETS</b>                           |                          |                          |                          |                          |                          |
| <b>Non Current Assets</b>               |                          |                          |                          |                          |                          |
| (a) Property, Plant and Equipment       | 61,974                   | 57,848                   | 52,053                   | 52,164                   | 53,632                   |
| (b) Right-of-use assets                 | 1,560                    | 1,701                    | 1,129                    | 674                      | 527                      |
| (c) Capital Work in Progress            | 9,250                    | 5,436                    | 5,282                    | 2,512                    | 732                      |
| (d) Other Intangible Assets             | 9,699                    | 6,597                    | 2,316                    | 4,153                    | 4,803                    |
| (e) Intangible Assets under Development | 2,194                    | 5,821                    | 6,872                    | 4,298                    | 4,338                    |
| (f) Financial Assets                    |                          |                          |                          |                          |                          |
| (i) Investments                         | 5,196                    | 1,890                    | 246                      | 245                      | 245                      |
| (ii) Loans                              | 9,086                    | 605                      | 141                      | 96                       | 100                      |
| (iii) Others                            | 646                      | 196                      | 184                      | 173                      | 164                      |
| (g) Deferred Tax Asset (Net)            | -                        | -                        | -                        | 1,928                    | 3,593                    |
| (h) Other Non Current Assets            | 6,434                    | 4,627                    | 3,256                    | 2,505                    | 1,997                    |
| <b>Total, Non current Assets</b>        | <b>1,06,039</b>          | <b>84,721</b>            | <b>71,479</b>            | <b>68,748</b>            | <b>70,131</b>            |

## Financial Highlights (Standalone)

### Financial Summary Contd.

| Particulars                                  | (₹ in lakhs)             |                          |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
|  | March 31, 2024<br>IND-AS | March 31, 2023<br>IND-AS | March 31, 2022<br>IND-AS | March 31, 2021<br>IND-AS | March 31, 2020<br>IND-AS |
| <b>Current Assets</b>                        |                          |                          |                          |                          |                          |
| (a) Inventories                              | 31,042                   | 32,599                   | 31,052                   | 23,781                   | 20,824                   |
| (b) Financial Assets                         |                          |                          |                          |                          |                          |
| (i) Investments                              | 724                      | 100                      | –                        | –                        | –                        |
| (ii) Trade Receivables                       | 40,802                   | 35,082                   | 29,700                   | 23,358                   | 20,918                   |
| (iii) Cash and Cash Equivalents              | 747                      | 999                      | 1,690                    | 913                      | 2,348                    |
| (iv) Bank Balances other than<br>(iii) above | 947                      | 241                      | 231                      | 492                      | 1,417                    |
| (v) Loans                                    | 148                      | 69                       | 54                       | 40                       | 38                       |
| (vi) Other Current Financial<br>Assets       | 2,678                    | 300                      | 2,415                    | 214                      | 299                      |
| (c) Current Tax Assets (Net)                 | 174                      | 541                      | –                        | 714                      | 924                      |
| (d) Other Current Assets                     | 12,760                   | 11,316                   | 12,136                   | 13,397                   | 10,332                   |
| <b>Total Current Assets</b>                  | <b>90,022</b>            | <b>81,247</b>            | <b>77,278</b>            | <b>62,909</b>            | <b>57,100</b>            |
| <b>Total, Assets</b>                         | <b>1,96,061</b>          | <b>1,65,968</b>          | <b>1,48,757</b>          | <b>1,31,657</b>          | <b>1,27,231</b>          |
| <b>EQUITY AND LIABILITIES</b>                |                          |                          |                          |                          |                          |
| <b>Equity</b>                                |                          |                          |                          |                          |                          |
| (a) Equity Share Capital                     | 1,844                    | 1,843                    | 1,843                    | 1,843                    | 1,843                    |
| (b) Other Equity                             | 1,10,818                 | 1,00,859                 | 88,587                   | 75,050                   | 66,173                   |
| <b>Total Equity</b>                          | <b>1,12,662</b>          | <b>1,02,702</b>          | <b>90,430</b>            | <b>76,893</b>            | <b>68,016</b>            |
| <b>Liabilities</b>                           |                          |                          |                          |                          |                          |
| <b>Non-current liabilities</b>               |                          |                          |                          |                          |                          |
| (a) Financial Liabilities                    |                          |                          |                          |                          |                          |
| (i) Borrowings                               | 20,360                   | 14,350                   | 9,588                    | 9,694                    | 9,693                    |
| (ia) Lease Liabilities                       | 1,241                    | 1,504                    | 1,096                    | 701                      | 549                      |
| (ii) Other Financial Liabilities             | 490                      | –                        | –                        | –                        | –                        |
| (b) Long Term Provisions                     | 3,347                    | 3,333                    | 3,164                    | 2,772                    | 2,323                    |
| (c) Deferred Tax Liabilities (Net)           | 1,000                    | 618                      | 1,067                    | –                        | –                        |
| (d) Other Non-Current Liabilities            | 736                      | 736                      | 741                      | 743                      | 733                      |
| <b>Total, Non-Current Liabilities</b>        | <b>27,174</b>            | <b>20,541</b>            | <b>15,656</b>            | <b>13,910</b>            | <b>13,298</b>            |
| <b>Current Liabilities</b>                   |                          |                          |                          |                          |                          |
| (a) Financial Liabilities                    |                          |                          |                          |                          |                          |
| (i) Borrowings                               | 29,325                   | 17,101                   | 14,832                   | 16,225                   | 10,598                   |
| (ia) Lease Liabilities                       | 440                      | 331                      | 150                      | 54                       | 52                       |
| (ii) Trade Payables                          | 11,896                   | 12,645                   | 13,532                   | 11,502                   | 16,629                   |
| (iii) Other Financial Liabilities            | 8,357                    | 5,748                    | 8,587                    | 7,629                    | 12,307                   |
| (b) Short Term Provisions                    | 4,828                    | 4,946                    | 4,742                    | 4,688                    | 5,155                    |
| (c) Income Tax Liability (Net)               | –                        | –                        | 77                       | –                        | –                        |
| (d) Other Current Liabilities                | 1,379                    | 1,954                    | 751                      | 756                      | 1,176                    |
| <b>Total, Current Liabilities</b>            | <b>56,225</b>            | <b>42,725</b>            | <b>42,671</b>            | <b>40,854</b>            | <b>45,917</b>            |
| <b>Total, Liabilities</b>                    | <b>83,399</b>            | <b>63,266</b>            | <b>58,327</b>            | <b>54,764</b>            | <b>59,215</b>            |
| <b>Total, Liabilities and Equity</b>         | <b>1,96,061</b>          | <b>1,65,968</b>          | <b>1,48,757</b>          | <b>1,31,657</b>          | <b>1,27,231</b>          |

## Financial Highlights (Standalone)

### FINANCIAL PERFORMANCE

| <i>Particulars</i>  | <i>(₹ in lakhs)</i>                  |                                      |
|---|--------------------------------------|--------------------------------------|
|   | <i>Year ended<br/>March 31, 2024</i> | <i>Year ended<br/>March 31, 2023</i> |
| Revenue from Operations (Net of Returns)  | <b>1,79,080.71</b>                   | 1,66,669.11                          |
| Other Income  | <b>850.85</b>                        | 232.95                               |
| Total Income  | <b>1,79,931.56</b>                   | 1,66,902.06                          |
| <b>Profit before Finance Cost, Depreciation, Amortisation and Impairment, Exceptional Items &amp; Tax</b> | <b>26,649.59</b>                     | 28,721.76                            |
| Less : Finance Cost   | <b>3,681.40</b>                      | 2,502.56                             |
| Depreciation, Amortisation and Impairment Expenses  | <b>8,798.46</b>                      | 7,060.16                             |
| Profit / (Loss) Before Tax and Exceptional Items  | <b>14,169.73</b>                     | 19,159.04                            |
| Exceptional Items   | <b>1,152.78</b>                      | –                                    |
| Profit / (Loss) Before Tax  | <b>15,322.51</b>                     | 19,159.04                            |
| Less : Provision for Taxation   |                                      |                                      |
| Current   | <b>3,277.25</b>                      | 5,520.14                             |
| Deferred  | <b>381.19</b>                        | (497.29)                             |
| Net Profit / (Loss) After Tax   | <b>11,664.07</b>                     | 14,136.19                            |
| Other Comprehensive Income / (Loss)   | <b>3.63</b>                          | 143.52                               |
| Total Comprehensive Income  | <b>11,667.70</b>                     | 14,279.71                            |
| Balance brought forward   | <b>68,554.80</b>                     | 56,348.47                            |
| Amount available for appropriation  | <b>80,222.50</b>                     | 70,628.18                            |
| Appropriations :  |                                      |                                      |
| Dividend  | <b>2,073.38</b>                      | 2,073.38                             |
| Balance carried forward   | <b>78,149.12</b>                     | 68,554.80                            |
|   | <b>80,222.50</b>                     | 70,628.18                            |

## **Independent Auditors' Report (Consolidated)** **to the Members of Indoco Remedies Limited**

### **Report on the Audit of Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of **INDOCO REMEDIES LIMITED** ("the Holding Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and notes to the consolidated financial statements (including summary of material accounting policies) and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, and its consolidated profit and consolidated total comprehensive income, its consolidated changes in equity and its consolidated cash inflows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our audit report.

| Sr. No. | Key Audit Matters  | Auditors' Response   |
|---------|--|--|
| 1       | <p><b>Direct and Indirect Tax receivables and contingent liabilities pertaining to tax matters under dispute.</b></p> <p>The Group has reflected ₹ 9,291.53 lakhs as receivables of Sales Tax, Entry Tax, GST Input credit, Income Tax, etc. as on March 31, 2024 (₹ 7,630.15 lakhs as on March 31, 2023). Further, the Group is a party to litigations in respect of various statutory dues where the amounts demanded are to the tune of ₹ 4,184.56 lakhs as on March 31, 2024 (₹ 4,113.12 lakhs as on March 31, 2023). Out of this, an amount of ₹ 304.33 lakhs have been deposited under protest as on March 31, 2024 (₹ 786.68 lakhs as on March 31, 2023).</p> <p>Contingent liabilities as defined in Ind AS 37 require assessment of probable outcomes and cash flows. The identification and quantification of contingent liabilities require estimation and judgement by the management. The ultimate recoverability of receivables is based on outcome of those proceedings and require inputs from subject specialists, management judgement and therefore required significant audit attention.</p> <p>Refer note no. 55: contingent liabilities not provided for to the consolidated financial statements.</p> | <p><b>Principal Audit Procedures Performed</b></p> <p>We have carried out the validation of the information provided by the management by performing the following procedures:</p> <ol style="list-style-type: none"> <li>Evaluating the reasonableness of the underlying assumptions</li> <li>Examining the relevant documents on record.</li> <li>Relying on relevant external evidence available including applicable judicial pronouncements and industry practices.</li> <li>Getting representations from the management wherever necessary.</li> </ol> |
| 2       | <p><b>Intangible Assets Under Development</b></p> <p>The Group undertakes several projects for new product development. Once the development is complete as per management assessment, such items are reclassified as Intangible Assets in the books of accounts. The management makes an assessment as to whether all such projects are capable of being completed and capable of getting the requisite regulatory approvals. On the basis of such assessment, the costs incurred on such projects till the time development is complete as per management assessment, are reflected in the financial statements as "Intangible assets under development".</p>  | <p><b>Principal Audit Procedures Performed</b></p> <p>We performed the following principal audit procedures in relation to management assessment of addition of intangible assets under development and capitalisation of intangible assets.</p> <ol style="list-style-type: none"> <li>We assessed the management process and policies for initial recognition, classification of intangible assets under development and its capitalisation.</li> <li>Examining the relevant documents on record.</li> </ol>   |

| <i>Sr. No.</i> | <i>Key Audit Matters</i>   | <i>Auditors' Response</i>   |
|----------------|--|---|
|                | <p>The quantum of Intangible Assets Under Development as on March 31,2024 was ₹ 2,194.27 lakhs (₹ 5,820.81 lakhs as on March 31, 2023).</p> <p>The Holding Company has incurred R&amp;D development cost of ₹ 1,761.19 lakhs which has been added to intangible assets under development, ₹ 53.43 lakhs charged to profit and loss on account of written off projects during the year and ₹ 5,334.30 lakhs has been added to intangible assets as development is complete.</p> | <p>c) Evaluating the reasonableness of the underlying assessment, assumption, and estimation.</p> <p>d) Getting representations from the management wherever necessary.</p> |

### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Management and those charged with governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of the consolidated financial statements by the directors of the holding company, as aforesaid.



In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the companies included in group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under the section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies has adequate internal financial controls system in place with reference to consolidated financial statements and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters and are therefore the key audit matters. We describe these matters in our auditor's report unless that were of most significance in the audit of the consolidated financial statements of the current period law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

The consolidated financial results include the audited financial results of 1 wholly owned subsidiary incorporated in India, 2 foreign subsidiary and 1 step down foreign subsidiary, whose annual financial statements reflects total assets of ₹ 9,117.06 lakhs as at March 31, 2024, total revenue of ₹ 4,585.32 lakhs and total net loss after tax of ₹ 851.15 lakhs for year ended March 31, 2024 respectively and net cash inflow of ₹ 452.28 lakhs for the year ended March 31, 2024 as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. The independent auditors' reports on the financial statements of these entities have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of Sub-Sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors. Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the

above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

The consolidated financial results also include the financial results of 1 foreign subsidiary, which have not been reviewed nor subjected to audit, whose financial statement reflect total assets of ₹ 1.80 lakhs as at March 31, 2024 and total revenues of ₹ 1.75 lakhs and total net profit after tax and ₹ Nil lakhs for year ended March 31, 2024 respectively, and net cash outflow of ₹ 0.13 lakhs for year ended March 31, 2024, as considered in the Statement. The unaudited financial results / financial information has been furnished to us by the Board of Directors and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of this foreign subsidiary company is based solely on such unaudited financial statements. According to the information and explanations given to us by the Management, these financial statements are not material to the Group. Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of our audit of the aforesaid consolidated financial statements.
  - b) in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept so far by law as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of the preparation of the consolidated financial statement.
  - d) in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with relevant rules issued there under.
  - e) on the basis of written representations received from the directors of the holding company as on March 31, 2024 taken on record by the Board of Directors of the holding company and the report of the statutory auditor of its subsidiary companies to the extent applicable, none of the directors of the Group Companies are disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) with respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. The Group has disclosed the impact of pending litigations as at March 31, 2024 on its consolidated financial position of the group – Refer note 55 to the consolidated financial statements.
  - ii. The Group does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.
  - iv. (a) The respective Management of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief as disclosed in note no 52(4) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The respective Management of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief as disclosed in note no 52(5) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.

- (b) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable. The subsidiary companies have not proposed any dividend (interim or final) for the FY 2023-2024.
- vi. Based on our examination, which includes test check, the Holding Company and subsidiaries incorporated in India, has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility, and the said audit trail facility has been operating throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- As per proviso to rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from April 1, 2023, reporting under Rule 11(g) of Companies (Audit & Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Gokhale & Sathe**  
*Chartered Accountants*  
FRN: - 103264W

Sd/-

**Tejas Parikh**  
*Partner*

Membership No. 123215  
UDIN: - 24123215BKBOAA7998

Place : Mumbai  
Date : May 16, 2024

## **ANNEXURE "A"** **to the Independent Auditors' Report (consolidated)**

**(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report on consolidated Financial Statements to the Members of Indoco Remedies Limited of even date)**

**Report on the Internal Financial Controls under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (the "Act")**

### **Opinion**

In conjunction with our audit of the consolidated financial statements of Indoco Remedies Limited as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of Indoco Remedies Limited ('the Holding Company') and its subsidiary companies, as of that date.

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an

understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to consolidated financial statements.

### **Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements.**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to the subsidiary companies incorporated in India, to the extent applicable, is based on the corresponding report of the auditor of such company. Our opinion is not qualified in respect of this matter.

For **Gokhale & Sathe**  
*Chartered Accountants*  
FRN: - 103264W

Sd/-

**Tejas Parikh**  
*Partner*

Membership No. 123215  
UDIN: - 24123215BKBOAA7998

Place : Mumbai  
Date : May 16, 2024

## Consolidated Balance Sheet As at March 31, 2024

|   |          | (₹ in lakhs)       |                    |
|---|----------|--------------------|--------------------|
| Particulars   | Note No. | March 31, 2024     | March 31, 2023     |
| <b>ASSETS</b>   |          |                    |                    |
| <b>Non Current Assets</b>   |          |                    |                    |
| (a) Property, Plant and Equipment .....   | 3a       | 77,261.33          | 59,518.56          |
| (b) Right-of-use assets .....   | 4        | 1,560.12           | 1,700.50           |
| (c) Capital Work in Progress .....  | 3b       | 10,287.08          | 5,539.16           |
| (d) Other Intangible Assets .....   | 5        | 14,455.18          | 6,597.06           |
| (e) Intangible Assets under Development .....   | 5        | 2,194.27           | 5,820.81           |
| (f) Goodwill on consolidation .....   | 50       | 2,152.11           | 9.00               |
| (g) Financial Assets  |          |                    |                    |
| (i) Investments .....   | 6a       | 146.25             | 146.25             |
| (ii) Loans .....  | 7        | 312.24             | 285.13             |
| (iii) Other Financial Assets .....  | 8        | 671.42             | 196.76             |
| (h) Other Non Current Assets .....  | 11       | 9,966.02           | 4,649.81           |
| <b>Total, Non current Assets</b> .....  |          | <b>1,19,006.02</b> | <b>84,463.04</b>   |
| <b>Current Assets</b>   |          |                    |                    |
| (a) Inventories .....   | 12       | 35,306.35          | 32,598.55          |
| (b) Financial Assets  |          |                    |                    |
| (i) Investments .....   | 6b       | 724.39             | 100.00             |
| (ii) Trade Receivables .....  | 13       | 40,620.31          | 35,094.04          |
| (iii) Cash and Cash Equivalents .....   | 14       | 1,485.57           | 1,092.47           |
| (iv) Bank Balances other than (iii) above .....   | 15       | 946.87             | 241.34             |
| (v) Loans .....   | 16       | 148.85             | 69.34              |
| (vi) Other Financial Assets .....   | 17       | 696.06             | 299.70             |
| (c) Current Tax Assets (Net) .....  | 10       | 176.01             | 539.52             |
| (d) Other Current Assets .....  | 18       | 15,362.42          | 11,321.84          |
| <b>Total Current Assets</b> .....   |          | <b>95,466.83</b>   | <b>81,356.80</b>   |
| <b>Total, Assets</b> .....  |          | <b>2,14,472.85</b> | <b>1,65,819.84</b> |
| <b>EQUITY AND LIABILITIES</b>   |          |                    |                    |
| <b>Equity</b>   |          |                    |                    |
| (a) Equity Share Capital .....  | 19       | 1,843.65           | 1,843.01           |
| (b) Other Equity .....  | 20a      | 1,09,146.36        | 1,00,982.15        |
| <b>Total, Equity attributable to owners of Indoco Remedies Ltd.</b>                             |          | <b>1,10,990.01</b> | <b>1,02,825.16</b> |
| (c) Non-controlling interest .....  | 20b      | 59.65              | -                  |
| <b>Total Equity</b>   |          | <b>1,11,049.66</b> | <b>1,02,825.16</b> |
| <b>Liabilities</b>  |          |                    |                    |
| <b>Non-current liabilities</b>  |          |                    |                    |
| (a) Financial Liabilities   |          |                    |                    |
| (i) Borrowings .....  | 21a      | 35,172.67          | 14,350.00          |
| (iia) Lease Liabilities .....   | 21b      | 1,240.55           | 1,503.68           |
| (iib) Other Financial Liabilities .....   | 22       | 489.51             | -                  |
| (b) Provisions .....  | 23       | 3,368.44           | 3,339.70           |
| (c) Deferred Tax Liabilities (Net) .....  | 9        | 1,182.78           | 614.22             |
| (d) Other Non-Current Liabilities .....   | 24       | 736.38             | 736.38             |
| <b>Total, Non-Current Liabilities</b> .....   |          | <b>42,190.33</b>   | <b>20,543.98</b>   |
| <b>Current Liabilities</b>  |          |                    |                    |
| (a) Financial Liabilities   |          |                    |                    |
| (i) Borrowings .....  | 25a      | 30,342.18          | 17,100.45          |
| (iia) Lease Liabilities .....   | 25b      | 439.93             | 330.94             |
| (ii) Trade Payables .....   | 26       |                    |                    |
| Total Outstanding Dues of Micro Enterprises<br>and Small Enterprises .....                      |          | 4,183.94           | 1,230.31           |
| Total Outstanding Dues of Creditors Other Than<br>Micro Enterprises and Small Enterprises ..... |          | 11,180.29          | 11,115.23          |
| (iii) Other Financial Liabilities .....   | 27       | 8,802.57           | 5,757.95           |
| (b) Other Current Liabilities .....   | 29       | 1,447.65           | 1,961.86           |
| (c) Provisions .....  | 28       | 4,836.30           | 4,953.96           |
| <b>Total, Current Liabilities</b> .....   |          | <b>61,232.86</b>   | <b>42,450.70</b>   |
| <b>Total, Liabilities</b> .....   |          | <b>1,03,423.19</b> | <b>62,994.68</b>   |
| <b>Total, Equity and Liabilities</b> .....  |          | <b>2,14,472.85</b> | <b>1,65,819.84</b> |

The above statement of Balance Sheet should be read in conjunction with the accompanying notes.

As per our Report of even date attached

For **Gokhale & Sathe**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBOAA7998

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593

Mumbai : May 16, 2024



## Consolidated Statement of Profit and Loss Account For the year ended March 31, 2024

| Particulars  | Note No. | (₹ in lakhs)                 |                              |
|--|----------|------------------------------|------------------------------|
|  |          | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
| <b>Income</b>  |          |                              |                              |
| (a) Revenue from Operations .....  | 30       | 1,81,728.72                  | 1,66,861.11                  |
| (b) Other Income .....   | 31       | 984.65                       | 233.51                       |
| <b>Total Income (I)</b>  |          | <b>1,82,713.37</b>           | <b>1,67,094.62</b>           |
| <b>Expenditure</b>   |          |                              |                              |
| (c) Cost of Materials Consumed .....   | 32a      | 48,500.53                    | 41,202.42                    |
| (d) Purchase of Stock in Trade .....   | 32b      | 11,565.97                    | 10,271.96                    |
| (e) Changes in Inventories of Finished Goods, Stock<br>in Trade & Work-in-progress ..... | 32c      | (4,147.92)                   | 655.21                       |
| (f) Employee Benefit Expenses .....  | 33       | 36,193.15                    | 32,257.92                    |
| (g) R&D Expenses .....   | 34       | 9,715.74                     | 8,096.98                     |
| (h) Finance Costs .....  | 37       | 3,802.36                     | 2,502.94                     |
| (i) Depreciation, Amortization and Impairment Expense .....                              | 35       | 9,186.53                     | 7,060.62                     |
| (j) Other Expenses .....   | 36       | 55,469.94                    | 45,767.36                    |
| <b>Total Expenses (II)</b>   |          | <b>1,70,286.30</b>           | <b>1,47,815.41</b>           |
| <b>Profit Before Exceptional Items and Tax</b>   |          | <b>12,427.07</b>             | <b>19,279.21</b>             |
| (k) Exceptional Items .....  | 38       | 1,152.78                     | -                            |
| <b>Profit / (Loss) Before Tax</b>  |          | <b>13,579.85</b>             | <b>19,279.21</b>             |
| (l) Tax Expense  | 39       |                              |                              |
| (a) Current .....  |          | 3,317.00                     | 5,550.51                     |
| (b) Deferred .....   |          | 562.47                       | (496.45)                     |
| <b>Total Taxes</b>   |          | <b>3,879.47</b>              | <b>5,054.06</b>              |
| <b>Profit for the year</b>   |          | <b>9,700.38</b>              | <b>14,225.15</b>             |
| (m) <b>Other Comprehensive Income</b>  |          |                              |                              |
| Items that will not be reclassified to profit and loss                                   |          |                              |                              |
| i) Remeasurements of post-employment benefit obligations .....                           | 40       | 4.85                         | 191.79                       |
| ii) Income tax relating to this item .....   | 39       | (1.22)                       | (48.27)                      |
| Items that may be reclassified to profit or loss   |          |                              |                              |
| Exchange differences on translation of foreign operations .....                          |          | 23.27                        | (0.11)                       |
| <b>Total Other Comprehensive Income / (Loss)</b>   |          | <b>26.90</b>                 | <b>143.41</b>                |
| <b>Total Comprehensive income for the year</b>   |          | <b>9,727.28</b>              | <b>14,368.56</b>             |
| <b>Profit attributable to :</b>  |          |                              |                              |
| Equity Shareholders of the Company .....   |          | 9,846.01                     | 14,225.15                    |
| Non-Controlling Interest .....   |          | (145.63)                     | -                            |
|  |          | <b>9,700.38</b>              | <b>14,225.15</b>             |
| <b>Other comprehensive income / (loss) is attributable to:</b>                           |          |                              |                              |
| Equity Shareholders of the Company .....   |          | 26.90                        | 143.41                       |
| Non-Controlling Interest .....   |          | -                            | -                            |
|  |          | <b>26.90</b>                 | <b>143.41</b>                |
| <b>Total comprehensive income is attributable to:</b>                                    |          |                              |                              |
| Equity Shareholders of the Company .....   |          | 9,872.91                     | 14,368.56                    |
| Non-Controlling Interest .....   |          | (145.63)                     | -                            |
|  |          | <b>9,727.28</b>              | <b>14,368.56</b>             |
| (n) <b>Earning Per Share</b>   | 48       |                              |                              |
| <b>Basic (₹)</b> .....   |          | <b>10.53</b>                 | <b>15.44</b>                 |
| <b>Diluted (₹)</b> .....   |          | <b>10.51</b>                 | <b>15.42</b>                 |

The above statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our Report of even date attached

For **Gokhale & Sathe**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBOAA7998

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593

Mumbai : May 16, 2024

## Consolidated Cash Flow Statement

For the year ended March 31, 2024

| S<br>no. | Particulars   | (₹ in lakhs)             |                          |
|----------|---|--------------------------|--------------------------|
|          |   | Year ended<br>31.03.2024 | Year ended<br>31.03.2023 |
| (A)      | <b>Cash Flow from Operating Activities :</b>  |                          |                          |
|          | <b>Net Profit / (Loss) before tax and extraordinary item</b>                            | <b>12,427.07</b>         | 19,279.21                |
|          | Adjustments for :   |                          |                          |
|          | Depreciation, Amortisation and Impairment Expense                                       | <b>9,186.53</b>          | 7,060.62                 |
|          | Profit on sale of Fixed Assets  | <b>(54.15)</b>           | (19.45)                  |
|          | Loss on sale of Fixed Assets  | <b>91.97</b>             | 145.62                   |
|          | Share based payments to Employees   | <b>287.96</b>            | 65.75                    |
|          | Sundry Balance written back   | <b>–</b>                 | (118.08)                 |
|          | Provision for Doubtful Debts / Bad Debts  | <b>825.59</b>            | 1,559.66                 |
|          | Interest Income   | <b>(395.51)</b>          | (58.08)                  |
|          | Dividend received on Investments  | <b>(0.40)</b>            | (0.39)                   |
|          | Unrealised Foreign Exchange (Gain) / Loss   | <b>41.47</b>             | 729.55                   |
|          | Finance Cost (Other than Unrealised Foreign Exchange (Gain) / Loss)                     | <b>3,771.37</b>          | 2,722.68                 |
|          |   | <b>13,754.83</b>         | 12,087.88                |
|          | <b>Operating Profit before Working Capital Change</b>                                   | <b>26,181.90</b>         | <b>31,367.09</b>         |
|          | Adjustments for:  |                          |                          |
|          | Decrease / (Increase) in Trade Receivables  | <b>(6,378.30)</b>        | (7,878.47)               |
|          | Decrease / (Increase) in Other Current Financial Assets                                 | <b>(475.88)</b>          | 2,100.07                 |
|          | Decrease / (Increase) in Other Current Assets   | <b>(4,040.61)</b>        | 817.52                   |
|          | Decrease / (Increase) in Inventories  | <b>(2,707.79)</b>        | (1,546.99)               |
|          | Decrease / (Increase) in Other Non Current Financial Assets                             | <b>(552.52)</b>          | (144.81)                 |
|          | Decrease / (Increase) in Other Non Current Assets                                       | <b>(368.52)</b>          | 507.48                   |
|          | Increase / (Decrease) in Trade Payables   | <b>3,011.41</b>          | (865.45)                 |
|          | Increase / (Decrease) in Non Current Financial Liabilities                              | <b>284.23</b>            | –                        |
|          | Increase / (Decrease) in Non Current Provisions   | <b>33.58</b>             | 357.02                   |
|          | Increase / (Decrease) in Lease Liabilities  | <b>228.78</b>            | 765.66                   |
|          | Increase / (Decrease) in Other Non Current Liabilities                                  | <b>–</b>                 | (4.15)                   |
|          | Increase / (Decrease) in Current Financial Liabilities                                  | <b>2,881.09</b>          | (2,843.29)               |
|          | Increase / (Decrease) in Current Provisions   | <b>(117.65)</b>          | 209.34                   |
|          | Increase / (Decrease) in Other Current Liabilities                                      | <b>(514.06)</b>          | 1,207.14                 |
|          |   | <b>(8,716.24)</b>        | (7,318.93)               |
|          | <b>Cash generated from Operations</b>   | <b>17,465.66</b>         | <b>24,048.16</b>         |
|          | Income Tax Paid (Net of Refund)   | <b>(2,948.62)</b>        | (6,165.37)               |
|          | <b>Net Cash generated from Operating Activities Before Exceptional Items....(A)....</b> | <b>14,517.04</b>         | <b>17,882.79</b>         |
|          | <b>Exceptional Items</b>  |                          |                          |
|          | Exceptional Items   | <b>1,152.78</b>          | –                        |
|          | <b>Net cash from/ (used in) Operating Activities (A)</b>                                | <b>15,669.82</b>         | <b>17,882.79</b>         |
| (B)      | <b>Cash Flow from Investing Activities</b>  |                          |                          |
|          | Payment towards Capital Expenditure   | <b>(42,730.31)</b>       | (20,725.06)              |
|          | Sale of Fixed Assets  | <b>168.47</b>            | 115.92                   |
|          | Payment towards purchases of Investments  | <b>(624.39)</b>          | (244.00)                 |
|          | (Increase) / Decrease in Bank Balance not considered as Cash & Cash Equivalents         | <b>(643.08)</b>          | (10.52)                  |
|          | Interest Received   | <b>446.27</b>            | 46.03                    |
|          | Dividend received on Investments  | <b>0.40</b>              | 0.39                     |
|          | <b>Net Cash from/ (used in) Investing Activities (B)</b>                                | <b>(43,382.64)</b>       | <b>(20,817.24)</b>       |

## Consolidated Cash Flow Statement For the year ended March 31, 2024

... Contd. from previous page

| S<br>no. | Particulars   | Year ended       |                 |
|----------|---|------------------|-----------------|
|          |   | 31.03.2024       | 31.03.2023      |
|          |   | (₹ in lakhs)     |                 |
| (C)      | <b>Cash Flow from Financing Activities</b>  |                  |                 |
|          | Finance Cost (Other than Unrealised Foreign Exchange (Gain) / Loss)               | (3,613.78)       | (2,719.91)      |
|          | Payment of Lease Liability  | (382.93)         | (177.15)        |
|          | Proceed from Issue of Equity Shares (ESOPs)                                       | 77.34            | –               |
|          | Dividend Paid   | (2,070.59)       | (2,072.11)      |
|          | Proceeds from Long Term Borrowings  | 25,112.67        | 9,500.00        |
|          | Repayment of Long Term Borrowings   | (4,903.70)       | (4,062.24)      |
|          | Proceeds / (Repayment) from Short Term Borrowings                                 | 13,824.45        | 1,811.81        |
|          | <b>Net cash from/ (used in) Financing Activities (C)</b>                          | <b>28,043.46</b> | <b>2,280.40</b> |
|          | <b>Net Increase / (Decrease) in Cash or Cash Equivalents (A+B+C)</b>              | <b>330.64</b>    | <b>(654.05)</b> |
|          | <b>Cash and Cash Equivalents at the beginning of the Financial Year</b>           | <b>1,092.47</b>  | <b>1,746.52</b> |
|          | <b>Opening Cash and Cash Equivalent on acquisition of Subsidiary</b>              | <b>62.46</b>     | –               |
|          | <b>Cash and Cash Equivalents at the end of the Financial Year (Refer Note 14)</b> | <b>1,485.57</b>  | <b>1,092.47</b> |

### Notes:

- The above statement of Cash Flows should be read in conjunction with the accompanying notes.
- The above Cash Flow Statement has been prepared under "Indirect Method" set out in Ind AS-7, issued by Institute of Chartered Accountants of India.
- Figures in brackets indicate cash outgo.
- Previous year's figures have been regrouped and reclassified wherever necessary.
- Cash and Cash Equivalents comprise of :

| Particulars           | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------|----------------------|----------------------|----------------------|
| a. Cash on Hand       | 12.74                | 13.69                | 11.01                |
| b. Balances with Bank | 1,472.83             | 1,078.78             | 1,735.51             |
| <b>Total</b>          | <b>1,485.57</b>      | <b>1,092.47</b>      | <b>1,746.52</b>      |

- Changes in liability arising from financing activities :

| Particulars                 | Borrowings             |                   |                  |
|-----------------------------|------------------------|-------------------|------------------|
|                             | Non-Current (Note 21a) | Current (Note 25) | Total            |
| As at March 31, 2022        | 14,125.72              | 10,294.89         | 24,420.61        |
| Cash Flow                   | 5,437.76               | 1,811.81          | 7,249.57         |
| Foreign exchange movement   | 23.50                  | (243.23)          | (219.73)         |
| <b>As at March 31, 2023</b> | <b>19,586.98</b>       | <b>11,863.47</b>  | <b>31,450.45</b> |
| Cash Flow                   | 20,208.97              | 13,824.45         | 34,033.42        |
| Foreign exchange movement   | 0.97                   | 30.01             | 30.98            |
| <b>As at March 31, 2024</b> | <b>39,796.92</b>       | <b>25,717.93</b>  | <b>65,514.85</b> |

As per our Report of even date attached

For **Gokhale & Sathe**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBOAA7998

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Pramod Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593

Mumbai : May 16, 2024

## Consolidated Statement for Changes in Equity

### For the year ended March 31, 2024

#### a. Equity Share Capital

(₹ in lakhs)

| Particulars                                     | Note No | Amount          |
|---|---------|-----------------|
| As at April 1, 2022                             | 19      | 1,843.01        |
| Changes in Equity Share Capital                 |         | —               |
| Add: Shares allotted under ESOP during the year |         | —               |
| <b>As at March 31, 2023</b>                     |         | <b>1,843.01</b> |
| Changes in Equity Share Capital                 |         | —               |
| Add: Shares allotted under ESOP during the year |         | <b>0.64</b>     |
| <b>As at March 31, 2024</b>                     |         | <b>1,843.65</b> |

#### b. Other Equity

(₹ in lakhs)

| Particulars   | Note No. | Attributable to owners of Indoco Remedies Ltd. |                    |                 |                  |                   | Total Other Equity | Non-Controlling Interest | Total        |   |
|---|----------|--|--------------------|-----------------|------------------|-------------------|--------------------|--------------------------|--------------|---|
|   |          | Reserves & Surplus                             |                    |                 |                  |                   |                    |                          |              |   |
|   |          | Employee stock options outstanding account     | Securities Premium | Capital reserve | General reserve  | Retained Earnings |                    |                          |              | Other Reserve<br>Foreign Currency Translation Reserve |
| <b>Balance as at April 1, 2022</b>                        | 20a & b  | —  | 6,420.93           | 0.02            | 25,817.64        | 56,382.68         | (0.05)             | 88,621.22                | —            | 88,621.22   |
| Profit for the year                                       |          | —  | —                  | —               | —                | 14,225.15         | —                  | 14,225.15                | —            | 14,225.15   |
| Other comprehensive income for the year                   |          | —  | —                  | —               | —                | 143.52            | (0.11)             | 143.41                   | —            | 143.41  |
| <b>Total Comprehensive income for the year</b>            |          | —  | —                  | —               | —                | 14,368.67         | (0.11)             | 14,368.56                | —            | 14,368.56   |
| Dividends   |          | —  | —                  | —               | —                | (2,073.38)        | —                  | (2,073.38)               | —            | (2,073.38)  |
| Transfer to General Reserve                               |          | —  | —                  | —               | —                | —                 | —                  | —                        | —            | —   |
| Exercise of Employee Stock Options                        |          | —  | —                  | —               | —                | —                 | —                  | —                        | —            | —   |
| Share-based payments expense (ESOP) (net) (Refer note 45) |          | 65.75  | —                  | —               | —                | —                 | —                  | 65.75                    | —            | 65.75   |
| <b>Balance as at March 31, 2023</b>                       |          | <b>65.75</b>                                   | <b>6,420.93</b>    | <b>0.02</b>     | <b>25,817.64</b> | <b>68,677.97</b>  | <b>(0.16)</b>      | <b>1,00,982.15</b>       | <b>—</b>     | <b>100,982.15</b>                                     |
| <b>Balance as at April 1, 2023</b>                        |          | <b>65.75</b>                                   | <b>6,420.93</b>    | <b>0.02</b>     | <b>25,817.64</b> | <b>68,677.97</b>  | <b>(0.16)</b>      | <b>1,00,982.15</b>       | <b>—</b>     | <b>100,982.15</b>                                     |
| Changes in equity share capital during the year           |          | —  | —                  | —               | —                | —                 | —                  | —                        | 205.28       | 205.28  |
| Contribution by Non-Controlling Interest                  |          | —  | —                  | —               | —                | —                 | —                  | —                        | —            | —   |
| Profit / (Loss) for the year                              |          | —  | —                  | —               | —                | 9,846.01          | —                  | 9,846.01                 | (145.63)     | 9,700.38  |
| Other comprehensive Income for the year                   |          | —  | —                  | —               | —                | 3.63              | 23.27              | 26.90                    | —            | 26.90   |
| <b>Total comprehensive income for the year</b>            |          | —  | —                  | —               | —                | <b>9,849.64</b>   | <b>23.27</b>       | <b>9,872.91</b>          | <b>59.65</b> | <b>9,932.56</b>                                       |
| Dividends   |          | —  | —                  | —               | —                | (2,073.38)        | —                  | (2,073.38)               | —            | (2,073.38)  |
| Transfer to General Reserve                               |          | —  | —                  | —               | —                | —                 | —                  | —                        | —            | —   |
| Exercise of Employee Stock Options                        |          | —  | 76.71              | —               | —                | —                 | —                  | 76.71                    | —            | 76.71   |
| Share-based payments expense (ESOP) (net) (Refer note 43) |          | 287.97   | —                  | —               | —                | —                 | —                  | 287.97                   | —            | 287.97  |
| <b>Balance as at March 31, 2024</b>                       |          | <b>353.72</b>                                  | <b>6,497.64</b>    | <b>0.02</b>     | <b>25,817.64</b> | <b>76,454.23</b>  | <b>23.11</b>       | <b>1,09,146.36</b>       | <b>59.65</b> | <b>1,09,206.01</b>                                    |

The above statement of Changes in Equity should be read in conjunction with the accompanying notes.

Remeasurement gain (net of tax) on defined benefit plan ₹ 26.90 Lakhs (Remeasurement gain (net of tax) Previous year ₹ 143.41 Lakhs) is recognised during the year as part of Retained Earnings.

As per our Report of even date attached

For **Gokhale & Sathe**  
Chartered Accountants  
Firm Registration no.: 103264W  
Sd/-  
**Tejas Parikh**  
Partner  
M. No. 123215  
UDIN : 24123215BKBOAA7998

For and on behalf of the Board of Directors

Sd/-  
**Aditi Panandikar**  
Managing Director  
DIN : 00179113  
Sd/-  
**Prasad Ghorpade**  
Chief Financial Officer

Sd/-  
**Sundeep V Bambolkar**  
Jt. Managing Director  
DIN : 00176613  
Sd/-  
**Ramanathan Hariharan**  
Company Secretary & Head-Legal  
M. No. A20593

Mumbai : May 16, 2024

# Notes to Consolidated Financial Statements

## For the year ended March 31, 2024

### Corporate Information

Indoco Remedies Limited (the Company) is a Public Limited Company domiciled in India and incorporated under the provision of the Companies Act, VII of 1913. Its Shares are listed on two stock exchanges in India i.e Bombay Stock Exchange and National Stock Exchange. Indoco Remedies Limited is engaged in the manufacturing and marketing of Formulations (Finished Dosage Forms) and Active Pharmaceutical Ingredients (APIs). The Company caters to both Domestic and International markets. Company has four wholly owned subsidiaries (together referred to as “the Group”):

| Name of the Subsidiaries                        | Country of Incorporation | % of Holding and voting power either directly or indirectly through subsidiary as at March 31, 2024 | % of Holding and voting power either directly or indirectly through subsidiary as at March 31, 2023 |
|---|--------------------------|---|---|
| <b>Indian Subsidiary :</b>                      |                          |   |   |
| Xtend Industrial Designers & Engineers Pvt Ltd  | India                    | 100%  | 100%  |
| Warren Remedies Private Limited                 | India                    | 100%  | 100%  |
| <b>Foreign Subsidiary :</b>                     |                          |   |   |
| Indoco Remedies Czech sro                       | Czechoslovakia           | 100%  | 100%  |
| Indoco Remedies UK Limited                      | United Kingdom           | 100%  | 100%  |
| FPP Holding Company, LLC (w.e.f. June 05, 2023) | USA                      | 85%   | —   |

### 1. Material Accounting Policies followed by the Group Companies

#### a) Basis of Preparation

##### (i) Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These consolidated financial statements were authorised for issue by the Company’s Board of Directors on May 16, 2024.

##### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities that are measured at fair value;
- Defined benefit plans - Plan assets measured at fair value;

##### (iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle (twelve months) and other criteria set out in Schedule III to the Act.

##### (iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### b) Principles of Consolidation:

- The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard (Ind AS) 110 - Consolidated Financial Statements.
- The consolidated financial statements comprise the financial statement of the Company and its subsidiaries.

Subsidiary Companies are all the entities over which the Group has control. Subsidiary companies are consolidated on the date on which control is transferred to the Group. The Group re assesses whether or not it controls an investee if facts and circumstances indicate that there are one or more changes to elements of control described above.

The Company exercises control if and only if it has the following :

- power over the entity;
  - exposure, or rights, to variable returns from its involvement with the entity; and
  - has the ability to use its power over the entity to affect the amount of its returns.
- (iii) In case of Foreign Subsidiary revenue items are consolidated at the average rate prevailing during the period. All Assets (except Fixed Assets) and liabilities are converted at the rates prevailing at the end of the year. In case of Fixed Assets the same is consolidated at the rate applicable in the year of acquisition of the said assets. Any exchange difference arising on consolidation is recognised as Translation difference in Reserves & Surplus.
- (iv) Process of Consolidation
- a) Combine like items of assets, liabilities, other equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
  - b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
  - c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes apply to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any interest retained in the form of subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the statement of profit and loss.
- (v) Non Controlling Interest in net profits of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the Consolidated Balance sheet separately.
- (vi) As far as possible the consolidated financial statements have been prepared using uniform Accounting Policies for like transactions and other events in similar circumstances. Differences in Accounting Policies if any will be disclosed separately.

**c) Use of estimates and judgements**

The preparation of financial statements requires management of the Group to make estimates and assumptions that affect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Management at each reporting date reviews estimates and underlying assumptions. Actual results could differ from these estimates. Any revision of these estimates is recognised prospectively in the current and future periods.

Following are the critical judgements and estimates:

**Critical judgments:**

**a. Taxes on Income:**

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

**b. Employee benefits:**

Significant judgments are involved in making estimates about the life expectancy discounting rate, salary increase, etc. which significantly affect the working of the present value of the future liabilities on account of the employee benefits by way of defined benefit plans.

**c. Product warranty and expiry claims:**

Significant judgments are involved in determining the estimated stock lying in the market with product shelf life and estimates of likely claims on account of expiry of such unsold goods lying with stockists.

**d. Impairment of property, plant and equipment**

Significant judgment is involved in determining the estimated future cash flows from Property, Plant and Equipment to determine their value in use to assess whether there is any impairment in their carrying amounts as reflected in the financials.

**e. Contingent liabilities:**

Significant judgment is involved in determining whether there is a possible obligation that may, but probably will not require an outflow of resources.

**Critical estimates:**

**a. Property, Plant and Equipment:**

Property, Plant and Equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and methods of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**b. Sales Return**

The Group accounts for sales returns accrual by recording an allowance for sales returns concurrent with the recognition of revenue at the time of a product sale. This allowance is based on the Group's estimate of expected sales returns. Accordingly, the estimate of sales returns is determined primarily by the Group's historical experience in the markets in which the Group operates.

**c. Segment Reporting**

The Company has only one business segment i.e Pharmaceutical Products.

**d. Foreign Currency Translation**

**i. Functional and presentation currency**

The Financial Statements are presented in Indian rupees (INR) which is the functional and presentation currency.

**ii. Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Profit or Loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other gains / (losses).

**e. Revenue Recognition**

The Group derives major portion of its revenue from manufacturing and marketing of Formulations (Finished Dosage Forms) and Active Pharmaceutical Ingredients (APIs). Other sources of revenue include Dossiers development, Analytical Studies and Bio-equivalent studies undertaken by the Group on behalf of customers.

With effect from April 1, 2018, the Group has adopted Ind AS 115, Revenue from Contracts with Customers. The Group analysed the impact of Ind AS on incomplete contracts, if any and concluded that the effect of adoption of Ind AS 115 was insignificant.

**Recognising revenue from major business activities**

**i. Sale of goods – FDF and API**

Revenue from sale of FDF and API are recognised when the performance obligations are satisfied in accordance with Ind AS 115. Performance obligations are deemed to have been satisfied when substantial risk and rewards of ownership are transferred to the customer and the customer obtains control of the promised goods. In case of domestic sales, performance obligations are satisfied when goods are dispatched, or delivery is handed over to the transporter. In case of export sales, performance obligations are satisfied based on terms defined in the contracts. In case of Ex-works contracts, performance obligation is satisfied when goods are shipped or dispatched from the factory and in other cases when the goods are shipped on board based on Bill of Lading / Airway Bill or any other similar document evidencing delivery thereof.

**ii. Revenue from services**

Services provided include Dossiers development, Analytical Studies and Bio- equivalent studies undertaken by the Group on behalf of customers.

The contracts with customers for Dossiers and study reports are fixed-price contracts. Revenue from such contracts, where the performance obligations are satisfied over time and where there is no significant uncertainty as to measurement or collectability of consideration, is recognised based on the terms agreed with the customers.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. The effect that the contract modification has on the transaction price, and on the entity's measure of progress towards complete satisfaction of the performance obligation, is recognised as an adjustment to revenue (either as an increase in or a reduction of revenue) at the date of the contract modification (i.e. the adjustment to revenue is made on a cumulative catch-up basis).

**iii. Other Operating Revenue - Export incentives**

Revenue from Export Incentives under various schemes is recognised when the performance obligations are satisfied i.e. when the related export sales are effected.



**iv. Sales Return**

The Group recognises provision for sales return, on the basis of past experience, measured on net basis of the margin of the sales. Any unutilised provision for sales return is reversed to the Statement of Profit and Loss on completion of 3 years from the date of creation.

**f. Government Grants**

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

**g. Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**h. Business Combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group; and
- Fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

**i. Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**j. Cash Flow Statements**

Cash flows are prepared using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Group are segregated.

**k. Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and Spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulas used are 'Weighted Average Cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

**l. Non-Current Assets held for Sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Company classified as held for sale continue to be recognised.

**m. Derivatives and Hedging Activities**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

**n. Property, Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Cost includes purchase price, non-refundable taxes, levies, and any directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### **Transition to Ind AS**

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

#### **Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

| <i>Asset Class</i>                | <i>Useful Life</i> |
|-----------------------------------|--------------------|
| Building and Premises – Office    | 60 years           |
| Building and Premises – Factory   | 30 years           |
| Plant and Machinery               | 15 years           |
| Handling Equipment                | 15 years           |
| Pollution Control Equipment       | 10 years           |
| Laboratory Equipment              | 10 years           |
| R & D Equipment                   | 10 years           |
| Plant Utilities                   | 15 years           |
| Electric Installation             | 10 years           |
| Furniture and Fixtures            | 10 years           |
| Office Equipment                  | 5 years            |
| Computers - Desktops, Laptop etc. | 3 years            |
| Computers - Servers and Networks  | 6 years            |
| Networking Instrument             | 6 years            |
| Air Conditioning Unit             | 15 years           |
| Vehicles                          | 8 years            |
| Trade Mark                        | 15 years           |
| Technical Know How                | 10 years           |

The management believes that useful lives currently used is as prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflect its estimate of the useful lives and residual values of property, plant and equipment. The residual values are not more than 5% of the original cost of the asset.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

**o. Intangible Assets**

**i. Computer Software**

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use
- Management intends to complete the software and use it
- There is an ability to use the software
- It can be demonstrated how the software will generate probable future economic benefits
- Adequate technical, financial and other resources to complete the development and to use the software are available, and
- The expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

**ii. ANDA / DMFs / Dossiers**

All revenue expenditure incurred till the development of ANDAs / DMFs / Dossiers etc. are grouped under intangible assets under development. Once the development is complete, the expenditures incurred on the said project is capitalised & grouped under "Intangible Assets" and amortised based on best estimated commercial revenue period, not exceeding 5 years. The carrying value of the capitalised project is reviewed for impairment annually.

**iii. Amortisation methods and periods**

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

| <i>Asset Class</i>            | <i>Useful Life</i> |
|-------------------------------|--------------------|
| Trade Mark/ Technical Knowhow | 15 years           |
| Technical Knowhow             | 10 years           |
| Computer software             | 3 years            |
| ANDA / DMF                    | 5 years            |

**p. Research and Development Expenditure**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- development costs can be measured reliably;
- the product or process is technically and commercially feasible;
- future economic benefits are probable; and
- the company intends to, and has sufficient resources to complete development and to use or sell the asset.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit

and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

**q. Borrowings**

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

**r. Borrowing Costs**

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

**s. Provisions**

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

**t. Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**A. Financial Assets:**

**a. Initial recognition and measurement:** All financial assets are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset which are not at Fair Value Through Profit and Loss Account are adjusted to fair value on initial recognition. Purchases or sales of financial assets are recognised on the settlement date i.e. the date that the Group settles to purchase or sell the asset.

**b. Subsequent measurement:** For purposes of subsequent measurement, financial assets are classified in four categories:

**i. Financial Assets measured at amortised cost:**

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate [EIR] method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of profit and loss.

**ii. Financial Assets at fair value through other comprehensive income [FVTOCI]:**

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both for collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

**iii. Financial Assets at fair value through profit or loss [FVTPL]:**

Financial assets, which are not classified in any of the above categories are measured at FVTPL.

**iv. Equity instruments:**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Group has made such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment.

However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**v. Investments in subsidiaries and joint ventures:**

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and joint ventures, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss. Upon first-time adoption of Ind AS, the Group has elected to measure its investments in subsidiaries and joint ventures at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2015.

**c. Derecognition:**

A financial asset [or, where applicable, a part of a financial asset] is primarily derecognised [i.e. removed from the Group's balance sheet] when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
  - [a] the Group has transferred substantially all the risks and rewards of the asset, or
  - [b] the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred

nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. When the Group has transferred the risks and rewards of ownership of the financial asset, the same is derecognised.

**d. Impairment of financial assets:**

In accordance with Ind AS 109, the Group applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- i. Financial assets that are debt instruments, and are measured at amortised cost
- ii. Trade receivables or any contractual right to receive cash or another financial asset
- iii. Financial assets that are debt instruments and are measured as at FVTOCI. The Group follows 'simplified approach' for recognition of impairment loss allowance on Point b above.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it requires the Group to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR. ECL impairment loss allowance [or reversal] is recognized as expense/ income in the Statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet, which reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount. For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics.

**B. Financial Liabilities:**

**a. Initial recognition and measurement:**

All financial liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

**b. Subsequent measurement:**

Subsequently all financial liabilities are measured as amortised cost, using EIR method. Gains and losses are recognised in Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

**c. Derecognition:**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of profit and loss.

**d. Embedded derivatives:**

An embedded derivative is a component of a hybrid [combined] instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in Statement of profit and loss, unless designated as effective hedging instruments.

**C. Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**u. Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either :

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:



- a) Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

**v. Employee Benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

**(iii) Post-employment obligations**

The Group operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity
- (b) Defined contribution plans such as provident fund and Superannuation

**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

**Defined Contribution Plans**

Defined Contribution Plans such as Provident Fund, Superannuation etc., are charged to the Statement of Profit and Loss as incurred.

**w. Contributed Equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**i. Earnings per Share**

**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Group
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**ii. Dividends to shareholders**

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by shareholders. Any interim dividend paid is recognised on approval by the board of directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

**x. Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised.

**y. Leases**

The Group has adopted IND AS 116, "Leases", effective April 1, 2019, using modified retrospective approach.

The Group, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Group measures the lease liability at the present value of lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the lease term.

**z. Equity settled share-based payments**

Equity-settled share based payments to employees are measured at the fair value (i.e. excess of fair value over the exercise price of the option) of the Employee Stock Options Plan at the grant date. The fair value of option at the grant date is calculated by Black-Scholes model. In case the options are granted to employees of the Company, the fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of options that will eventually vest, with a corresponding increase in equity.

The dilutive effect of outstanding options is reflected in determining the diluted earnings per share.

**NOTE 2: Use of Estimates and Judgments**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

## Notes (Consolidated) on financial statements for the year ended March 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

### Note 3a : Property, Plant and Equipment (Owned unless otherwise stated)

| Particulars                                       | Land (freehold) | Land (leasehold) | Building & Premises | Plant & Machinery | Handling Equipments | Pollution Control Equipments | Laboratory Equipments | R&D Equipments  | Plant-Utilities  | Electrical Installations | Furniture & Fixtures | Office Equipments | Computers       | Networking Instruments | Air Conditioning Units | Vehicles      | Total              |
|---|-----------------|------------------|---------------------|-------------------|---------------------|------------------------------|-----------------------|-----------------|------------------|--------------------------|----------------------|-------------------|-----------------|------------------------|------------------------|---------------|--------------------|
| <b>Year ended March 31, 2023</b>                  |                 |                  |                     |                   |                     |                              |                       |                 |                  |                          |                      |                   |                 |                        |                        |               |                    |
| Gross carrying amount                             | 1,804.37        | 1,839.87         | 23,436.53           | 28,182.47         | 1,407.95            | 921.15                       | 12,842.47             | 1,777.77        | 10,285.76        | 4,099.63                 | 2,714.57             | 896.17            | 2,393.32        | 43.83                  | 4,122.33               | 216.05        | 96,984.24          |
| Opening gross carrying amount as at April 1, 2022 | –               | 1,668.47         | 1,373.82            | 3,883.78          | 167.64              | 181.20                       | 2,190.81              | 2.10            | 1,906.10         | 439.33                   | 358.85               | 154.07            | 325.00          | 14.22                  | 452.39                 | 29.41         | 13,147.19          |
| Additions   | –               | –                | (2.70)              | (600.14)          | (15.06)             | (8.79)                       | (121.08)              | (9.12)          | (125.55)         | –                        | –                    | –                 | –               | –                      | (8.16)                 | (53.83)       | (943.93)           |
| Disposals   | –               | –                | –                   | –                 | –                   | –                            | –                     | –               | –                | –                        | –                    | –                 | –               | –                      | –                      | –             | –                  |
| <b>Closing gross carrying amount</b>              | <b>1,804.37</b> | <b>3,508.34</b>  | <b>24,807.65</b>    | <b>31,466.11</b>  | <b>1,560.53</b>     | <b>1,094.06</b>              | <b>14,912.20</b>      | <b>1,770.75</b> | <b>12,066.31</b> | <b>4,538.96</b>          | <b>3,073.42</b>      | <b>1,050.24</b>   | <b>2,718.32</b> | <b>58.05</b>           | <b>4,566.56</b>        | <b>191.63</b> | <b>1,09,187.50</b> |
| Accumulated depreciation                          | –               | –                | –                   | –                 | –                   | –                            | –                     | –               | –                | –                        | –                    | –                 | –               | –                      | –                      | –             | –                  |
| Opening accumulated depreciation                  | –               | 304.95           | 7,178.26            | 12,701.78         | 841.24              | 471.36                       | 7,027.55              | 1,685.36        | 4,804.60         | 2,775.99                 | 1,861.23             | 664.14            | 1,851.04        | 42.75                  | 2,380.51               | 138.19        | 44,928.95          |
| Depreciation charge during the year               | –               | 26.03            | 763.94              | 1,757.58          | 81.63               | 76.87                        | 1,028.86              | 31.13           | 589.52           | 261.61                   | 190.94               | 86.51             | 292.42          | 2.61                   | 232.75                 | 19.44         | 5,441.84           |
| Disposals   | –               | –                | (1.41)              | (426.17)          | (10.92)             | (1.08)                       | (104.25)              | (8.67)          | (102.63)         | –                        | –                    | –                 | –               | –                      | (3.73)                 | (42.99)       | (701.85)           |
| <b>Closing accumulated depreciation</b>           | <b>–</b>        | <b>330.98</b>    | <b>7,940.79</b>     | <b>14,033.19</b>  | <b>911.95</b>       | <b>547.15</b>                | <b>7,952.16</b>       | <b>1,707.82</b> | <b>5,291.49</b>  | <b>3,037.60</b>          | <b>2,052.17</b>      | <b>750.65</b>     | <b>2,143.46</b> | <b>45.36</b>           | <b>2,809.53</b>        | <b>114.64</b> | <b>49,668.94</b>   |
| <b>Net carrying amount</b>                        | <b>1,804.37</b> | <b>3,177.36</b>  | <b>16,866.86</b>    | <b>17,432.92</b>  | <b>648.58</b>       | <b>546.91</b>                | <b>6,960.04</b>       | <b>62.93</b>    | <b>6,774.82</b>  | <b>1,501.36</b>          | <b>1,021.25</b>      | <b>299.59</b>     | <b>574.86</b>   | <b>12.69</b>           | <b>1,757.03</b>        | <b>76.99</b>  | <b>59,518.56</b>   |
| <b>Year ended March 31, 2024</b>                  |                 |                  |                     |                   |                     |                              |                       |                 |                  |                          |                      |                   |                 |                        |                        |               |                    |
| Gross carrying amount                             | 1,804.37        | 3,508.34         | 24,807.65           | 31,466.11         | 1,560.53            | 1,094.06                     | 14,912.20             | 1,770.75        | 12,066.31        | 4,538.96                 | 3,073.42             | 1,050.24          | 2,718.32        | 58.05                  | 4,566.56               | 191.63        | 1,09,187.50        |
| Opening gross carrying amount as at April 1, 2023 | 1,876.08        | –                | 6,797.13            | 5,072.22          | 229.80              | 10.72                        | 1,588.09              | –               | 4,442.10         | 1,197.88                 | 928.41               | 168.31            | 408.78          | 7.22                   | 825.73                 | 272.83        | 23,825.30          |
| Additions   | –               | –                | (19.83)             | (725.49)          | (30.76)             | (2.05)                       | (178.96)              | (29.98)         | (41.85)          | (58.05)                  | (3.40)               | (6.21)            | (3.56)          | –                      | (48.72)                | (72.55)       | (1,221.41)         |
| Disposals   | –               | –                | –                   | –                 | –                   | –                            | –                     | –               | –                | –                        | –                    | –                 | –               | –                      | –                      | –             | –                  |
| <b>Closing gross carrying amount</b>              | <b>3,680.45</b> | <b>3,508.34</b>  | <b>31,584.95</b>    | <b>35,812.94</b>  | <b>1,759.57</b>     | <b>1,102.73</b>              | <b>16,321.33</b>      | <b>1,740.77</b> | <b>16,466.56</b> | <b>5,678.79</b>          | <b>3,998.43</b>      | <b>1,212.34</b>   | <b>3,123.54</b> | <b>65.27</b>           | <b>5,343.57</b>        | <b>391.91</b> | <b>1,31,791.39</b> |
| Accumulated depreciation and impairment           | –               | –                | –                   | –                 | –                   | –                            | –                     | –               | –                | –                        | –                    | –                 | –               | –                      | –                      | –             | –                  |
| Opening accumulated depreciation                  | –               | 330.98           | 7,940.79            | 14,033.19         | 911.95              | 547.15                       | 7,952.16              | 1,707.82        | 5,291.49         | 3,037.60                 | 2,052.17             | 750.65            | 2,143.46        | 45.36                  | 2,809.53               | 114.64        | 49,668.94          |
| Depreciation charge during the year               | –               | 43.78            | 831.90              | 1,913.49          | 75.22               | 74.37                        | 1,155.80              | 2.06            | 677.55           | 247.33                   | 176.97               | 93.88             | 335.03          | 2.38                   | 221.43                 | 25.05         | 5,876.24           |
| Disposals   | –               | –                | (11.27)             | (589.60)          | (28.19)             | (1.95)                       | (160.19)              | (28.48)         | (27.00)          | (55.76)                  | (2.40)               | (2.90)            | (3.09)          | –                      | (36.51)                | (67.78)       | (1,015.12)         |
| <b>Closing accumulated depreciation</b>           | <b>–</b>        | <b>374.76</b>    | <b>8,761.42</b>     | <b>15,357.08</b>  | <b>958.98</b>       | <b>619.57</b>                | <b>8,947.77</b>       | <b>1,681.40</b> | <b>5,942.04</b>  | <b>3,229.17</b>          | <b>2,226.74</b>      | <b>841.63</b>     | <b>2,475.40</b> | <b>47.74</b>           | <b>2,994.45</b>        | <b>71.91</b>  | <b>54,530.06</b>   |
| <b>Closing net carrying amount</b>                | <b>3,680.45</b> | <b>3,133.58</b>  | <b>22,823.53</b>    | <b>20,455.76</b>  | <b>800.59</b>       | <b>483.16</b>                | <b>7,373.56</b>       | <b>59.37</b>    | <b>10,524.52</b> | <b>2,449.62</b>          | <b>1,771.69</b>      | <b>370.71</b>     | <b>648.14</b>   | <b>17.53</b>           | <b>2,349.12</b>        | <b>320.00</b> | <b>77,261.33</b>   |

(i) Property, Plant and Equipment pledged as security

Refer to note 3b for information on Property, Plant and equipment pledged as security by the group.

(ii) The Company has not revalued its property, plant and equipment.

### Note 3a : Property, Plant and Equipment (Owned unless otherwise stated)

| Particulars                 | March 31, 2024   | March 31, 2023  |
|-----------------------------|------------------|-----------------|
| Opening Balance             | 5,539.16         | 5,281.52        |
| Additions during the year   | 31,001.57        | 14,726.02       |
| Capitalised during the year | (26,253.65)      | (14,468.38)     |
| Impairment during the year  | –                | –               |
| <b>Closing Balance</b>      | <b>10,287.08</b> | <b>5,539.16</b> |

(i) Capital work in progress mainly comprises :

- Regular Capex for new projects
- Coa II-Line I and V upgradation/new line
- Patalganga Phase II expansion
- Patalganga QC Microbial Stores
- Waluj Global Stability Chamber
- Warren Remedies Private Limited

(ii) The capital work-in-progress ageing schedule for the years ended March 31, 2024 and March 31, 2023 is as follows :

| Particulars                    | Amount in capital work-in-progress for a period of |                 |                   |
|--------------------------------|--|-----------------|-------------------|
|                                | Less than 1 year                                   | 1-2 years       | More than 3 years |
| <b>As at April 1, 2023</b>     |  |                 | <b>Total</b>      |
| Projects in progress           | 6,893.05   | 3,394.03        | –                 |
| Projects temporarily suspended | –  | –               | 10,287.08         |
| <b>As at March 31, 2024</b>    | <b>6,893.05</b>                                    | <b>3,394.03</b> | <b>10,287.08</b>  |
| <b>As at April 1, 2022</b>     |  |                 |                   |
| Projects in progress           | 5,331.74   | 207.22          | –                 |
| Projects temporarily suspended | –  | –               | 0.20              |
| <b>As at March 31, 2023</b>    | <b>5,331.74</b>                                    | <b>207.22</b>   | <b>0.20</b>       |

There is no CWIP whose completion is overdue or has exceeded its cost compared to its initial plan.

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 4 : Right-of-use assets**

| <i>Particulars</i>                             | <i>Building</i> | <i>Plant &amp; Machinery</i> | <i>Laboratory Equipments</i> | <i>Plant - Utilities</i> | <i>Computer</i> | <i>Office Equipment</i> | <i>Software</i> | <i>Total</i>    |
|--|-----------------|------------------------------|------------------------------|--------------------------|-----------------|-------------------------|-----------------|-----------------|
| <b>Year ended March 31, 2023</b>               |                 |                              |                              |                          |                 |                         |                 |                 |
| <b>Gross carrying value</b>                    |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening gross carrying amount                  | 619.20          | 392.77                       | 196.22                       | 157.62                   | –               | –                       | 0.82            | 1,366.63        |
| Additions                                      | 308.30          | –                            | –                            | –                        | 184.86          | 272.52                  | –               | 765.68          |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing gross carrying value</b>            | <b>927.50</b>   | <b>392.77</b>                | <b>196.22</b>                | <b>157.62</b>            | <b>184.86</b>   | <b>272.52</b>           | <b>0.82</b>     | <b>2,132.31</b> |
| <b>Accumulated depreciation</b>                |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening accumulated depreciation               | 107.57          | 60.06                        | 45.57                        | 23.29                    | –               | –                       | 0.69            | 237.18          |
| Depreciation charge during the year            | 128.35          | 26.25                        | 19.69                        | 10.51                    | 9.70            | –                       | 0.13            | 194.63          |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing accumulated depreciation</b>        | <b>235.92</b>   | <b>86.31</b>                 | <b>65.26</b>                 | <b>33.80</b>             | <b>9.70</b>     | <b>–</b>                | <b>0.82</b>     | <b>431.81</b>   |
| <b>Net carrying value as at March 31, 2023</b> | <b>691.58</b>   | <b>306.46</b>                | <b>130.96</b>                | <b>123.82</b>            | <b>175.16</b>   | <b>272.52</b>           | <b>–</b>        | <b>1,700.50</b> |
| <b>Year ended March 31, 2024</b>               |                 |                              |                              |                          |                 |                         |                 |                 |
| <b>Gross carrying value</b>                    |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening gross carrying amount                  | <b>927.50</b>   | <b>392.77</b>                | <b>196.22</b>                | <b>157.62</b>            | <b>184.86</b>   | <b>272.52</b>           | <b>0.82</b>     | <b>2,132.31</b> |
| Additions                                      | –               | –                            | –                            | –                        | –               | <b>228.78</b>           | –               | <b>228.78</b>   |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing gross carrying value</b>            | <b>927.50</b>   | <b>392.77</b>                | <b>196.22</b>                | <b>157.62</b>            | <b>184.86</b>   | <b>501.30</b>           | <b>0.82</b>     | <b>2,361.09</b> |
| <b>Accumulated depreciation</b>                |                 |                              |                              |                          |                 |                         |                 |                 |
| Opening accumulated depreciation               | <b>235.92</b>   | <b>86.31</b>                 | <b>65.26</b>                 | <b>33.80</b>             | <b>9.70</b>     | –                       | <b>0.82</b>     | <b>431.81</b>   |
| Depreciation charge during the year            | <b>142.45</b>   | <b>26.25</b>                 | <b>19.69</b>                 | <b>10.51</b>             | <b>29.27</b>    | <b>140.99</b>           | –               | <b>369.16</b>   |
| Disposals                                      | –               | –                            | –                            | –                        | –               | –                       | –               | –               |
| <b>Closing accumulated depreciation</b>        | <b>378.37</b>   | <b>112.56</b>                | <b>84.95</b>                 | <b>44.31</b>             | <b>38.97</b>    | <b>140.99</b>           | <b>0.82</b>     | <b>800.97</b>   |
| <b>Net carrying value as at March 31, 2024</b> | <b>549.13</b>   | <b>280.21</b>                | <b>111.27</b>                | <b>113.31</b>            | <b>145.89</b>   | <b>360.31</b>           | <b>–</b>        | <b>1,560.12</b> |

Note :

- (i) Refer to note 41 for information on Leases.
- (ii) The Company has not revalued its Right-of-use assets.

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 5 : Other Intangible Assets and Intangible Assets under Development**

| Particulars                                       | Trade Mark      | Computer Software * | Technical Knowhow | ANDAs, DMFs, Dossiers | Total            | Intangible Assets under development |
|---|-----------------|---------------------|-------------------|-----------------------|------------------|-------------------------------------|
| <b>Year ended March 31, 2023</b>                  |                 |                     |                   |                       |                  |                                     |
| <b>Gross carrying amount</b>                      |                 |                     |                   |                       |                  |                                     |
| Opening gross carrying amount as at April 1, 2022 | 1,082.30        | 2,957.56            | 1.15              | 21,217.93             | <b>25,258.94</b> | <b>6,871.57</b>                     |
| Additions   | 29.00           | 1,292.16            | –                 | –                     | <b>1,321.16</b>  | <b>3,333.05</b>                     |
| Deletions (***)                                   | –               | –                   | –                 | –                     | –                | –                                   |
| Intangible Assets Capitalised                     | –               | –                   | –                 | 4,383.81              | <b>4,383.81</b>  | <b>(4,383.81)</b>                   |
| <b>Closing gross carrying amount (****)</b>       | <b>1,111.30</b> | <b>4,249.72</b>     | <b>1.15</b>       | <b>25,601.74</b>      | <b>30,963.91</b> | <b>5,820.81</b>                     |
| <b>Accumulated amortisation</b>                   |                 |                     |                   |                       |                  |                                     |
| Opening accumulated amortisation                  | 984.10          | 2,056.08            | 1.15              | 19,901.37             | <b>22,942.70</b> | –                                   |
| Amortisation for the year                         | 56.99           | 645.80              | –                 | 721.36                | <b>1,424.15</b>  | –                                   |
| Impairment for the year (**)                      | –               | –                   | –                 | –                     | –                | –                                   |
| <b>Closing accumulated amortisation</b>           | <b>1,041.09</b> | <b>2,701.88</b>     | <b>1.15</b>       | <b>20,622.73</b>      | <b>24,366.85</b> | –                                   |
| <b>Net carrying value as at March 31, 2023</b>    | <b>70.21</b>    | <b>1,547.84</b>     | <b>–</b>          | <b>4,979.01</b>       | <b>6,597.06</b>  | <b>5,820.81</b>                     |
| <b>Year ended March 31, 2024</b>                  |                 |                     |                   |                       |                  |                                     |
| <b>Gross carrying amount</b>                      |                 |                     |                   |                       |                  |                                     |
| Opening gross carrying amount as at April 1, 2023 | <b>1,111.30</b> | <b>4,249.72</b>     | <b>1.15</b>       | <b>25,601.74</b>      | <b>30,963.91</b> | <b>5,820.81</b>                     |
| Additions   | <b>1,973.00</b> | <b>455.37</b>       | –                 | <b>3,036.58</b>       | <b>5,464.95</b>  | <b>1,761.19</b>                     |
| Deletions (***)                                   | –               | –                   | –                 | –                     | –                | <b>(53.43)</b>                      |
| Intangible Assets Capitalised                     | –               | –                   | –                 | <b>5,334.30</b>       | <b>5,334.30</b>  | <b>(5,334.30)</b>                   |
| <b>Closing gross carrying amount (****)</b>       | <b>3,084.30</b> | <b>4,705.09</b>     | <b>1.15</b>       | <b>33,972.62</b>      | <b>41,763.16</b> | <b>2,194.27</b>                     |
| <b>Accumulated amortisation</b>                   |                 |                     |                   |                       |                  |                                     |
| Opening accumulated amortisation                  | <b>1,041.09</b> | <b>2,701.88</b>     | <b>1.15</b>       | <b>20,622.73</b>      | <b>24,366.85</b> | –                                   |
| Amortisation for the year                         | <b>22.92</b>    | <b>853.76</b>       | –                 | <b>2,064.45</b>       | <b>2,941.13</b>  | –                                   |
| Impairment for the year (**)                      | –               | –                   | –                 | –                     | –                | –                                   |
| <b>Closing accumulated amortisation</b>           | <b>1,064.01</b> | <b>3,555.64</b>     | <b>1.15</b>       | <b>22,687.18</b>      | <b>27,307.98</b> | –                                   |
| <b>Net carrying value as at March 31, 2024</b>    | <b>2,020.29</b> | <b>1,149.45</b>     | <b>–</b>          | <b>11,285.44</b>      | <b>14,455.18</b> | <b>2,194.27</b>                     |

Notes :

\* Computer software also consists of capitalised development costs being an internally generated intangible asset.

\*\* Based on management assessment of prevailing market conditions and technical aspects, impairment charge in C.Y. is Nil (P.Y. - Nil) has been included under depreciation, amortisation and impairment expense in the Statement of Profit and Loss Account.

\*\*\* Incomplete projects lying under Intangible Assets under development is written off - C.Y. is ₹ 53.43 lakhs (P.Y. - Nil) based on Management assessment.

\*\*\*\* The Company has not revalued its intangible assets.

Cost of Incomplete Projects ageing schedule for the year ended March 31, 2024 and March 31, 2023 is as follows :

| Particulars                    | Amount in Cost of Incomplete Project for a period of |                 |               |                   |                 |
|--------------------------------|--|-----------------|---------------|-------------------|-----------------|
|                                | Less than 1 year                                     | 1-2 years       | 2-3 years     | More than 3 years | Total           |
| <b>As at April 1, 2023</b>     |  |                 |               |                   |                 |
| Projects in progress           | <b>874.64</b>  | <b>1,090.36</b> | <b>225.98</b> | <b>3.29</b>       | <b>2,194.27</b> |
| Projects temporarily suspended | –  | –               | –             | –                 | –               |
| <b>As at March 31, 2024</b>    | <b>874.64</b>  | <b>1,090.36</b> | <b>225.98</b> | <b>3.29</b>       | <b>2,194.27</b> |
| <b>As at April 1, 2022</b>     |  |                 |               |                   |                 |
| Projects in progress           | 3,825.97   | 923.76          | 468.61        | 602.47            | 5,820.81        |
| Projects temporarily suspended | –  | –               | –             | –                 | –               |
| <b>As at March 31, 2023</b>    | <b>3,825.97</b>                                      | <b>923.76</b>   | <b>468.61</b> | <b>602.47</b>     | <b>5,820.81</b> |

There is no COIP whose completion is overdue or has exceeded its cost compared to its initial plan.

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 6(a) : Non Current Financial Investments**

| <i>Particulars</i>  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Non-Trade Investment (at Cost) :</b>   |                       |                       |
| <b>Investments in Equity Instruments</b>  |                       |                       |
| <b>Other than Subsidiary Companies</b>  |                       |                       |
| (i) Shivalik Solid Waste Management Ltd. Baddi<br>(20,000 Shares of ₹ 10 each, (Previous Year 20,000 Shares of ₹ 10 each))                  | <b>2.00</b>           | 2.00                  |
| (ii) Shares of Saraswat Co-op. Bank Ltd.<br>(2,500 ordinary shares of ₹ 10 each, (Previous Year 2,500 ordinary shares of ₹ 10 each))        | <b>0.25</b>           | 0.25                  |
| (iii) Jalansar Wind Energy Private Limited<br>(5,76,000 Equity Shares of ₹ 10/- each (Previous Year 5,76,000 Equity Shares of ₹ 10/- each)) | <b>57.60</b>          | 57.60                 |
| (iv) Kanakal Wind Energy Private Limited<br>(8,64,000 Equity Shares of ₹ 10/- each (Previous Year 8,64,000 Equity Shares of ₹ 10/- each))   | <b>86.40</b>          | 86.40                 |
| <b>Total, Non Current Financial Investments</b>   | <b>146.25</b>         | <b>146.25</b>         |
| Footnote:   |                       |                       |
| Aggregate amount of unquoted investments  | <b>146.25</b>         | <b>146.25</b>         |

**Note 6(b) : Current Financial Investments**

| <i>Particulars</i>  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Quoted (at FVTPL) :</b>  |                       |                       |
| Investment in Mutual Funds (refer note below)   |                       |                       |
| (i) Aditya Birla Sunlife Liquid Fund Investment<br>(Number of units-1,17,174.46 @ ₹ 618.2153 each (Previous Year Number of units-27,812.213 @ ₹ 359.5363 each)) | <b>724.39</b>         | 100.00                |
| <b>Total, Mutual Funds</b>  | <b>724.39</b>         | <b>100.00</b>         |
| <b>Unquoted (at Cost) :</b>   |                       |                       |
| <b>Investments in Equity Instruments</b>  |                       |                       |
| <b>Other than Subsidiary Companies</b>  |                       |                       |
| National Spot Exchange  | <b>462.90</b>         | 462.90                |
| <b>Total, Equity Instruments</b>  | <b>462.90</b>         | <b>462.90</b>         |
| <b>Total</b>  | <b>1,187.29</b>       | <b>562.90</b>         |
| Less : Provision for diminution in value of investment  | <b>(462.90)</b>       | (462.90)              |
| <b>Total, Current Financial Investments</b>   | <b>724.39</b>         | <b>100.00</b>         |
| Footnote:   |                       |                       |
| Aggregate book value of quoted investments  | <b>724.39</b>         | <b>100.00</b>         |
| Aggregate market value of quoted investments  | <b>724.39</b>         | <b>100.00</b>         |

Notes :

- (i) Refer note 42 on Fair value measurement  
(ii) Break-up of Investment in Mutual Funds :

| <i>Particulars</i>                    | <i>No. of units</i> | <i>March 31, 2024</i> | <i>No. of units</i> | <i>March 31, 2023</i> |
|---------------------------------------|---------------------|-----------------------|---------------------|-----------------------|
| Aditya Birla Capital-ABSL Liquid Fund | <b>27,812.213</b>   | <b>107.26</b>         | 27,812.213          | 100.00                |
| Aditya Birla Capital-ABSL Liquid Fund | <b>27,662.818</b>   | <b>106.69</b>         | -                   | -                     |
| Aditya Birla Capital-ABSL Liquid Fund | <b>26,968.219</b>   | <b>104.01</b>         | -                   | -                     |
| Aditya Birla Capital-ABSL Liquid Fund | <b>26,680.588</b>   | <b>102.90</b>         | -                   | -                     |
| Aditya Birla Capital-Tata Liquid Fund | <b>2,710.682</b>    | <b>102.20</b>         | -                   | -                     |
| Aditya Birla Capital-Tata Liquid Fund | <b>2,677.369</b>    | <b>100.95</b>         | -                   | -                     |
| Aditya Birla Capital-Tata Liquid Fund | <b>2,662.575</b>    | <b>100.38</b>         | -                   | -                     |
|                                       | <b>1,17,174.464</b> | <b>724.39</b>         | <b>27,812.213</b>   | <b>100.00</b>         |

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 7 : Non Current Financial Assets - Loans**

| <i>Particulars</i>                                 | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Unsecured, Considered Good                         |                       |                       |
| Loan to Employees                                  | 312.24                | 285.13                |
| <b>Total, Non Current Financial Assets - Loans</b> | <b>312.24</b>         | <b>285.13</b>         |

**Note 8 : Other Non Current Financial Assets**

| <i>Particulars</i>                               | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Fixed Deposits                                   | 26.00                 | 1.00                  |
| Margin Money (refer note below)                  | 155.91                | 195.76                |
| Commission on Financial Guarantee                | 489.51                | –                     |
| <b>Total, Other Non Current Financial Assets</b> | <b>671.42</b>         | <b>196.76</b>         |

Note : Margin kept with Executive Engineer Electricity Department , Verna, Goa

**Note 9 : Deferred Tax Assets / (Liabilities) (Net)**

| <i>Particulars</i>                                      | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Mat Credit Entitlement                                  | –                     | 4.86                  |
| Deferred Tax (Net)                                      |                       |                       |
| Deferred Tax Liability                                  |                       |                       |
| i) On fiscal allowances on fixed assets                 | (3,837.10)            | (3,245.43)            |
|   | <b>(3,837.10)</b>     | <b>(3,245.43)</b>     |
| Deferred Tax Assets                                     |                       |                       |
| i) On employee benefit obligations                      | 1,731.61              | 1,707.37              |
| ii) On provision for doubtful debts                     | 806.21                | 802.48                |
| iii) On provision for doubtful advances                 | 116.50                | 116.50                |
|   | <b>2,654.32</b>       | <b>2,626.35</b>       |
| <b>Total, Deferred Tax Assets / (Liabilities) (Net)</b> | <b>(1,182.78)</b>     | <b>(614.22)</b>       |

**Movement in Deferred Tax Assets / (Liabilities) (Net)**

| <i>Particulars</i>                  | <i>MAT Credit Entitlement</i> | <i>Deferred Tax Assets</i>         |  |                 | <i>Deferred Tax Liabilities</i>                              |                 | <i>Net Total</i>  |
|-------------------------------------|-------------------------------|------------------------------------|--|-----------------|--|-----------------|-------------------|
|                                     |                               | <i>Employee benefit obligation</i> | <i>Provision for Doubtful Debts/ Advance</i> | <i>Total</i>    | <i>Property, Plant and equipment and investment property</i> | <i>Total</i>    |                   |
| <b>At April 1, 2022</b>             | 7.15                          | 2,249.30                           | 732.63                                       | 2,981.93        | 4,049.19   | 4,049.19        | (1,060.11)        |
| (Charged)/credited:                 |                               |                                    |  |                 |  |                 |                   |
| to profit or loss                   | –                             | (493.66)                           | 186.35                                       | (307.31)        | (803.76)   | (803.76)        | 496.45            |
| to other comprehensive income       | –                             | (48.27)                            | –  | (48.27)         | –  | –               | (48.27)           |
| to Deferred tax on basis adjustment | (2.29)                        | –                                  | –  | –               | –  | –               | (2.29)            |
| <b>At March 31, 2023</b>            | <b>4.86</b>                   | <b>1,707.37</b>                    | <b>918.98</b>                                | <b>2,626.35</b> | <b>3,245.43</b>  | <b>3,245.43</b> | <b>(614.22)</b>   |
| (Charged)/credited:                 |                               |                                    |  |                 |  |                 |                   |
| to profit or loss                   | –                             | 25.46                              | 3.73   | 29.19           | 591.67   | 591.67          | (562.48)          |
| to other comprehensive income       | –                             | (1.22)                             | –  | (1.22)          | –  | –               | (1.22)            |
| to Deferred tax on basis adjustment | (4.86)                        | –                                  | –  | –               | –  | –               | (4.86)            |
| <b>At March 31, 2024</b>            | <b>–</b>                      | <b>1,731.61</b>                    | <b>922.71</b>                                | <b>2,654.32</b> | <b>3,837.10</b>  | <b>3,837.10</b> | <b>(1,182.78)</b> |



**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
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**Note 10 : Income Tax Assets / Current Tax (Liabilities) (Net)**

| <i>Particulars</i>                                | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Opening balance                                   | 539.52                | (77.62)               |
| Add: Taxes paid (net)                             | 2,948.63              | 6,165.36              |
| Less : Current Tax payable for the year           | (3,317.00)            | (5,550.51)            |
| Add/Less : Assessment Completed / MAT Adjustments | 4.86                  | 2.29                  |
| <b>Closing balance</b>                            | <b>176.01</b>         | <b>539.52</b>         |

The following table provides the details of income tax assets and liabilities as of March 31, 2024 and March 31, 2023

| <i>Particulars</i>     | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|------------------------|-----------------------|-----------------------|
| Income Tax Assets      | 176.01                | 539.52                |
| Income Tax Liabilities | –                     | –                     |
| <b>Closing balance</b> | <b>176.01</b>         | <b>539.52</b>         |

**Note 11 : Other Non Current Assets**

| <i>Particulars</i>                     | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Capital Advance                        | 8,819.57              | 3,871.89              |
| Others                                 |                       |                       |
| Deposit - Others                       | 833.94                | 452.26                |
| Tender Deposits                        | 21.13                 | 24.97                 |
| Deposit With OPC Asset Solutions       | 36.02                 | 36.02                 |
| Deposit - Group Insurance              | 0.11                  | 0.11                  |
| Pre-Paid Expenses                      | 32.97                 | 29.03                 |
| Sales Tax Receivable                   | 219.33                | 232.58                |
| Advance - Others                       | 2.95                  | 2.95                  |
| <b>Total, Other Non Current Assets</b> | <b>9,966.02</b>       | <b>4,649.81</b>       |

**Note 12 : Inventories**

| <i>Particulars</i>        | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------|-----------------------|-----------------------|
| Inventories               |                       |                       |
| Raw and Packing Materials | 17,953.20             | 20,024.63             |
| Work in Progress          | 8,380.14              | 5,729.16              |
| Finished Goods            | 6,162.57              | 3,449.76              |
| Stock in Trade            | 1,705.76              | 2,149.72              |
| Stores and Spares         | 1,104.68              | 1,245.28              |
| <b>Total, Inventories</b> | <b>35,306.35</b>      | <b>32,598.55</b>      |

**Amounts recognised in profit or loss**

Provision for write-downs of inventories amounted to INR 889.74 lakhs (March 31, 2023 – INR 2,087.61 lakhs). These were recognised as an expense during the year and included in changes in value of inventories of work-in-progress, stock-in-trade and finished goods in statement of profit and loss.

Notes :

- (i) Mode of valuation of inventories - refer note no. (k) of significant accounting policies.
- (ii) Refer note no. 56 for information on Inventories pledged as security by the Group.

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
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**Note 13 : Trade Receivables**

| <i>Particulars</i>  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Trade receivables</b>  |                       |                       |
| Unsecured   |                       |                       |
| Debts outstanding for more than six months from the date they are due for payment |                       |                       |
| Considered Good   | 2,882.49              | 3,130.43              |
| Considered Doubtful   | 3,203.31              | 3,188.48              |
|   | 6,085.80              | 6,318.91              |
| Less: Provision for doubtful debts  | (3,203.31)            | (3,188.48)            |
|   | 2,882.49              | 3,130.43              |
| Debts outstanding for less than six months from the date they are due for payment |                       |                       |
| Other Debts - Considered Good   | 37,737.82             | 31,963.61             |
| <b>Total, Trade receivables</b>   | <b>40,620.31</b>      | <b>35,094.04</b>      |
| Current Portion   | 40,620.31             | 35,094.04             |
| Non-current Portion   | –                     | –                     |

**Break-up of security details**

| <i>Particulars</i>                       | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Secured, considered good                 | –                     | –                     |
| Unsecured, considered good               | 40,620.31             | 35,094.04             |
| Unsecured, considered doubtful           | 3,203.31              | 3,188.48              |
| <b>Total</b>                             | <b>43,823.62</b>      | <b>38,282.52</b>      |
| Allowance for doubtful trade receivables | (3,203.31)            | (3,188.48)            |
| <b>Total, Trade receivables</b>          | <b>40,620.31</b>      | <b>35,094.04</b>      |

*Notes :*

- (i) Refer Note 54 for information about credit risk and market risk of trade receivables.  
(ii) Refer note no. 56 for information on Trade Receivables pledged as security by the Group.  
(iii) There are no debts due by Directors or other Officers of the Group or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any Director is the partner or a Director or a Member.

The trade receivables ageing schedule for the years ended as on March 31, 2024 and March 31, 2023 is as follows :

| <i>Particulars</i>                  | <i>Not Due</i>   | <i>Outstanding for following periods from due date of payment</i> |                           |                  |                  |                          | <i>Total</i>     |
|-------------------------------------|------------------|---|---------------------------|------------------|------------------|--------------------------|------------------|
|                                     |                  | <i>Less than 6 months</i>   | <i>6 months to 1 year</i> | <i>1-2 years</i> | <i>2-3 years</i> | <i>More than 3 years</i> |                  |
| <b>As at April 1, 2023</b>          |                  |   |                           |                  |                  |                          |                  |
| Undisputed – considered good        | 23,883.13        | 13,854.69   | 860.25                    | 968.07           | 336.08           | 718.09                   | 40,620.31        |
| Undisputed – credit impaired        | –                | 4.23  | –                         | 61.97            | 737.19           | 2,399.92                 | 3,203.31         |
| Less : Allowance for doubtful debts | –                | (4.23)  | –                         | (61.97)          | (737.19)         | (2,399.92)               | (3,203.31)       |
| <b>As at March 31, 2024</b>         | <b>23,883.13</b> | <b>13,854.69</b>  | <b>860.25</b>             | <b>968.07</b>    | <b>336.08</b>    | <b>718.09</b>            | <b>40,620.31</b> |
| <b>As at April 1, 2022</b>          |                  |   |                           |                  |                  |                          |                  |
| Undisputed – considered good        | 24,465.13        | 7,498.48  | 3,118.50                  | –                | –                | 11.93                    | 35,094.04        |
| Undisputed – credit impaired        | –                | –   | –                         | 756.46           | 60.07            | 2,371.95                 | 3,188.48         |
| Less : Allowance for doubtful debts | –                | –   | –                         | (756.46)         | (60.07)          | (2,371.95)               | (3,188.48)       |
| <b>As at March 31, 2023</b>         | <b>24,465.13</b> | <b>7,498.48</b>   | <b>3,118.50</b>           | <b>–</b>         | <b>–</b>         | <b>11.93</b>             | <b>35,094.04</b> |

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 14 : Cash and Cash Equivalents**

| <i>Particulars</i>                      | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Cash and Cash Equivalents</b>        |                       |                       |
| (i) Cash on hand                        | 12.74                 | 13.69                 |
| (ii) Balances with Banks                |                       |                       |
| In Current Accounts                     | 1,400.63              | 1,007.01              |
| In Fixed Deposit                        | 72.20                 | 71.77                 |
| <b>Total, Cash and Cash Equivalents</b> | <b>1485.57</b>        | <b>1092.47</b>        |

Note : There are no other repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period.

**Note 15 : Bank Balances Other than Cash & Cash Equivalents**

| <i>Particulars</i>   | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| In Earmarked Accounts  |                       |                       |
| Unpaid Dividend Accounts (refer note below)                        | 32.24                 | 29.45                 |
| Margin Money   | 914.63                | 211.89                |
| <b>Total, Bank Balances Other than Cash &amp; Cash Equivalents</b> | <b>946.87</b>         | <b>241.34</b>         |

Note :

i) There is no amount due and outstanding to be credited to Investor Education Protection Fund as at March, 31, 2024 & March, 31, 2023.

**Note 16 : Current Financial Assets - Loans**

| <i>Particulars</i>                              | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <u>Unsecured, Considered Good</u>               |                       |                       |
| Loan To Indoco Employees Welfare Trust (ESOP's) | 77.34                 | –                     |
| Loan to Employees                               | 71.51                 | 69.34                 |
| <b>Total, Current Financial Assets - Loans</b>  | <b>148.85</b>         | <b>69.34</b>          |

Notes :

(i) There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, except as disclosed in note 40, that are:

- (a) repayable on demand; or
- (b) without specifying any terms or period of repayment

(ii) There are no loans which have significant increase in credit risk and which are credit impaired.

**Note 17 : Other Financial Assets - Current**

| <i>Particulars</i>                                 | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Mark to Market Gain (Net) on financial instruments | 216.97                | 299.49                |
| Receivable from CPC                                | 346.69                | –                     |
| Franking Advance                                   | 0.07                  | 0.21                  |
| Commission on Financial Guarantee                  | 132.33                | –                     |
| <b>Total, Other Financial Assets - Current</b>     | <b>696.06</b>         | <b>299.70</b>         |

**Note 18 : Other Current Assets**

| <i>Particulars</i>                              | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Advances to Suppliers                           | 1,899.36              | 1,680.67              |
| Tender Deposits                                 | 26.27                 | 7.43                  |
| Pre-paid Expenses                               | 2,033.90              | 1,155.94              |
| Employee Advances                               | 837.76                | 518.09                |
| Receivable - Others                             | 252.17                | 227.50                |
| Receivable-Interest on Preimport                | 214.96                | –                     |
| Gratuity Receivable from LIC                    | 1,025.80              | 334.64                |
| Balance with Statutory / Government Authorities | 9,072.20              | 7,397.57              |
| <b>Total, Other Current Assets</b>              | <b>15,362.42</b>      | <b>11,321.84</b>      |

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**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 19 : Equity Share Capital**

| Particulars  | March 31, 2024  | March 31, 2023  |
|--|-----------------|-----------------|
| <b>Authorised</b><br>12,50,00,000 Equity Shares of ₹ 2/- each (Previous Year 12,50,00,000 Equity Shares of ₹ 2/- each)                                 | <b>2,500.00</b> | <b>2,500.00</b> |
| <b>Issued, Subscribed and Paid up:</b><br>9,21,50,355 Equity Share of ₹ 2/- each (Previous year 9,21,50,355 Equity Share of ₹ 2/- each) fully paid up. | <b>1,843.01</b> | 1,843.01        |
| Allotment of Equity Shares on exercise of Employee Stock Options (ESOPs) (31,850 Equity Shares of ₹ 2/- each (Previous year - NIL))                    | <b>0.64</b>     | -               |
|  | <b>1,843.65</b> | <b>1,843.01</b> |

| A) Reconciliation of number of ordinary shares outstanding  | March 31, 2024<br>Equity Shares |                 | March 31, 2023<br>Equity Shares |           |
|---|---------------------------------|-----------------|---------------------------------|-----------|
|   | Number                          | (₹ lakhs)       | Number                          | (₹ lakhs) |
| Shares outstanding at the beginning of the year   | <b>92,150,355</b>               | <b>1,843.01</b> | 92,150,355                      | 1,843.01  |
| Less: Adjustments   | -                               | -               | -                               | -         |
| Add: Issue of Bonus shares  | -                               | -               | -                               | -         |
| Add: Allotment of Equity Shares on exercise of Employee Stock Options (ESOPs) (refer note no. 45) | <b>31,850</b>                   | <b>0.64</b>     | -                               | -         |
| Less: Shares bought back during the year  | -                               | -               | -                               | -         |
| Shares outstanding at the end of the year   | <b>92,182,205</b>               | <b>1,843.65</b> | 92,150,355                      | 1,843.01  |

| B) Details of Shares held by each shareholder holding more than 5% shares | March 31, 2024                      |                                   | March 31, 2023                      |                                   |
|---|-------------------------------------|-----------------------------------|-------------------------------------|-----------------------------------|
|   | No of Shares held @ ₹ 2/- per share | % holding in that class of Shares | No of Shares held @ ₹ 2/- per share | % holding in that class of Shares |
| Equity Shares with voting rights :  |                                     |                                   |                                     |                                   |
| i) Spa Holdings Pvt Ltd   | <b>18,335,000</b>                   | <b>19.89%</b>                     | 18,335,000                          | 19.90%                            |
| ii) Shanteri Investment Pvt Ltd   | <b>15,771,755</b>                   | <b>17.11%</b>                     | 15,771,755                          | 17.12%                            |
| iii) Aditi Panandikar   | <b>5,592,000</b>                    | <b>6.07%</b>                      | 5,561,035                           | 6.03%                             |
| iv) Madhura Suresh Kare   | <b>5,199,000</b>                    | <b>5.64%</b>                      | 5,185,579                           | 5.63%                             |
| v) Aruna Suresh Kare  | <b>4,794,714</b>                    | <b>5.20%</b>                      | 4,794,714                           | 5.20%                             |

**C) Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. All equity shares of the Company rank pari passu in all respects including the right to dividend. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2024, the amount of ₹ 1.50 per share on the face value of ₹ 2/- is proposed to the equity shareholders of the Company (Previous year - ₹ 2.25 per share on face value of ₹ 2 declared and paid to the equity shareholders of the Company).

In the event of winding-up, subject to the rights of holders of shares issued upon special terms and conditions, the holders of equity shares shall be entitled to receive remaining assets, if any, in proportion to the number of shares held at the time of commencement of winding-up.

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Note 19 : Equity Share Capital : *Contd.*

**D) Disclosure of Shareholding of Promoters**

| Shares held by promoters at the end of the year |                               |                   |                   |                          |                   |                   |                          |
|---|-------------------------------|-------------------|-------------------|--------------------------|-------------------|-------------------|--------------------------|
| S no.   | Promoter name                 | 2023-24           |                   |                          | 2022-23           |                   |                          |
|   |                               | No. of shares     | % of total Shares | % Change during the year | No. of shares     | % of total Shares | % Change during the year |
| 1   | Kare Suresh Govind            | 4,060,408         | 4.40%             | —                        | 4,060,408         | 4.41%             | —                        |
| 2   | Kare Suresh Govind (HUF)      | 273,500           | 0.30%             | —                        | 273,500           | 0.30%             | —                        |
| 3   | Kare Aruna Suresh             | 4,794,714         | 5.20%             | —                        | 4,794,714         | 5.20%             | —                        |
| 4   | Panandikar Aditi Milind       | 5,592,000         | 6.07%             | 0.0336%                  | 5,561,035         | 6.03%             | 0.002%                   |
| 5   | Kare Madhura Suresh           | 5,199,000         | 5.64%             | 0.0146%                  | 5,185,579         | 5.63%             | 0.002%                   |
| 6   | Shanteri Investment Pvt. Ltd. | 15,771,755        | 17.11%            | —                        | 15,771,755        | 17.12%            | —                        |
| 7   | SPA Holdings Pvt. Ltd.        | 18,335,000        | 19.89%            | —                        | 18,335,000        | 19.90%            | —                        |
| 8   | Kare Govind Ramnath           | 2,000             | 0.00%             | —                        | 2,000             | 0.00%             | —                        |
| 9   | Kare Sharda Ramnath           | 32,500            | 0.04%             | —                        | 32,500            | 0.04%             | —                        |
| 10  | Pai Sudha M                   | 10,727            | 0.01%             | —                        | 10,727            | 0.01%             | —                        |
| 11  | Vaidya Pratima Ajit           | 26,550            | 0.03%             | —                        | 26,550            | 0.03%             | —                        |
| 12  | Panandikar Megh Milind        | 12,000            | 0.01%             | 0.0009%                  | 11,200            | 0.01%             | —                        |
| 13  | Panandikar Milind S           | 7,500             | 0.01%             | —                        | 7,500             | 0.01%             | —                        |
| 14  | Panandikar Mahika Milind      | 6,800             | 0.01%             | 0.0008%                  | 6,100             | 0.01%             | —                        |
| 15  | Ramani Rohan A                | 6,550             | 0.01%             | 0.0005%                  | 6,100             | 0.01%             | —                        |
|   | <b>Total</b>                  | <b>54,131,004</b> | <b>58.72%</b>     |                          | <b>54,084,668</b> | <b>58.69%</b>     |                          |
|   | <b>Total Number of Shares</b> | <b>92,182,205</b> | <b>100.00%</b>    |                          | <b>92,150,355</b> | <b>100.00%</b>    |                          |

**Note 20a : Other Equity**

| Particulars   | March 31, 2024     | March 31, 2023     |
|---|--------------------|--------------------|
| Capital Reserve   | 0.02               | 0.02               |
| Securities Premium  | 6,497.64           | 6,420.93           |
| Employee Stock Options Outstanding Account                | 353.72             | 65.75              |
| Foreign Currency Monetary Item Translation Difference a/c | 23.11              | (0.16)             |
| General Reserve   | 25,817.64          | 25,817.64          |
| Retained Earnings   | 76,454.23          | 68,677.97          |
| <b>Total, Other Equity</b>                                | <b>1,09,146.36</b> | <b>1,00,982.15</b> |

(i) **Capital Reserve**

| Particulars            | March 31, 2024 | March 31, 2023 |
|------------------------|----------------|----------------|
| Opening Balance        | 0.02           | 0.02           |
| Additions              | —              | —              |
| <b>Closing balance</b> | <b>0.02</b>    | <b>0.02</b>    |

(ii) **Securities Premium**

| Particulars            | March 31, 2024  | March 31, 2023  |
|------------------------|-----------------|-----------------|
| Opening Balance        | 6,420.93        | 6,420.93        |
| Additions              | 76.71           | —               |
| <b>Closing balance</b> | <b>6,497.64</b> | <b>6,420.93</b> |

(iii) **Employee Stock Options Outstanding Account**

| Particulars                                   | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| Opening Balance                               | 65.75          | —              |
| Add : Additions during the year               | 287.96         | 65.75          |
| Less : Deductions during the year             | —              | —              |
|   | 353.71         | 65.75          |
| Less : Deferred Employee's Stock Compensation | —              | —              |
| <b>Closing balance</b>                        | <b>353.71</b>  | <b>65.75</b>   |

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 (All amounts in INR lakhs, unless otherwise stated)

**Note 20a : Other Equity : Contd.**

**(iv) Foreign Currency Monetary Item Translation Difference a/c**

| <i>Particulars</i>           | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|------------------------------|-----------------------|-----------------------|
| Opening Balance              | (0.16)                | (0.05)                |
| Transactions during the year | 23.27                 | (0.11)                |
| <b>Closing balance</b>       | <b>23.11</b>          | <b>(0.16)</b>         |

**(v) General Reserve**

| <i>Particulars</i>   | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Opening balance  | 25,817.64             | 25,817.64             |
| Add : Transferred from Surplus in Statement of Profit & Loss | –                     | –                     |
| <b>Closing balance</b>                                       | <b>25,817.64</b>      | <b>25,817.64</b>      |

**(vi) Retained Earnings**

| <i>Particulars</i>                     | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Opening balance                        | 68,677.97             | 56,382.68             |
| Add : Net Profit / (Loss) for the Year | 9,846.01              | 14,225.15             |
| Add : Other Comprehensive Income       | 3.63                  | 143.52                |
| Amount available for appropriation     | 78,527.61             | 70,751.35             |
| Less : Dividend paid                   | (2,073.38)            | (2,073.38)            |
| <b>Closing balance</b>                 | <b>76,454.23</b>      | <b>68,677.97</b>      |

**The description of the nature and purpose of each reserve within equity as follows :**

**Capital Reserve :**

The Group recognises profit and loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

**Securities Premium :**

Securities Premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

**Employee Stock Options Outstanding Account :**

The fair value of the equity-settled share based payment transactions with employees is recognised in standalone statement of profit and loss with corresponding credit to Employee Stock Options Outstanding Account.

**General Reserve :**

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

**Foreign Currency Translation Reserve :**

Foreign currency translation reserve represents the unrealised gains and losses on account of translation of reporting currency for foreign subsidiaries into the Company's presentation currency.

**Retained Earnings :**

Retained Earnings are the profits that the Group has earned till date less any transfer to general reserve, dividends or other distributions paid to shareholders.

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**Note 20b : Non Controlling Interest (NCI)**

| <i>Particulars</i>                               | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Opening balance                                  | –                     | –                     |
| Add : Contribution from Non Controlling Interest | 205.28                | –                     |
| Add : Net Profit / (Loss) for the Year           | (145.63)              | –                     |
| Add : Other Comprehensive Income for the Year    | –                     | –                     |
| <b>Closing balance</b>                           | <b>59.65</b>          | –                     |

Standalone financial information of subsidiaries non-controlling interests is provided below:

**A. Proportion of ownership interest held by non-controlling interest:**

| <i>Particulars</i>           | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|------------------------------|-----------------------|-----------------------|
| FPP Holding Company, LLC (*) | 15%                   | –                     |

\* The Holding Company i.e. Indoco Remedies Ltd. has acquired 85% equity stake in FPP Holding Company, LLC (“FPP Holding”) a company registered in Delaware, USA on June 05, 2023 from Contract Pharmacal Corp for the aggregate consideration of USD 4 Million, thereby it becoming the subsidiary of the Company. Consequent to this acquisition, Florida Pharmaceutical Products, LLC, (“FPP”) a wholly owned subsidiary of FPP Holding has become a step down subsidiary of the Company. FPP Holding through FPP is engaged in the business of distribution and marketing of the pharmaceutical products in USA.

For movement in NCI, refer Statement of Changes in Equity.

**B. Information regarding non-controlling interest:**

| <i>Particulars</i>                                       | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| <b>Accumulated Balance of Non Controlling Interest :</b> |                       |                       |
| FPP Holding Company, LLC (*)                             | 59.65                 | –                     |

| <i>Particulars</i>  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Profit/(loss) allocated to non-controlling interest:</b> |                       |                       |
| FPP Holding Company, LLC (*)                                | (145.63)              | –                     |

**C. Disclosure of Subsidiary that has non-controlling interest :**

**i. Summarised Profit or Loss Statement :**

| <i>Particulars</i>                | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|-----------------------------------|-----------------------|-----------------------|
| Revenue from Operations           | 4,253.50              | –                     |
| Profit / (Loss) for the period    | (970.87)              | –                     |
| Other Comprehensive Income        | 23.20                 | –                     |
| <b>Total Comprehensive income</b> | <b>(947.67)</b>       | –                     |

**ii. Summarised Balance Sheet :**

| <i>Particulars</i>            | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|-------------------------------|-----------------------|-----------------------|
| Non-Current Assets            | 2,750.50              | –                     |
| Non-Current Liabilities       | 4,158.40              | –                     |
| <b>Net-Non Current Assets</b> | <b>(1,407.90)</b>     | –                     |
| Current Assets                | 5,835.10              | –                     |
| Current Liabilities           | 4,006.36              | –                     |
| <b>Net-Current Assets</b>     | <b>1,828.74</b>       | –                     |
| <b>Total Equity</b>           | <b>420.84</b>         | –                     |

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**Note 20b : Non Controlling Interest (NCI) : Contd.**

**iii. Summarised Cash Flow Statement :**

| <i>Particulars</i>   | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Operating activities   | (2,194.86)            | —                     |
| Investing activities   | (2,705.95)            | —                     |
| Financing activities   | 4,938.82              | —                     |
| <b>Net Increase / (Decrease) in Cash or Cash Equivalents</b> | <b>38.01</b>          | <b>—</b>              |

**Note 21a : Non-Current Financial Liabilities - Borrowings**

| <i>Particulars</i>  | <i>Terms of Repayment &amp; Securities</i> | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|--|-----------------------|-----------------------|
| <b>Secured</b>  |  |                       |                       |
| Term Loans from Banks   |  |                       |                       |
| Foreign currency loan -ECB / FCNR(B)                              | Note No. 21a (i)                           | 8,950.00              | 500.68                |
| Indian rupee loan   | Note No. 21a (ii)                          | 30,512.67             | 19,004.28             |
| Interest accrued but not due                                      |  | 334.25                | 82.02                 |
| <b>Total, Non Current Financial Liabilities - Borrowings</b>      |  | <b>39,796.92</b>      | <b>19,586.98</b>      |
| Less: Current maturities of long-term debt (included in note 25a) |  | (4,290.00)            | (5,154.96)            |
| Less: Interest accrued (included in note 25a)                     |  | (334.25)              | (82.02)               |
| <b>Total, Non-current borrowings (as per balance sheet)</b>       |  | <b>35,172.67</b>      | <b>14,350.00</b>      |

Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured long term borrowings.

| <i>Note No.</i> | <i>Name of the Bank</i> | <i>Terms of Repayment &amp; Securities</i>  |
|-----------------|-------------------------|---|
| 21a (i)         | Standard Chartered Bank |   |
|                 | Amount Sanctioned       | Euro 30,00,000.00   |
|                 | Amount Availed          | Euro 30,00,000.00   |
|                 | Terms of Repayment      | The Term Loan was repayable in 16 equal quarterly instalments of Euro 1,87,500 each commencing from January 13, 2020, ended on 11th October, 2023. The amount was payable in the month of January, April, July and October of each year.  |
|                 | Rate of Interest        | 7.61 % p.a. (The rate of interest is fixed as Company has entered into Interest rate swap Agreement).   |
|                 | Nature of Security      | The loan was secured by equitable mortgage of Land and building situated at A-26, A-27, A-28/1, MIDC Industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist Raigad, Maharashtra - 410 220.<br><br>The loan was secured by First Exclusive charge over the entire moveable fixed assets of the Company both present and future situated at A-26, A-27, A-28/1, A-28/2 MIDC Industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist Raigad, Maharashtra - 410 220.<br><br>Exclusive charge on moveable fixed assets of the Company created out of the Loan at A - 27, MIDC Industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist Raigad, Maharashtra.- 410 220. |



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**Note 21a : Non-Current Financial Liabilities - Borrowings : Contd.**

| Note No. | Name of the Bank         | Terms of Repayment & Securities   |
|----------|--------------------------|---|
| 21a (ii) | Saraswat Co Op Bank Ltd. |   |
|          | Amount Sanctioned        | ₹ 50,00,00,000/-  |
|          | Amount Availed           | ₹ 50,00,00,000/-  |
|          | Terms of Repayment       | The Term Loan was Repayable in 59 monthly equal instalments of ₹ 83,33,000/- each and 60th instalment of ₹ 83,53,000/- commencing from January 14, 2020, ending on May 14, 2025. On 23/04/2021 the loan was partially repaid vide Term loan refinanced by DBS Bank India Limited. Hence, the balance loan as on 01/04/2023 was repayable in 4 equal monthly installment of ₹ 83,33,000/- and last instalment of ₹ 33,46,000/- was repaid on 14/08/2023. |
|          | Rate of Interest         | 8.50% p.a.  |
|          | Nature of Security       | Primary : First and Exclusive Charge on entire moveable assets at B 20 MIDC, Waluj, Aurangabad. 1st pari passu charge on entire moveable assets at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.   |
| 21a (ii) | Saraswat Co Op Bank Ltd. |   |
|          | Amount Sanctioned        | ₹ 50,00,00,000/-  |
|          | Amount Availed           | ₹ 50,00,00,000/-  |
|          | Terms of Repayment       | The Term Loan repayment is commenced from Feb, 2023, ending on March, 2029.   |
|          | Rate of Interest         | 8.50% p.a.  |
|          | Nature of Security       | 1st pari passu charge on moveable assets at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722. Exclusive charge on immovable fixed assets at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.   |
| 21a (ii) | Saraswat Co Op Bank Ltd. |   |
|          | Amount Sanctioned        | ₹ 30,00,00,000/-  |
|          | Amount Availed           | ₹ 30,00,00,000/-  |
|          | Terms of Repayment       | The Term Loan is repayment is commencing from Feb, 2025, ending on Jan, 2030.   |
|          | Rate of Interest         | 8.35% p.a.  |
|          | Nature of Security       | Exclusive charge on present and future movable assets installed on the 2nd floor at R & D Centre and AMD Unit and on the present and future movable fixed assets of the company at Plot No. R-92, R-93, TTC Industrial Area, Rabale, MIDC Thane Belapur Road, Navi Mumbai - 400 701. Exclusive charge on present and future movable assets installed at Baddi plants.   |

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**Note 21a : Non-Current Financial Liabilities - Borrowings : Contd.**

| Note No. | Name of the Bank  | Terms of Repayment & Securities   |
|----------|---|---|
| 21a (ii) | DBS Bank India Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security | ₹ 55,00,00,000/-<br>₹ 55,00,00,000/-<br>The Term Loan is Repayable in 10 quarterly equal instalments of ₹ 5,50,00,000/- each commencing from Jan, 2022, ending on April, 2024.<br>8.45% p.a.<br>1st Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.                     |
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security      | ₹ 50,00,00,000/-<br>₹ 50,00,00,000/-<br>The Term Loan is Repayable in 16 quarterly equal instalments of ₹ 93,75,000/- each commencing from June, 2023, ending on March, 2027.<br>8.79% p.a.<br>1st Pari passu charge on over moveable fixed assets of the company both present and future situated at A-26, A-27, A-28/1, A-28/2, MIDC industrial Area, Patalganga, Village Kaire, Tal Khalapur, Dist. Raigad, Maharashtra-410 220. |
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security      | ₹ 30,00,00,000/-<br>₹ 30,00,00,000/-<br>The Term Loan is Repayable in 16 quarterly equal instalments of ₹ 1,87,50,000/- each commencing from Mar, 2024, ending on Dec, 2027.<br>8.74% p.a.<br>Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.                           |
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security      | ₹ 50,00,00,000/-<br>₹ 50,00,00,000/-<br>The Term Loan is Repayable in 20 quarterly equal instalments of ₹ 2,50,00,000/- each commencing from Dec, 2024, ending on Sept, 2029.<br>8.37% p.a.<br>Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.                          |

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**Note 21a : Non-Current Financial Liabilities - Borrowings : Contd.**

| Note No. | Name of the Bank   | Terms of Repayment & Securities   |
|----------|--|---|
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security       | ₹ 28,00,00,000/-<br>₹ 28,00,00,000/-<br>The Term Loan is Repayable in 20 quarterly equal instalments of ₹ 1,40,00,000/- each commencing from Mar, 2025, ending on Dec, 2029.<br>8.35% p.a.<br>Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.   |
| 21a (ii) | HDFC Bank Limited<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security       | ₹ 25,00,00,000/-<br>₹ 25,00,00,000/-<br>The Term Loan is Repayable in 20 quarterly equal instalments of ₹ 1,25,00,000/- each commencing from Jun, 2025, ending on Mar, 2030.<br>8.50% p.a.<br>Pari passu charge on moveable fixed assets both present and future situated at L-14, Verna Industrial Area, Verna, Salcete Goa – 403 722 & L-32/33/34, Verna Industrial Area, Verna, Salcete Goa – 403 722.   |
| 21a (i)  | Standard Chartered Bank<br>Amount Sanctioned<br>Amount Availed<br>Terms of Repayment<br>Rate of Interest<br>Nature of Security | Euro 10,000,000.00<br>Euro 10,000,000.00<br>The Term Loan is Repayable in 16 equal quarterly instalments of Euro 6,25,000 each commencing from 06th Oct, 2025, ending on 06th July, 2029. The amount is payable in the month of January, April, July and October of each year.<br>3 months Euribor + 4.93 % p.a.<br>The loan is secured by first & exclusive charge on immovable fixed assets situated at Auric City, Shendra MIDC, Aurangabad, Maharashtra-431007.<br>The loan is secured by first and exclusive charge on movable fixed assets situated at Auric City, Shendra MIDC, Aurangabad, Maharashtra-431007.<br>The loan is secured by Corporate Guarantee from Indoco Remedies Limited (“Guarantor”) |

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**Note 21a : Non-Current Financial Liabilities - Borrowings : Contd.**

| Note No. | Name of the Bank   | Terms of Repayment & Securities   |
|----------|--------------------|---|
| 21a (ii) | HDFC Bank Limited  |   |
|          | Amount Sanctioned  | ₹ 125,00,00,000/-   |
|          | Amount Availed     | ₹ 58,62,67,132/-  |
|          | Terms of Repayment | The Term Loan is Repayable in 18 quarterly instalments out of which ₹ 55,55,555.56 each in the first 2 quarters commencing from 03rd Nov, 2025, ending on 03rd Feb, 2026 and ₹ 3,59,47,251.34/- each commencing from May 03, 2026, ending on 02nd Feb, 2030.  |
|          | Rate of Interest   | 8.50% p.a. Linked to 3 Months TB  |
|          | Nature of Security | The loan is secured by first paripassu charge on immovable fixed assets situated at Auric City, Shendra MIDC, Aurangabad, Maharashtra-431007.<br>The loan is secured by first paripassu charge on movable fixed assets situated at Auric City, Shendra MIDC, Aurangabad, Maharashtra-431007.<br>The loan is secured by Corporate Guarantee from Indoco Remedies Limited ("Guarantor") |

**Note 21b : Non-Current Financial - Lease Liabilities**

| Particulars   | March 31, 2024  | March 31, 2023  |
|---|-----------------|-----------------|
| <b>Unsecured</b>                                      |                 |                 |
| Lease Liability-OPC Assets (refer note no. 41)        | 647.88          | 733.52          |
| Lease Liability-CRO Assets (refer note no. 41)        | 508.98          | 643.54          |
| Lease Liability-New ERA (refer note no. 41)           | 83.69           | 126.62          |
| <b>Total, Non-Current Financial-Lease Liabilities</b> | <b>1,240.55</b> | <b>1,503.68</b> |

**Note 22 : Non-Current Financial Liabilities**

| Particulars                                     | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| <b>Unsecured</b>                                |                |                |
| Financial Guarantee Obligation                  | 489.51         | —              |
| <b>Total, Non-Current Financial Liabilities</b> | <b>489.51</b>  | <b>—</b>       |

**Note 23 : Non Current Provisions**

| Particulars                           | March 31, 2024  | March 31, 2023  |
|---------------------------------------|-----------------|-----------------|
| <b>Provision for Employee Benefit</b> |                 |                 |
| Leave Obligations (refer note no. 40) | 1,771.29        | 1,626.18        |
| Gratuity (refer note no. 40)          | 1,597.15        | 1,713.52        |
| <b>Total, Non Current Provisions</b>  | <b>3,368.44</b> | <b>3,339.70</b> |

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**Note 24 : Other Non Current Liabilities**

| <i>Particulars</i>                          | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <u>Others</u>                               |                       |                       |
| Security Deposit                            | <b>736.38</b>         | 736.38                |
| <b>Total, Other Non Current Liabilities</b> | <b>736.38</b>         | <b>736.38</b>         |

**Note 25a : Current Financial Liabilities - Borrowings**

| <i>Particulars</i>                                       | <i>Terms of Repayment &amp; Securities</i> | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|--|-----------------------|-----------------------|
| <b>Secured (Refer Note below)</b>                        |  |                       |                       |
| Loans from Banks   |  |                       |                       |
| Cash Credit Facility                                     | Note No. 25a (i)                           | <b>1,836.38</b>       | 321.03                |
| Packing Credit in Rupee                                  | Note No. 25a (ii)                          | <b>2,500.00</b>       | 1,500.00              |
| Working Capital Demand Loan                              | Note No. 25a (iii)                         | <b>1,000.00</b>       | –                     |
| Term Loans from Banks                                    |  |                       |                       |
| Indian Rupee loan  | Note No. 21a                               | <b>4,290.00</b>       | 4,654.28              |
| Foreign Currency loan -ECB / FCNR(B)                     | Note No. 21a                               | –                     | 500.68                |
| Interest accrued   |  | <b>397.09</b>         | 108.39                |
| <b>Unsecured</b>   |  |                       |                       |
| Loans from Banks   |  |                       |                       |
| Packing Credit in Rupee                                  | Note No. 25a (ii)                          | <b>3,500.00</b>       | 500.00                |
| Working Capital Demand Loan                              | Note No. 25a (iii)                         | <b>16,818.71</b>      | 9,516.07              |
| <b>Total, Current Financial Liabilities - Borrowings</b> |  | <b>30,342.18</b>      | <b>17,100.45</b>      |

The quarterly returns or statements filed by the Company during the year with the banks are in agreement with books of account of the Company.

*Note : Cash Credit, Packing Credit in Rupee, Buyer's Credit and Working Capital Demand Loan are part of Working Capital facilities availed from various Banks and are secured by First parri passu charge by hypothecation of all stocks and book debts.*

| <b>Note No.</b> | <b>Type of Loan</b>   | <b>Repayment and Rate of Interest</b>  |
|-----------------|---|--|
| 25a (i)         | Cash Credit Facility  | Is repayable on demand and carries interest @ 8.25% p.a. to 10.15% p.a. (Previous year @ 7.00% p.a. to 10.15% p.a.)  |
| 25a (i)         | Cash Credit Facility (Facility availed from Citi Bank by FPP Holding Company, LLC (Subsidiary)) | Is repayable on demand and carries interest at a rate equal to Term SOFR for the Interest Period plus 2% per annum<br>If Term SOFR for any Interest Period at any time is less than 0.75%, Term SOFR shall, at such times, be deemed to be 0.75% (the "Floor") |
| 25a (ii)        | Packing Credit in Rupee   | Is payable on completion of the tenure. It carries interest @ 7.40% p.a. to 8.65% p.a. (Previous Year @ 5.60% p.a. to 7.60% p.a.)  |
| 25a (iii)       | Working Capital Demand Loan   | Is repayable on demand and carries interest @ 7.40% p.a. to 9.00% p.a. (Previous year @ 4.70% p.a. to 7.72% p.a.)  |

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**Note 25b : Current Financial - Lease Liabilities**

| <i>Particulars</i>                                | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>Unsecured</b>                                  |                       |                       |
| Lease Liability-OPC Assets (Refer Note no. 41)    | <b>262.44</b>         | 175.79                |
| Lease Liability-CRO Assets (Refer Note no. 41)    | <b>134.56</b>         | 115.57                |
| Lease Liability-New Era (Refer Note no. 41)       | <b>42.93</b>          | 39.58                 |
| <b>Total, Current Financial Lease Liabilities</b> | <b>439.93</b>         | <b>330.94</b>         |

**Note 26 : Trade Payables**

| <i>Particulars</i>   | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Trade payables   |                       |                       |
| Total Outstanding Dues of Micro and Small Enterprises (refer note no.59)   | <b>4,183.94</b>       | 1,230.31              |
| Total Outstanding Dues of Creditors Other Than Micro and Small Enterprises | <b>11,180.29</b>      | 11,115.23             |
| <b>Total, Trade Payables</b>   | <b>15,364.23</b>      | <b>12,345.54</b>      |

Trade payables ageing schedule for the years ended as on March 31, 2024 and March 31, 2023 is as follows:

| <i>Particulars</i>          | <i>Not Due</i>  | <i>Outstanding for following periods from due date of payment</i> |                  |                  |                          | <i>Total</i>     |
|-----------------------------|-----------------|---|------------------|------------------|--------------------------|------------------|
|                             |                 | <i>Less than 1 year</i>   | <i>1-2 years</i> | <i>2-3 years</i> | <i>More than 3 years</i> |                  |
| <b>As at April 1, 2023</b>  |                 |   |                  |                  |                          |                  |
| Outstanding dues to MSME    | <b>2,495.73</b> | <b>1,593.55</b>   | <b>92.46</b>     | <b>2.20</b>      | <b>-</b>                 | <b>4,183.94</b>  |
| Others                      | <b>73.01</b>    | <b>10,481.18</b>  | <b>433.78</b>    | <b>57.47</b>     | <b>134.85</b>            | <b>11,180.29</b> |
| Disputed dues – MSME        | -               | -   | -                | -                | -                        | -                |
| Disputed dues – Others      | -               | -   | -                | -                | -                        | -                |
| <b>As at March 31, 2024</b> | <b>2,568.74</b> | <b>12,074.73</b>  | <b>526.24</b>    | <b>59.67</b>     | <b>134.85</b>            | <b>15,364.23</b> |
| <b>As at April 1, 2022</b>  |                 |   |                  |                  |                          |                  |
| Outstanding dues to MSME    | 455.67          | 772.44  | 2.20             | -                | -                        | 1,230.31         |
| Others                      | 5,056.24        | 5,803.14  | 117.51           | 82.17            | 56.17                    | 11,115.23        |
| Disputed dues – MSME        | -               | -   | -                | -                | -                        | -                |
| Disputed dues – Others      | -               | -   | -                | -                | -                        | -                |
| <b>As at March 31, 2023</b> | <b>5,511.91</b> | <b>6,575.58</b>   | <b>119.71</b>    | <b>82.17</b>     | <b>56.17</b>             | <b>12,345.54</b> |

Please refer note no. 49 for Relationship with Struck off Companies.

**Note 27 : Other Financial Liabilities - Current**

| <i>Particulars</i>                                  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| Unclaimed Dividend (*)                              | <b>32.24</b>          | 29.44                 |
| Financial Guarantee Obligation                      | <b>132.33</b>         | -                     |
| Employee Dues                                       | <b>3,690.50</b>       | 2,504.09              |
| Accrued Expenses                                    | <b>4,453.98</b>       | 2,780.03              |
| Other Dues  | <b>493.52</b>         | 444.39                |
| <b>Total, Other Financial Liabilities - Current</b> | <b>8,802.57</b>       | <b>5,757.95</b>       |

\* Unclaimed amounts are transferred to Investor Protection and Education Fund after seven years from the due date.

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**Note 28 : Current Provisions**

| <i>Particulars</i>                    | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------------------|-----------------------|-----------------------|
| <b>Provision for Employee Benefit</b> |                       |                       |
| Leave Obligations (refer note no. 40) | 257.50                | 304.22                |
| Gratuity (refer note no. 40)          | 1,421.50              | 1,387.89              |
| Bonus                                 | 714.18                | 941.99                |
| <b>Others</b>                         |                       |                       |
| Sales Return                          | 2,443.12              | 2,319.86              |
| <b>Total, Provisions</b>              | <b>4,836.30</b>       | <b>4,953.96</b>       |

- (i) Information about individual provisions and significant estimates.

**Sales Returns**

When a customer has a right to return the product within a given period, the company recognises a provision for returns INR 1,900.60 lakhs as at March 31, 2024 (March 31, 2023 - INR 1,728.18 lakhs). This is measured on the previous history of sales return. Revenue is adjusted for the expected value of the returns and cost of sales & Inventory are adjusted for the value of the corresponding goods to be returned.

- (ii) Movements in provisions for Sales Return

Movements in each class of provision during the financial year, are set out below:

| <i>Particulars</i>   | <i>Sales Return</i> |
|--|---------------------|
| <b>As at April 1, 2023</b>   | <b>2,319.86</b>     |
| Charged/(credited) to profit or loss                                   |                     |
| provision for current year   | 1,900.60            |
| provision of earlier years utilised as against returns of current year | (1,777.34)          |
| <b>As at March 31, 2024</b>  | <b>2,443.12</b>     |
| <b>As at April 1, 2022</b>   | <b>2,114.68</b>     |
| Charged/(credited) to profit or loss                                   |                     |
| provision for current year   | 1,728.18            |
| provision of earlier years utilised as against returns of Current Year | (1,523.00)          |
| <b>As at March 31, 2023</b>  | <b>2,319.86</b>     |

**Note 29 : Other Current Liabilities**

| <i>Particulars</i>              | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------------|-----------------------|-----------------------|
| Advance from Customer           | 760.69                | 1,305.86              |
| Commission -Financial Guarantee | 94.83                 | -                     |
| Statutory Dues Payable          | 592.13                | 656.00                |
| <b>Total, Other Liabilities</b> | <b>1,447.65</b>       | <b>1,961.86</b>       |

**Notes (Consolidated)**  
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**Note 30 : Revenue from operations**

| <i>Particulars</i>   | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| Sale of Product  |                      |                      |
| Domestic Sales   | <b>93,882.42</b>     | 82,971.17            |
| Export Sales   | <b>81,208.55</b>     | 74,817.45            |
|  | <b>1,75,090.97</b>   | 1,57,788.62          |
| Sale of Services   |                      |                      |
| Export Services  | <b>854.55</b>        | 4,208.68             |
| Domestic Services  | <b>2,876.03</b>      | 2,007.50             |
|  | <b>3,730.58</b>      | 6,216.18             |
| Other Operating Revenue  |                      |                      |
| Exchange Gain/(Loss) (Net) (other than considered in Finance Cost) | <b>1,861.41</b>      | 2,053.31             |
| Export Incentives  | <b>922.33</b>        | 739.32               |
| Scrap Sale   | <b>123.43</b>        | 63.68                |
|  | <b>2,907.17</b>      | 2,856.31             |
| <b>Total, Revenue from Operations (Gross)</b>                      | <b>1,81,728.72</b>   | <b>1,66,861.11</b>   |

Note : As per Ind AS 115, revenue is reported net of GST.

**Critical judgements in calculating amounts**

When a customer has a right to return the product within a given period, the company recognises a provision for sales return INR 1,900.60 lakhs as at March 31, 2024 (March 31, 2023 - INR 1,728.18 lakhs). This is measured on the previous history of sales return. Revenue is adjusted for the expected value of the returns and cost of sales & Inventory are adjusted for the value of the corresponding goods to be returned.

**Additional disclosures as required by Ind AS 115**

**Disaggregate revenue information**

The table below presents disaggregated revenue information from contracts with customers for the year ended March 31, 2024. The company believes that this disaggregation reasonably depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

| <i>Particulars</i>                                     | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| <b>Formulation :</b>                                   |                      |                      |
| Domestic   | <b>88,560.41</b>     | 79,668.93            |
| Export   |                      |                      |
| Regulated Market :                                     | <b>56,019.73</b>     | 61,046.57            |
| Emerging Market :                                      | <b>18,607.74</b>     | 14,326.00            |
| Export, Total  | <b>74,627.47</b>     | 75,372.57            |
| <b>Formulation, Total (a)</b>                          | <b>1,63,187.88</b>   | <b>1,55,041.50</b>   |
| <b>API (b)</b>   | <b>12,651.81</b>     | 7,066.81             |
| <b>CRO, Analytical Services &amp; Others(c)</b>        | <b>2,981.85</b>      | 1,896.49             |
| <b>Gross Sales (Net of Returns), Total (a + b + c)</b> | <b>1,78,821.54</b>   | <b>1,64,004.80</b>   |
| Other Operating Revenue                                | <b>2,907.18</b>      | 2,856.31             |
| <b>Total, Income from Operation</b>                    | <b>1,81,728.72</b>   | <b>1,66,861.11</b>   |



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**Note 30 : Revenue from operations : Contd.**

**Performance obligations**

**a. Significant payment terms**

In case of Domestic Sales, payment terms range from 7 days to 90 days based on geography and customers. In case of Export Sales these are either DP at sight, Document against acceptance - 30 days to 120 days, Letters of Credit - 30 days to 120 days.

**b. Obligations for returns, refunds and similar obligations**

In case of domestic sales, sales return may take place anytime before / after the expiry of goods.

**Note 31 : Other Income**

| <i>Particulars</i>                         | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| Interest Income                            |                      |                      |
| Interest on Loan                           | <b>178.81</b>        | 11.03                |
| Interest on Income Tax Refund              | <b>203.39</b>        | 9.42                 |
| Interest on Deposit with Banks             | <b>9.06</b>          | 32.08                |
| Interest Others                            | <b>4.25</b>          | 5.56                 |
| Dividend Income                            | <b>0.40</b>          | 0.39                 |
| <u>Other Non-operating income</u>          |                      |                      |
| Sundry Receipts                            |                      |                      |
| Commission Received on Financial Guarantee | <b>120.11</b>        | –                    |
| Late Payment Charges                       | <b>11.67</b>         | 5.81                 |
| Other Miscellaneous Income                 | <b>378.38</b>        | 31.69                |
| Sundry Balance w/back                      | –                    | 118.08               |
| Profit on Sale of Fixed Assets             | <b>54.15</b>         | 19.45                |
| Fair Value of Investment                   | <b>24.43</b>         | –                    |
| <b>Total, Other Income</b>                 | <b>984.65</b>        | <b>233.51</b>        |

**Note 32a : Cost of Materials Consumed**

| <i>Particulars</i>                      | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Raw / Packing Materials :               |                      |                      |
| Opening Stock                           | <b>20,024.63</b>     | 18,577.79            |
| Add : Purchases                         | <b>46,429.10</b>     | 42,649.26            |
| Less : Closing Stock                    | <b>(17,953.20)</b>   | (20,024.63)          |
| <b>Total, Cost of material consumed</b> | <b>48,500.53</b>     | <b>41,202.42</b>     |

**Note 32b : Purchase of Stock in Trade**

| <i>Particulars</i>                       | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| Purchase of Stock in Trade               | <b>11,565.97</b>     | 10,271.96            |
| <b>Total, Purchase of Stock in Trade</b> | <b>11,565.97</b>     | <b>10,271.96</b>     |

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**Note 32c : Changes in Inventories**

| <i>Particulars</i>                                    | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| (Incr.) / Decr. in Stk. of FG, Stock in Trade & WIP : |                      |                      |
| Inventories at the beginning of the year              |                      |                      |
| Op.Stock - Finished Goods                             | <b>4,221.66</b>      | 5,487.00             |
| Op.Stock - WIP  | <b>5,729.16</b>      | 4,270.62             |
| Op.Stock - Stock in Trade                             | <b>2,149.72</b>      | 2,226.23             |
|   | <b>12,100.54</b>     | 11,983.85            |
| Inventories at the end of the year                    |                      |                      |
| Cl.Stock - Finished Goods                             | <b>(6,162.56)</b>    | (3,449.76)           |
| Cl.Stock - WIP  | <b>(8,380.14)</b>    | (5,729.16)           |
| Cl.Stock - Stock in Trade                             | <b>(1,705.76)</b>    | (2,149.72)           |
|   | <b>(16,248.46)</b>   | (11,328.64)          |
| <b>Total, Changes in Inventories</b>                  | <b>(4,147.92)</b>    | <b>655.21</b>        |

**Note 33 : Employee Benefits Expense**

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Salaries, Wages and Bonus (refer note no. 40)                 | <b>32,489.88</b>     | 29,043.18            |
| Contribution to Provident and Other Funds (refer note no. 40) | <b>3,174.33</b>      | 2,816.55             |
| Share Based Payments to Employees (refer note no. 45)         | <b>287.96</b>        | 65.75                |
| Staff Welfare Expenses  | <b>240.98</b>        | 332.44               |
| <b>Total, Employee Benefit Expense</b>                        | <b>36,193.15</b>     | <b>32,257.92</b>     |

**Note 34 : Research & Development Expenses**

| <i>Particulars</i>                                | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| R&D Employee Cost                                 | <b>4,412.65</b>      | 3,613.37             |
| Other R&D Expenses                                | <b>5,303.09</b>      | 4,483.61             |
| <b>Total, Research &amp; Development Expenses</b> | <b>9,715.74</b>      | <b>8,096.98</b>      |

**Note 35 : Depreciation and amortisation expenses**

| <i>Particulars</i>                                   | <i>Note No</i> | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------|----------------------|----------------------|
| Depreciation of Property, Plant and Equipment        | 3a             | <b>5,876.24</b>      | 5,441.84             |
| Amortisation of Right-of-use assets                  | 4              | <b>369.16</b>        | 194.63               |
| Amortisation of Intangible Assets                    | 5              | <b>2,941.13</b>      | 1,424.15             |
| <b>Total, Depreciation and Amortisation Expenses</b> |                | <b>9,186.53</b>      | <b>7,060.62</b>      |

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**Note 36 : Other Expenses**

| <i>Particulars</i>                                     | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| Consumable Stores                                      | 939.03               | 511.28               |
| Job Work Charges                                       | 1,351.89             | 1,290.49             |
| Power and Fuel   | 5,599.53             | 5,061.29             |
| Rent, Rates, Taxes                                     | 822.86               | 743.84               |
| Insurance  | 536.94               | 422.48               |
| Repairs :  |                      |                      |
| Building   | 451.80               | 358.24               |
| Plant and Machinery                                    | 2,275.60             | 1,830.54             |
| Others   | 3,392.77             | 2,288.75             |
|  | 6,120.17             | 4,477.53             |
| Packing and Delivery Expenses                          | 2,567.65             | 2,988.75             |
| Analytical Expenses                                    | 3,081.89             | 2,523.89             |
| Advertising and Sales Promotion Expenses               | 9,990.86             | 7,156.64             |
| Commission and Incentives on sales                     | 4,953.98             | 3,976.53             |
| Travelling, Conveyance and Motor Car Expenses          | 6,150.26             | 5,403.05             |
| Legal and Professional Fees                            | 2,965.32             | 2,009.61             |
| Director's Sitting Fees                                | 27.20                | 28.00                |
| Postage, Telephone and Telex Expenses                  | 144.95               | 111.86               |
| Printing and Stationery Expenses                       | 510.02               | 461.56               |
| Payments to Auditors (refer note no. 36(a))            | 28.79                | 19.32                |
| Loss on sale of Assets                                 | 91.97                | 145.62               |
| Provision for Doubtful Debts                           | 796.65               | 1,559.66             |
| Bad Debts written off                                  |                      |                      |
| Bad Debts written off                                  | 810.75               | 4.86                 |
| Less : Transfer from Provision for Doubtful Debts      | (789.11)             | (4.86)               |
|  | 21.64                | -                    |
| Corporate Social Responsibility (refer note no. 36(b)) | 372.48               | 254.95               |
| Contractual Services                                   | 3,533.77             | 2,690.81             |
| Miscellaneous Expenses                                 | 4,862.09             | 3,930.20             |
| <b>Total, Other Expenses</b>                           | <b>55,469.94</b>     | <b>45,767.36</b>     |

**Note 36 (a) : Details of payments to Auditors**

| <i>Particulars</i>                     | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|--|----------------------|----------------------|
| <b>Payment to Auditors</b>             |                      |                      |
| <b>As Auditor :</b>                    |                      |                      |
| Audit Fees                             | 18.60                | 11.30                |
| Tax Audit Fees under GST               | 4.25                 | 3.95                 |
| Cost Audit Fees                        | 1.80                 | 1.80                 |
| <b>In other capacities :</b>           |                      |                      |
| Certification fees                     | 2.44                 | 1.37                 |
| Re-imbursment of expenses              | 1.68                 | 0.87                 |
| Re-imbursment of expenses (Cost Audit) | 0.03                 | 0.03                 |
| <b>Total, Payment to Auditors</b>      | <b>28.80</b>         | <b>19.32</b>         |

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**Note 36 (b) : Corporate social responsibility expenditure**

Expense towards activities relating to Corporate Social Responsibility in compliance with section 135 of the Companies Act, 2013 is as under :

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| <b>Contribution to :</b>                                  |                      |                      |
| Promoting Education                                       | 148.44               | 65.06                |
| Preventive Healthcare                                     | 95.46                | 115.96               |
| Contribution of Free Medicine                             | 81.30                | 43.60                |
| Environment Sustainability                                | 3.70                 | 16.33                |
| Promotion of Art & Culture                                | 16.00                | 9.50                 |
| Administrative Expenses                                   | 18.50                | 4.50                 |
| Shelter for Homeless People                               | 2.00                 | –                    |
| Sports  | 7.08                 | –                    |
| <b>Total</b>  | <b>372.48</b>        | <b>254.95</b>        |
| Amount required to be spent as per Section 135 of the Act | 372.78               | 264.19               |
| Less : Carry Forward from 2022-23                         | 0.54                 | 9.78                 |
| <b>Net amount to be spent in 2023-24</b>                  | <b>372.24</b>        | <b>254.41</b>        |
| Amount spent during the year on                           |                      |                      |
| (i) Construction/acquisition of an asset                  | –                    | –                    |
| (ii) On purposes other than (i) above                     | 372.48               | 254.95               |
| <b>Amount carry forward to FY 2024-25</b>                 | <b>0.24</b>          | <b>0.54</b>          |

**Note 37 : Finance Cost**

| <i>Particulars</i>                                    | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Interest Expense                                      | 4,262.27             | 2,386.05             |
| Other Financial charges                               | 192.64               | 152.24               |
| Exchange Gain / Loss (Net)                            | (98.20)              | (24.33)              |
|   | <b>4,356.71</b>      | <b>2,513.96</b>      |
| Less : Amount capitalised (see note below)*           | (554.35)             | (11.02)              |
| <b>Total, Finance Cost expensed in Profit or Loss</b> | <b>3,802.36</b>      | <b>2,502.94</b>      |

Note : \* Finance Cost incurred on various projects being qualifying asset is capitalised in accordance with IND AS 23.  
Finance cost includes element of lease arrangement note no. 41

**Note 38 : Exceptional Item**

| <i>Particulars</i>              | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---------------------------------|----------------------|----------------------|
| Brand Sale                      | 1,973.00             | –                    |
| Employee Cost                   | (820.22)             | –                    |
| <b>Total, Exceptional Items</b> | <b>1,152.78</b>      | <b>–</b>             |

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**Note 39 : Income Tax expense**

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| <b>(a) Statement of Profit and Loss :</b>                       |                      |                      |
| <b>Profit or Loss section :</b>                                 |                      |                      |
| <b>Current Income Tax :</b>                                     |                      |                      |
| Current Income Tax Charge                                       | 3,317.00             | 5,550.51             |
| Tax in respect of earlier years                                 | –                    | –                    |
| <b>Total, Current Income Tax</b>                                | <b>3,317.00</b>      | <b>5,550.51</b>      |
| <b>Deferred tax section :</b>                                   |                      |                      |
| Origination and reversal of timing difference                   | 562.47               | (496.45)             |
| MAT Credit Adjustments  | –                    | –                    |
| <b>Total, Deferred tax expense/(benefit)</b>                    | <b>562.47</b>        | <b>(496.45)</b>      |
| <b>Tax expense reported in the statement of Profit and Loss</b> | <b>3,879.47</b>      | <b>5,054.06</b>      |
| <b>Other Comprehensive income section :</b>                     |                      |                      |
| Tax related to items recognised in OCI during the year :        |                      |                      |
| Net loss/(gain) on remeasurements of defined benefit plans      | 1.22                 | 48.27                |
| <b>Tax charged to OCI</b>                                       | <b>1.22</b>          | <b>48.27</b>         |

**(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

| <i>Particulars</i>  | <i>Apr'23-Mar'24</i> | <i>Apr'22-Mar'23</i> |
|---|----------------------|----------------------|
| Profit / (Loss) from continuing operations before income tax expense                    | 13,579.85            | 19,279.21            |
| Profit from discontinuing operation before income tax expense                           | –                    | –                    |
|   | <b>13,579.85</b>     | <b>19,279.21</b>     |
| <b>Tax at the Indian tax rate of 25.168% (2022-2023 – 25.168%)</b>                      | <b>3,417.78</b>      | <b>4,852.19</b>      |
| Tax effect of amounts which are not deductible (taxable) in calculating taxable income: |                      |                      |
| Timing Difference in Depreciable Assets   | (312.04)             | (319.76)             |
| Effect of non-deductible expenses   | 96.85                | 567.22               |
| Tax difference on account of deduction u/s 80JJAA                                       | (50.34)              | –                    |
| Other items   | 182.41               | 450.86               |
| Capital Receipt exempt from tax   | (496.56)             | –                    |
| Deferred Tax due to timing difference   | 562.47               | (496.45)             |
| Losses in which no current income tax applied   | 478.90               | –                    |
| <b>Income tax expense</b>   | <b>3,879.47</b>      | <b>5,054.06</b>      |
| <b>Tax Expense as per Statement of Profit and Loss</b>                                  | <b>3,879.47</b>      | <b>5,054.06</b>      |

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**Note 40 : Employee benefit obligations**

As required by IND AS 19 'Employee benefits' the disclosures are as under :

**(i) Defined benefit plans**

a. Leave obligations

The leave obligations cover the group's liability for sick and earned leave.

The amount of the provision of INR 257.50 lakhs (March 31, 2023 – INR 304.22 lakhs) is presented as current, since the group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and therefore provision is made on the basis of actuarial valuation obtained.

b. Post-employment obligations

i. Gratuity

The group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the group makes contributions to recognized funds in India. The group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

**(ii) Defined contribution plans**

a. Provident Fund

The group also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognized during the period towards defined contribution plan is INR 2,558.32 lakhs (March 31, 2023 – INR 2,165.75 lakhs).

b. Superannuation

The company contributed INR 131.06 lakhs (March 31, 2023 - INR 115.13 lakhs) to the superannuation plan. The same has been recognized in the Statement of profit and loss account under the head employee benefit expenses.

**(iii) Balance sheet amounts – Gratuity**

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows :

**Notes (Consolidated)**  
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**Note 40 : Employee benefit obligations : Contd.**

| <i>Particulars</i>   | <i>Present value of obligation</i> | <i>Fair value of plan assets</i> | <i>Net amount</i> |
|--|------------------------------------|----------------------------------|-------------------|
| <b>April 1, 2022</b>   | <b>3,369.69</b>                    | <b>(315.32)</b>                  | <b>3,054.37</b>   |
| Current service cost   | 367.61                             | –                                | 367.61            |
| Past Service Cost  | –                                  | –                                | –                 |
| Interest expense/(income)  | 235.20                             | (22.01)                          | 213.19            |
| <b>Total amount recognized in Consolidated Statement of Profit &amp; Loss</b>    | <b>602.81</b>                      | <b>(22.01)</b>                   | <b>580.80</b>     |
| Remeasurements   |                                    |                                  |                   |
| Return on plan assets, excluding amounts included in interest expense / (income) | –                                  | 32.78                            | 32.78             |
| Net Actuarial (Gain)/loss - Due to change in demographic assumptions             | –                                  | –                                | –                 |
| Net Actuarial (Gain)/loss - Due to change in financial assumptions               | (132.35)                           | –                                | (132.35)          |
| Net Actuarial (Gain)/loss - Due to experience changes                            | (92.22)                            | –                                | (92.22)           |
| <b>Total amount recognized in other comprehensive income</b>                     | <b>(224.57)</b>                    | <b>32.78</b>                     | <b>(191.79)</b>   |
| Employer contributions   | –                                  | (341.97)                         | (341.97)          |
| Benefit payments   | (235.87)                           | 235.87                           | –                 |
| <b>March 31, 2023</b>  | <b>3,512.06</b>                    | <b>(410.65)</b>                  | <b>3,101.41</b>   |

| <i>Particulars</i>   | <i>Present value of obligation</i> | <i>Fair value of plan assets</i> | <i>Net amount</i> |
|--|------------------------------------|----------------------------------|-------------------|
| <b>April 1, 2023</b>   | <b>3,512.06</b>                    | <b>(410.65)</b>                  | <b>3,101.41</b>   |
| Current service cost   | <b>391.34</b>                      | –                                | <b>391.34</b>     |
| Past Service Cost  | –                                  | –                                | –                 |
| Interest expense/(income)  | <b>261.30</b>                      | <b>(30.55)</b>                   | <b>230.75</b>     |
| <b>Total amount recognized in Consolidated Statement of Profit &amp; Loss</b>    | <b>652.64</b>                      | <b>(30.55)</b>                   | <b>622.09</b>     |
| Remeasurements   |                                    |                                  |                   |
| Return on plan assets, excluding amounts included in interest expense / (income) | –                                  | <b>(15.01)</b>                   | <b>(15.01)</b>    |
| Net Actuarial (Gain)/loss - Due to change in demographic assumptions             | –                                  | –                                | –                 |
| Net Actuarial (Gain)/loss - Due to change in financial assumptions               | <b>72.12</b>                       | –                                | <b>72.12</b>      |
| Net Actuarial (Gain)/loss - Due to experience changes                            | <b>(61.96)</b>                     | –                                | <b>(61.96)</b>    |
| <b>Total amount recognized in other comprehensive income</b>                     | <b>10.16</b>                       | <b>(15.01)</b>                   | <b>(4.85)</b>     |
| Employer contributions   | –                                  | <b>(700.00)</b>                  | <b>(700.00)</b>   |
| Benefit payments   | <b>(494.90)</b>                    | <b>494.90</b>                    | –                 |
| <b>March 31, 2024</b>  | <b>3,679.96</b>                    | <b>(661.31)</b>                  | <b>3,018.65</b>   |

**Notes (Consolidated)**  
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**Note 40 : Employee benefit obligations : Contd.**

The net liability disclosed above relates to funded and unfunded plans are as follows:

| <i>Particulars</i>                  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|-------------------------------------|-----------------------|-----------------------|
| Present value of funded obligations | <b>3,679.96</b>       | 3,512.06              |
| Fair value of plan assets           | <b>(661.31)</b>       | (410.65)              |
| <b>Deficit of funded plan</b>       | <b>3,018.65</b>       | <b>3,101.41</b>       |
| Unfunded plans                      | –                     | –                     |
| <b>Deficit of gratuity plan</b>     | <b>3,018.65</b>       | <b>3,101.41</b>       |

**(iv) Post-Employment benefits (gratuity)**

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

| <i>Particulars</i> | <i>March 31, 2024</i>   | <i>March 31, 2023</i>  |
|--------------------|---|--|
| Discount rate      | <b>7.19%</b>  | 7.44%  |
| Attrition rate     | <b>For service 4 years and below 20.00% p.a. For service 5 years and above 4.00% p.a.</b> | For service 4 years and below 20.00% p.a. For service 5 years and above 4.00% p.a. |
| Salary growth rate | <b>5.00%</b>  | 5.00%  |
| Retirement Age     | <b>58 &amp; 62 years</b>  | 58 & 62 years  |

**(v) Sensitivity analysis**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

| <i>Particulars</i> | <i>Change in assumption</i> |                       | <i>Increase in assumption</i> |                       | <i>Decrease in assumption</i> |                       |
|--------------------|-----------------------------|-----------------------|-------------------------------|-----------------------|-------------------------------|-----------------------|
|                    | <i>March 31, 2024</i>       | <i>March 31, 2023</i> | <i>March 31, 2024</i>         | <i>March 31, 2023</i> | <i>March 31, 2024</i>         | <i>March 31, 2023</i> |
| Discount rate      | <b>0.01</b>                 | 0.01                  | –                             | –                     | <b>274.05</b>                 | 260.26                |
| Discount rate      | <b>(0.01)</b>               | (0.01)                | <b>315.68</b>                 | 299.15                | –                             | –                     |
| Salary growth rate | <b>0.01</b>                 | 0.01                  | <b>304.80</b>                 | 292.28                | –                             | –                     |
| Salary growth rate | <b>(0.01)</b>               | (0.01)                | –                             | –                     | <b>270.58</b>                 | 260.81                |
| Attrition rate     | <b>0.01</b>                 | 0.01                  | <b>46.77</b>                  | 49.65                 | –                             | –                     |
| Attrition rate     | <b>(0.01)</b>               | (0.01)                | –                             | –                     | <b>53.39</b>                  | 56.54                 |

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**(vi) The major categories of plans assets are as follows:**

| <i>Particulars</i> | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--------------------|-----------------------|-----------------------|
| <b>Gratuity :</b>  |                       |                       |
| <b>Unquoted</b>    |                       |                       |
| Insurance fund     | <b>661.31</b>         | 410.65                |
| <b>Total</b>       | <b>661.31</b>         | <b>410.65</b>         |



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**Note 40 : Employee benefit obligations : Contd.**

**(vii) Maturity profile of projected benefit obligation (from fund) :**

| <i>Particulars</i>        | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------|-----------------------|-----------------------|
| 1st following year        | <b>307.60</b>         | 253.28                |
| 2nd following year        | <b>207.73</b>         | 222.79                |
| 3rd following year        | <b>286.41</b>         | 287.43                |
| 4th following year        | <b>303.16</b>         | 301.68                |
| 5th following year        | <b>415.65</b>         | 292.95                |
| Sum of years 6 to 10      | <b>1,620.88</b>       | 1,704.49              |
| Sum of years 11 and above | <b>4,458.32</b>       | 4,363.06              |

**Note 41 : Leases**

(a) Following are the changes in the Carrying value of Right to Use of Assets for the year ended March 31, 2024

| <i>Particulars</i>                  | <i>Category of ROU Assets</i> |                              |                              |                          |                 |                         |                 |                 |
|-------------------------------------|-------------------------------|------------------------------|------------------------------|--------------------------|-----------------|-------------------------|-----------------|-----------------|
|                                     | <i>Building</i>               | <i>Plant &amp; Machinery</i> | <i>Laboratory Equipments</i> | <i>Plant - Utilities</i> | <i>Computer</i> | <i>Office Equipment</i> | <i>Software</i> | <i>Total</i>    |
| <b>Balance as at March 31, 2022</b> | <b>511.63</b>                 | <b>332.71</b>                | <b>150.65</b>                | <b>134.33</b>            | –               | –                       | <b>0.13</b>     | <b>1,129.45</b> |
| Additions during the year           | 308.30                        | –                            | –                            | –                        | 184.86          | 272.52                  | –               | 765.68          |
| Depreciation charge during the year | (128.35)                      | (26.25)                      | (19.69)                      | (10.51)                  | (9.70)          | –                       | (0.13)          | (194.63)        |
| <b>Balance as at March 31, 2023</b> | <b>691.58</b>                 | <b>306.46</b>                | <b>130.96</b>                | <b>123.82</b>            | <b>175.16</b>   | <b>272.52</b>           | –               | <b>1,700.50</b> |
| <b>Balance as at March 31, 2023</b> | <b>691.58</b>                 | <b>306.46</b>                | <b>130.96</b>                | <b>123.82</b>            | <b>175.16</b>   | <b>272.52</b>           | –               | <b>1,700.50</b> |
| Additions during the year           | –                             | –                            | –                            | –                        | –               | <b>228.78</b>           | –               | <b>228.78</b>   |
| Depreciation charge during the year | <b>(142.45)</b>               | <b>(26.25)</b>               | <b>(19.69)</b>               | <b>(10.51)</b>           | <b>(29.27)</b>  | <b>(140.99)</b>         | –               | <b>(369.16)</b> |
| <b>Balance as at March 31, 2024</b> | <b>549.13</b>                 | <b>280.21</b>                | <b>111.27</b>                | <b>113.31</b>            | <b>145.89</b>   | <b>360.31</b>           | –               | <b>1,560.12</b> |

Notes :

(i) The aggregate depreciation expenses on Right-of-use assets is included under Depreciation, Amortisation and Impairment Expenses in the Statement of Profit and Loss.

(ii) The Company has not revalued its Right-of-use assets.

(b) The following is the break-up of Current and Non-Current Lease Liabilities :

| <i>Particulars</i>                                 | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|-----------------------|-----------------------|
| Current Lease Liabilities (refer note no. 25b)     | <b>439.93</b>         | 330.94                |
| Non Current Lease Liabilities (refer note no. 21b) | <b>1,240.55</b>       | 1,503.68              |
| <b>Total, Lease Liabilities</b>                    | <b>1,680.48</b>       | <b>1,834.62</b>       |

(c) Following is the movement in Lease Liabilities :

| <i>Particulars</i>                    | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---------------------------------------|-----------------------|-----------------------|
| Balance at the beginning of the year  | <b>1,834.62</b>       | 1,246.12              |
| Additions during the year             | <b>228.78</b>         | 765.67                |
| Finance cost accrued during the year  | <b>162.31</b>         | 133.57                |
| Payment of Lease Liabilities          | <b>(545.23)</b>       | (310.74)              |
| <b>Balance at the end of the year</b> | <b>1,680.48</b>       | <b>1,834.62</b>       |

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**Note 41 : Leases : Contd.**

(d) The following is a summary of future minimum lease rental commitments towards Finance Leases :

| Particulars                                       | March 31, 2024            |  | March 31, 2023            |  |
|---|---------------------------|--|---------------------------|--|
|   | Minimum lease commitments | Present value of minimum lease commitments | Minimum lease commitments | Present value of minimum lease commitments |
| Due within one year                               | 571.87                    | 439.93                                     | 479.28                    | 330.93                                     |
| Due in a period between one year and five years   | 1,211.93                  | 1,010.30                                   | 1,502.98                  | 1,212.02                                   |
| Due after five years                              | 288.47                    | 230.25                                     | 372.72                    | 291.67                                     |
| <b>Total minimum lease commitments</b>            | <b>2,072.27</b>           | <b>1,680.48</b>                            | <b>2,354.98</b>           | <b>1,834.62</b>                            |
| Less : Interest                                   | (391.79)                  |  | (520.36)                  |  |
| <b>Present value of minimum lease commitments</b> | <b>1,680.48</b>           |  | <b>1,834.62</b>           |  |

**Note 42 : Fair value measurement**

| Financial instruments by category                  | March 31, 2024 |                  | March 31, 2023 |                  |
|--|----------------|------------------|----------------|------------------|
|  | FVPL           | Amortised Cost   | FVPL           | Amortised Cost   |
| <b>Financial Assets</b>                            |                |                  |                |                  |
| Investments  |                |                  |                |                  |
| Equity instruments                                 |                | 146.25           |                | 146.25           |
| Mutual funds                                       | 724.39         |                  | 100.00         |                  |
| Trade receivables                                  |                | 40,620.31        |                | 35,094.04        |
| Non Current Other Financial assets                 |                | 671.42           |                | 196.76           |
| Cash and cash equivalents                          |                | 1,485.57         |                | 1,092.47         |
| Bank balances other than cash and cash equivalents |                | 946.87           |                | 241.34           |
| Non-Current Financial Assets                       |                | 312.24           |                | 285.13           |
| Current Financial Assets                           |                | 148.85           |                | 69.34            |
| Current Other Financial Assets                     |                | 696.06           |                | 299.70           |
| <b>Total Financial Assets</b>                      | <b>724.39</b>  | <b>45,027.57</b> | <b>100.00</b>  | <b>37,425.03</b> |
| <b>Financial Liabilities</b>                       |                |                  |                |                  |
| Bank Borrowings                                    |                | 65,514.85        |                | 31,450.45        |
| Lease Liabilities                                  |                | 1,680.48         |                | 1,834.62         |
| Non Current Other Financial Liabilities            |                | 489.51           |                | –                |
| Current Other Financial Liabilities                |                | 8,802.57         |                | 5,757.95         |
| Trade Payables                                     |                | 15,364.23        |                | 12,345.54        |
| <b>Total Financial Liabilities</b>                 | <b>–</b>       | <b>91,851.64</b> | <b>–</b>       | <b>51,388.56</b> |

**Fair value hierarchy**

**Level 1** :Hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

**Level 2** : The fair value of financial instruments that are not traded in an active market (like forward contract) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

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**Note 42 : Fair value measurement : Contd.**

**Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities etc. included in level 3.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

| Financial assets and liabilities measured at fair value | March 31, 2024 |               |          | March 31, 2023 |               |          |
|---|----------------|---------------|----------|----------------|---------------|----------|
|   | Level          |               |          | Level          |               |          |
|   | I              | II            | III      | I              | II            | III      |
| <b>Financial Assets</b>                                 |                |               |          |                |               |          |
| Investments   |                |               |          |                |               |          |
| Equity instruments                                      | –              | 146.25        | –        | –              | 146.25        | –        |
| Mutual funds  | 724.39         | –             | –        | 100.00         | –             | –        |
| <b>Total Financial Assets</b>                           | <b>724.39</b>  | <b>146.25</b> | <b>–</b> | <b>100.00</b>  | <b>146.25</b> | <b>–</b> |

**Note 43 : Capital Management**

**(a) Risk Management**

The group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The group monitors capital on the basis of the following gearing ratio : Net debt (total borrowings net of cash and cash equivalents) divided by Total Equity.

The group's strategy is to maintain a gearing ratio within 50%. The gearing ratios were as follows:

| Particulars                     | March 31, 2024 | March 31, 2023 |
|---------------------------------|----------------|----------------|
| Net Debt                        | 64,762.89      | 31,951.26      |
| Equity                          | 1,11,049.66    | 1,02,825.16    |
| <b>Net debt to equity ratio</b> | <b>58.3%</b>   | <b>31.1%</b>   |

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**Note 43 : Capital Management : Contd.**

**(b) Dividends**

| <i>Particulars</i>  | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|---|-----------------------|-----------------------|
| <b>(i) Equity shares</b>  |                       |                       |
| Final dividend for the year ended March 31, 2023 of INR 2.25 per fully paid equity share (March 31, 2022 of INR 2.25 (Including Special Dividend of ₹ 0.75))  | <b>2,073.38</b>       | 2,073.38              |
| <b>(ii) Dividends not recognised at the end of the reporting period</b>   |                       |                       |
| In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 1.50 per fully paid equity share (March 31, 2023 – INR 2.25). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | <b>1,382.73</b>       | 2,073.38              |

**Note 44 : Segment Information**

**(a) Description of segments and principal activities**

The group has only one reporting segment of its business i.e. Pharmaceutical, wherein the group's strategic steering committee, consisting of the chief executive officer, the chief financial officer and the manager for corporate planning, examines the group's performance both from a product and geographic perspective.

The steering committee primarily uses a measure of adjusted earnings before other income, Finance cost, tax, depreciation and amortisation (EBITDA, see below) to assess the performance of the operating segments. However, the steering committee also receives information about the segments' revenue and assets on a monthly basis.

**(b) Adjusted EBITDA**

Adjusted EBITDA excludes discontinued operations and the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as restructuring costs, impairments when the impairment is the result of an isolated, non-recurring event. It also excludes the effects of share-based payments and gains or losses on financial instruments.

Interest income and finance cost are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the group.

| <i>Particulars</i>           | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|------------------------------|-----------------------|-----------------------|
| <b>Total adjusted EBITDA</b> | <b>24,431.31</b>      | <b>28,609.26</b>      |

Adjusted EBITDA reconciles to profit before income tax as follows:

| <i>Particulars</i>   | <i>Note No</i> | <i>March 31, 2024</i> | <i>March 31, 2023</i> |
|--|----------------|-----------------------|-----------------------|
| <b>Total adjusted EBITDA</b>                               |                | <b>24,431.31</b>      | <b>28,609.26</b>      |
| Finance costs  | 37             | <b>3,802.36</b>       | 2,502.94              |
| Other Income   | 31             | <b>(984.65)</b>       | (233.51)              |
| Depreciation and Amortisation Expense                      | 35             | <b>9,186.53</b>       | 7,060.62              |
| <b>Profit before income tax from continuing operations</b> |                | <b>12,427.07</b>      | <b>19,279.21</b>      |

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**Note 44 : Segment Information : Contd.**

**(c) Segment revenue**

The segment revenue is measured in the same way as in the statement of profit or loss.

**Geographical :**

| Particulars                     | March 31, 2024 |               |             | March 31, 2023 |               |             |
|---------------------------------|----------------|---------------|-------------|----------------|---------------|-------------|
|                                 | India          | Outside India | Total       | India          | Outside India | Total       |
| Revenue from External Customers | 96,758.45      | 82,063.10     | 1,78,821.55 | 84,978.67      | 79,026.13     | 1,64,004.80 |
| Non Current Assets (*)          | 1,17,876.11    | -             | 1,17,876.11 | 83,834.90      | -             | 83,834.90   |

\* Excluding financial assets, deferred & current tax assets

**Product :**

| Particulars           | March 31, 2024     | March 31, 2023     |
|-----------------------|--------------------|--------------------|
| Revenue from Product  | 1,75,090.97        | 1,57,788.62        |
| Revenue from Services | 3,730.58           | 6,216.18           |
| <b>Total, Revenue</b> | <b>1,78,821.55</b> | <b>1,64,004.80</b> |

**Note 45 : Share Based Payment Plan (ESOP)**

**A) Employee Stock Option Plan**

The Nomination and Remuneration Committee of the Board has approved in the earlier year the grant of equity based incentive scheme under Indoco Remedies Limited Employee Stock Option Plan- 2022. The Company has created Indoco Employees Welfare Trust for implementation of Indoco Remedies Limited Employee Stock Option Plan- 2022.

The options issued under the above scheme vest in a phased manner. During the year 1,03,000 options have been granted by the Company under the above aforesaid Equity based incentive scheme to the employees of the Company.

| Particulars                              | ESOP Plan 2022 |            |            |            |
|--|----------------|------------|------------|------------|
|  | Options        |            | RSUs       |            |
| Date of Grant                            | 24/01/2023     | 29/03/2024 | 24/01/2023 | 29/03/2024 |
| Number of Options Granted                | 2,95,500       | 90,000     | 75,000     | 13,000     |
| Underlying Price (₹)                     | 404.75         | 328.65     | 404.75     | 328.65     |
| Exercise Price per option (₹)            | 307.00         | 307.00     | 2.00       | 2.00       |
| Weighted Average Compensation Price (₹)* | 202.30         | 127.45     | 397.86     | 322.25     |

\* Fair value calculated based on Black & Scholes option pricing model.

| Grant Date          | Expiry Date | Exercise Period                     | % of ESOPs to be vested | Number of Options to be Vested | Number of RSUs to be Vested |
|---------------------|-------------|-------------------------------------|-------------------------|--------------------------------|-----------------------------|
| 24/01/2023          | 24/01/2024  | 1 year from Respective Vesting Date | 10%                     | 29,550                         | 7,500                       |
| 24/01/2023          | 24/01/2025  | 1 year from Respective Vesting Date | 20%                     | 59,100                         | 15,000                      |
| 24/01/2023          | 24/01/2026  | 1 year from Respective Vesting Date | 30%                     | 88,650                         | 22,500                      |
| 24/01/2023          | 24/01/2027  | 1 year from Respective Vesting Date | 40%                     | 1,18,200                       | 30,000                      |
| 29/03/2024          | 28/03/2025  | 1 year from Respective Vesting Date | 10%                     | 9,000                          | 1,300                       |
| 29/03/2024          | 28/03/2026  | 1 year from Respective Vesting Date | 20%                     | 18,000                         | 2,600                       |
| 29/03/2024          | 28/03/2027  | 1 year from Respective Vesting Date | 30%                     | 27,000                         | 3,900                       |
| 29/03/2024          | 28/03/2028  | 1 year from Respective Vesting Date | 40%                     | 36,000                         | 5,200                       |
| <b>Total, ESOPs</b> |             |                                     |                         | <b>3,85,500</b>                | <b>88,000</b>               |

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**Note 45 : Share Based Payment Plan (ESOP) : Contd.**

(i) Summary of Stock Options are as follows :

| Particulars   | Stock Options Plan 2022 |          |
|---|-------------------------|----------|
|   | 2023-24                 | 2022-23  |
| Option outstanding at the beginning of the year (Nos) | 2,95,500                | –        |
| Granted during the year (Nos)                         | 90,000                  | 2,95,500 |
| Excercised during the year (Nos) (refer note below)   | (25,150)                | –        |
| Lapsed/Cancelled during the year (Nos)                | (44,000)                | –        |
| Option outstanding at the end of the year (Nos)       | 3,16,350                | 2,95,500 |

**B) Restricted Stock Units (RSUs)**

(i) Summary of Restricted Stock Units are as follows :

| Particulars   | RSUs Plan 2022 |         |
|---|----------------|---------|
|   | 2023-24        | 2022-23 |
| Option outstanding at the beginning of the year (Nos) | 75,000         | –       |
| Granted during the year (Nos)                         | 13,000         | 75,000  |
| Excercised during the year (Nos) (refer note below)   | (6,700)        | –       |
| Lapsed during the year (Nos)                          | (8,000)        | –       |
| Option outstanding at the end of the year (Nos)       | 73,300         | 75,000  |

Note : The Nomination and Remuneration Committee of the Company, in its meeting held on March 29, 2024 has approved the allotment of 31,850 equity shares of face value of ₹ 2/- each to the Indoco Employees Welfare Trust ("ESOP Trust") under Indoco Remedies Limited Employee Stock Option Plan – 2022 ("Plan"). The shares allotted to the ESOP Trust shall be allocated/ transferred to the Eligible Employees upon Exercise of Options and RSUs.

**C) Expense arising from share based payment transactions :**

Expenses arising from share based transactions recognised in profit and loss as part of employee benefit expenses were as follows :

(₹ In Lakhs)

| Particulars                | 2023-24       | 2022-23      |
|----------------------------|---------------|--------------|
| Employee Stock Option Plan | 287.96        | 65.75        |
| <b>Total</b>               | <b>287.96</b> | <b>65.75</b> |

**Note 46 : Additional information, as required under Schedule III to the Companies Act 2013, of enterprises consolidated as Subsidiary/Associates.**

| Name of the entity in the Group                        | Net Assets, i.e. total assets minus total liabilities |                    | Share in Profit or loss             |                 | Share in other comprehensive income             |              | Share in total comprehensive income |                 |
|--|---|--------------------|-------------------------------------|-----------------|---|--------------|-------------------------------------|-----------------|
|  | As % of consolidated net assets                       | Amount             | As % of consolidated profit or loss | Amount          | As % of consolidated other comprehensive income | Amount       | As % of total comprehensive income  | Amount          |
| <b>Parent</b>  |   |                    |                                     |                 |   |              |                                     |                 |
| Indoco Remedies Ltd.                                   | 101.45%   | 1,12,661.73        | 120.25%                             | 11,664.07       | 13.53%  | 3.64         | 119.95%                             | 11,667.71       |
| <b>Subsidiaries</b>                                    |   |                    |                                     |                 |   |              |                                     |                 |
| <b>Indian</b>  |   |                    |                                     |                 |   |              |                                     |                 |
| Xtend Industrial Designers & Engineers Pvt. Ltd.       | 0.44%   | 485.71             | 1.23%                               | 119.73          | 0.00%   | –            | 1.23%                               | 119.73          |
| Warren Remedies Private Limited                        | 0.54%   | 604.40             | -9.23%                              | (895.60)        | 0.00%   | –            | -9.21%                              | (895.60)        |
| <b>Foreign</b>   |   |                    |                                     |                 |   |              |                                     |                 |
| Indoco Remedies Czech s.r.o.                           | 0.00%   | (0.10)             | 0.00%                               | (0.01)          | 0.22%   | 0.06         | 0.00%                               | 0.05            |
| Indoco Remedies UK Ltd.                                | 0.00%   | 0.11               | 0.00%                               | –               | 0.00%   | –            | 0.00%                               | –               |
| FPP Holding Company, LLC                               | 0.38%   | 420.84             | -10.01%                             | (970.87)        | 86.25%  | 23.20        | -9.74%                              | (947.67)        |
| Inter Company Elimination and Consolidation Adjustment | -2.81%  | (3,123.03)         | -2.24%                              | (216.94)        | 0.00%   | –            | -2.23%                              | (216.94)        |
| <b>Total</b>   | <b>100.00%</b>  | <b>1,11,049.66</b> | <b>100.00%</b>                      | <b>9,700.38</b> | <b>100.00%</b>                                  | <b>26.90</b> | <b>100.00%</b>                      | <b>9,727.28</b> |

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**Note 47 : Events occurring after the reporting period**

**Other events**

Refer to note 43(b) for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

**Note 48 : Earnings Per Share**

| Particulars  | Apr'23-Mar'24      | Apr'22-Mar'23    |
|--|--------------------|------------------|
| Total Operations   |                    |                  |
| Net Profit / (Loss) for the year                               | <b>9,700.38</b>    | <b>14,225.15</b> |
| <b>Basic</b>   |                    |                  |
| Weighted average numbers of equity shares                      | <b>9,21,50,616</b> | 9,21,50,355      |
| <b>Basic Earnings per share of par value ₹ 2/- per share</b>   | <b>10.53</b>       | <b>15.44</b>     |
| <b>Diluted</b>   |                    |                  |
| Weighted average numbers of equity shares                      | <b>9,21,50,616</b> | 9,21,50,355      |
| Add: Potential equity shares (ESOP)                            | <b>1,12,573</b>    | 1,06,308         |
|  | <b>9,22,63,189</b> | 9,22,56,663      |
| <b>Diluted Earnings per share of par value ₹ 2/- per share</b> | <b>10.51</b>       | <b>15.42</b>     |

**Note 49 : Relationship with Struck off Companies**

| Name of the Struck off Company                       | Nature of Transactions | Transaction during the year March 31, 2024 | Balance Outstanding as at March 31, 2024 | Relationship with the struck off company |
|--|------------------------|--|--|--|
| Ace Technologies & Packaging Systems Private Limited | Services received      | <b>18.91</b>                               | -  | Vendor                                   |

| Name of the Struck off Company                       | Nature of Transactions | Transaction during the year March 31, 2023 | Balance Outstanding as at March 31, 2023 | Relationship with the struck off company |
|--|------------------------|--|--|--|
| Ace Technologies & Packaging Systems Private Limited | Services received      | 3.60                                       | (16.62)                                  | Vendor                                   |

**Note 50 : Goodwill**

Movement in Goodwill during the year ended :

| Particulars  | March 31, 2024  | March 31, 2023 |
|--|-----------------|----------------|
| Opening Balance  | <b>9.00</b>     | 9.00           |
| Adjustment on account of Business Combinations (refer note 51) | <b>2,143.12</b> | -              |
| <b>Closing Balance</b>   | <b>2,152.12</b> | <b>9.00</b>    |

Notes :

- i) Refer accounting policy in note 2(h)
- ii) For impairment testing, goodwill is allocated to the CGUs which represents the lowest level within the group at which goodwill is monitored for internal management purposes. The Group's goodwill on consolidation is tested for impairment annually if there are indications that goodwill might be impaired. During the year, the testing did not result in any impairment in the carrying amount of goodwill.

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**Note 51 : Business Combination**

**Acquisition of FPP Holding Company, LLC**

The Holding Company i.e. Indoco Remedies Ltd. has acquired 85% equity stake in FPP Holding Company, LLC ("FPP Holding") a company registered in Delaware, USA on 05th June, 2023 from Contract Pharmacal Corp for the aggregate consideration of USD 4 Million, thereby it becoming the subsidiary of the Company. Consequent to this acquisition, Florida Pharmaceutical Products, LLC, ("FPP") a wholly owned subsidiary of FPP Holding has become a step down subsidiary of the Company. FPP Holding through FPP is engaged in the business of distribution and marketing of the pharmaceutical products in USA.

The acquisition has been accounted for using the acquisition accounting method under Ind AS 103 - Business Combinations. All identified assets acquired and liabilities assumed on the date of acquisition were recorded at their fair value.

**A. Consideration transferred**

The following table summarises the acquisition date fair values of each major class of consideration transferred.

| <i>Particulars</i>          | <i>Amount</i>   |
|-----------------------------|-----------------|
| Cash                        | 3,306.34        |
| <b>Total, Consideration</b> | <b>3,306.34</b> |

**B. Identifiable assets acquired and liabilities assumed**

The fair values of the identifiable assets and liabilities of FPP Holding Company, LLC as at the date of acquisition were :

| <i>Particulars</i>                             | <i>Amount</i>   |
|--|-----------------|
| Property, Plant and Equipment                  | 4.49            |
| Intangible Assets                              | 330.68          |
| Inventories                                    | 771.88          |
| Financial Assets                               | 1,891.28        |
| Other Assets                                   | 226.14          |
| <b>Total, Assets</b>                           | <b>3,224.47</b> |
| Financial Liabilities                          | 1,856.00        |
| <b>Total, Liabilities</b>                      | <b>1,856.00</b> |
| <b>Total, Net identifiable assets acquired</b> | <b>1,368.47</b> |

The gross contractual value and fair value of trade receivables as at the date of acquisition amounted to ₹ 1,482.14 lakhs which is expected to be fully recoverable.

**C. Goodwill**

Goodwill of ₹ 2,143.12 lakhs was recognized upon acquisition, which primarily can be attributable to the synergies expected to be achieved from integrating FPP Holding Company, LLC into the group's existing business and the value of customers list and assembled workforce i.e. the value of the acquired experienced and skilled employees, who have been instrumental to the FPP's success.

None of the goodwill recognized is deductible for income tax purposes.

**D. Non-Controlling Interest**

Indoco Remedies Limited has elected to measure the non controlling interests at their proportionate share of the value in the net identifiable assets acquired.

Refer note 20b for Non-Controlling Interest share in equity.



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**Note 51 : Business Combination** *Contd.*

**E. Impact of acquisition on the results**

From the date of acquisition, FPP Holding Company, LLC contributed ₹ 3,906.80 lakhs of revenue till March 31, 2024 and ₹ 970.87 lakhs to the loss before tax till March 31, 2024, from continuing operations of Indoco Remedies Limited.

**Note 52 : Additional Regulatory Information**

| <i>S no.</i> | <i>Particulars</i>  |
|--------------|---|
| 1            | The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.  |
| 2            | The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.  |
| 3            | The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.   |
| 4            | The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: <ul style="list-style-type: none"> <li>(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or</li> <li>(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.</li> </ul>               |
| 5            | The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall: <ul style="list-style-type: none"> <li>(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or</li> <li>(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.</li> </ul> |
| 6            | The Group has no such transaction which is not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).  |
| 7            | The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.  |
| 8            | The Group has not given any loans or advances in the nature of loans to the promoters, directors, KMP's and other related parties (as defined under Companies Act 2013) either severally or jointly.  |
| 9            | The Group has not been declared as a wilful defaulter by any bank or financial institution or other lenders during the year.  |

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**Note 53 : Ratio Analysis**

| Sr No. | Ratio                                     | Numerator   | Denominator   | As at March 31, 2024 | As at March 31, 2023 | % Variance | Reason for Variance                              |
|--------|---|---|---|----------------------|----------------------|------------|--|
| 1      | Current Ratio                             | Current Assets  | Current Liabilities   | <b>1.56</b>          | 1.92                 | -18.75%    | Note a   |
| 2      | Net Debt Equity Ratio                     | Borrowings  | Total Equity  | <b>0.59</b>          | 0.31                 | 90.32%     | Variance is mainly due to increase in borrowings |
| 3      | Debt Service Coverage Ratio               | Earnings for debt service = Net Profit before tax + Depreciation and Amortisation + Finance Cost + Loss/(Gain) on sale of asset                       | Debt Service = Interest Paid + Principal repayments of long term borrowings + Principal repayments of Lease Obligations | <b>0.56</b>          | 1.22                 | -54.10%    | Additional Loan is availed in Current Year       |
| 4      | Return on Equity (%)                      | Net Profit after taxes  | Average Total Equity  | <b>9.07</b>          | 14.72                | -38.38%    | Loss due to lower sales and margin thereon       |
| 5      | Inventory Turnover ratio (in days)        | Average Inventory   | Sale of Product in days   | <b>71</b>            | 74                   | -4.05%     | Note a   |
| 6      | Trade Receivable Turnover ratio (in days) | Average Trade Receivables   | Revenue from Operations (excluding Other Operating Income)  | <b>77</b>            | 72                   | 6.94%      | Note a   |
| 7      | Trade Payable Turnover ratio (in days)    | Average Trade Payables  | Expenses=Total Expenses - Finance Cost - Depreciation and Amortisation expense - Employee Benefit expenses              | <b>42</b>            | 44                   | -4.55%     | Note a   |
| 8      | Net Capital Turnover ratio (in days)      | Average Working Capital [Working capital: Current assets - Current liabilities] [Current liabilities: Total current liabilities - Current maturities] | Revenue from Operations (excluding Other Operating Income)  | <b>85</b>            | 93                   | -8.60%     | Note a   |
| 9      | Net Profit ratio (%)                      | Net Profit  | Revenue from Operations (excluding Other Operating Income)  | <b>5.42</b>          | 8.67                 | -37.49%    | Same reason as (4) above                         |
| 10     | Return on Capital Employed (%)            | Earnings before Finance Cost and Taxes (EBIT)   | Total Assets - Current Liabilities  | <b>5.63</b>          | 13.60                | -58.60%    | Same reason as (4) above                         |

**Note :**

a. In respect of aforesaid mentioned ratios, there is no significant change (25% or more) in FY 2023-24 in comparison to FY 2022-23.

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**Note 54 : FINANCIAL RISK MANAGEMENT**

**Financial risk management objectives and policies**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Audit Committee of the Board of Director.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a Finance department, which evaluates and exercises independent control over the entire process of market risk management. The Finance department recommends the risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department includes the management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

**Market Risk- Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, Finance department performs a comprehensive corporate interest rate risk management policy by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

**Exposure to interest rate risk**

(₹ In lakhs)

| Particulars  | As at 31.03.2024 | As at 31.03.2023 |
|--|------------------|------------------|
| Short Term Borrowings  | 25,717.93        | 11,863.47        |
| Long Term Borrowings   | 39,796.92        | 19,586.98        |
| Total Borrowings   | 65,514.85        | 31,450.45        |
| % of Borrowings out of above bearing variable rate of Interest | 100.00%          | 100.00%          |

**Interest Rate Sensitivity**

**A change of 50 bps in interest rates would have following impact on Profit before Tax**

(₹ In lakhs)

| Particulars   | 2023-24  | 2022-23 |
|---|----------|---------|
| 50 BPS increase would decrease the Profit before Tax by   | 329.25   | 59.32   |
| 50 BPS decrease would (increase) the Profit before Tax by | (329.25) | (59.32) |

**Market Risk- Foreign currency risk.**

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to USD, EURO, GBP and AUD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR).

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**Note 54 : FINANCIAL RISK MANAGEMENT : Contd.**

The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The company risk management policy is to hedge forecasted foreign currency sales for the subsequent 24 to 60 months. As per the risk management policy, foreign exchange forward contracts are taken to hedge forecasted sales.

The company also imports certain materials and Capital Goods which are denominated in USD, EURO, GBP, CHF, JPY, CNY which exposes the company to foreign currency risk to minimise the risk of imports, the company naturally hedges its imports.

The spot component of forward contracts is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points.

**Derivative instruments and unhedged foreign currency exposure**

**(a) Derivative outstanding as at the reporting date**

(Foreign currency In lakhs)

| Particulars                            | As at March 31, 2024 |          | As at March 31, 2023 |        |
|--|----------------------|----------|----------------------|--------|
|  | Currency             | Currency | Currency             | Amount |
| Forward Contract to Sell USD           | USD                  | 192.00   | USD                  | 257.24 |
| Forward Contract to Buy USD            | USD                  | –        | USD                  | –      |
| Forward Contract to Sell EURO          | EURO                 | 162.24   | EURO                 | 102.25 |
| Forward Contract to Buy EURO           | EURO                 | –        | EURO                 | –      |
| Forward Contract to Sell GBP           | GBP                  | 138.25   | GBP                  | 211.72 |
| Forward Contract to BUY GBP            | GBP                  | –        | GBP                  | –      |
| Swaps                                  |                      |          |                      |        |
| FCNR ( B)                              | USD                  | –        | USD                  | –      |
| ECB                                    | USD                  | –        | USD                  | –      |
| ECB                                    | GBP                  | –        | GBP                  | –      |
| ECB                                    | EURO                 | –        | EURO                 | 5.63   |
| Call spread options (Against ECB loan) | EURO                 | 100.00   | EURO                 | –      |

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

**(b) Particulars of foreign currency exposures as at the reporting date**

As at March 31, 2024

(Foreign currency in lakhs)

| Particulars                          | USD    | EURO   | GBP   | AUD | CAD  |
|--------------------------------------|--------|--------|-------|-----|------|
| Trade Receivables                    | 200.10 | 100.41 | 67.01 | –   | –    |
| Trade Payables                       | 17.55  | 102.74 | 0.19  | –   | 0.01 |
| Loans Taken - Short Term & long Term | –      | 100.00 | –     | –   | –    |
| Cash & Bank Balances                 | –      | –      | –     | –   | –    |

As at March 31, 2023

(Foreign currency in lakhs)

| Particulars                          | USD    | EURO  | GBP   | AUD  | CAD  |
|--------------------------------------|--------|-------|-------|------|------|
| Trade Receivables                    | 166.21 | 93.69 | 64.03 | –    | –    |
| Trade Payables                       | 14.54  | 0.69  | 0.70  | 0.66 | 0.02 |
| Loans Taken - Short Term & long Term | –      | 5.63  | –     | –    | –    |
| Cash & Bank Balances                 | –      | –     | –     | –    | –    |

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**Note 54 : FINANCIAL RISK MANAGEMENT : Contd.**

**(c) Foreign Currency Risk Sensitivity**

A change of 5% in foreign currency would have following Impact on Profit before Tax (₹ In lakhs)

| Particulars                             | 2023-24      |              | 2022-23      |              |
|---|--------------|--------------|--------------|--------------|
|   | 5 % increase | 5 % Decrease | 5 % increase | 5 % Decrease |
| USD                                     | (47.35)      | 47.35        | (433.84)     | 433.84       |
| EURO                                    | (768.47)     | 768.47       | (62.69)      | 62.69        |
| GBP                                     | (380.24)     | 380.24       | (798.34)     | 798.34       |
| CHF                                     | –            | –            | (2.97)       | 2.97         |
| CAD                                     | –            | –            | (0.05)       | 0.05         |
| Increase / (Decrease) in profit or loss | (1,196.06)   | 1,196.06     | (1,297.89)   | 1,297.89     |

**Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customer and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forward looking information such as:

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increase in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of Profit and Loss.

The Company measures the expected credit loss of trade receivables and loans from individual customers based on historical trends, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

**Ageing of Account receivables**

(₹ In lakhs)

| Particulars        | As at March 31, '24 | As at March 31, '23 |
|--------------------|---------------------|---------------------|
| Not due            | 23,888.09           | 24,478.98           |
| 0-3 Months         | 11,451.67           | 6,399.86            |
| 3 - 6 Months       | 2,466.21            | 1,102.68            |
| 6 Months and above | 6,017.65            | 6,301.01            |
| <b>Total</b>       | <b>43,823.62</b>    | <b>38,282.52</b>    |

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**Note 54 : FINANCIAL RISK MANAGEMENT : Contd.**

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

**Movement in provisions of doubtful debts**

(₹ In lakhs)

| Particulars                      | As at March 31, '24 | As at March 31, '23 |
|----------------------------------|---------------------|---------------------|
| Opening Provision                | 3,188.48            | 1,633.67            |
| Add :- Additional provision made | 803.94              | 1,559.66            |
| Less :- Provision written off    | 789.11              | 4.85                |
| Less :- Provision reversed       | –                   | –                   |
| Closing Provisions               | 3,203.31            | 3,188.48            |

**Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

**(i) Financing arrangements**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ In lakhs)

| Floating Rate (Undrawn Borrowings)                          | As at March 31, '24 | As at March 31, '23 |
|---|---------------------|---------------------|
| Expiring within one year (Cash Credit and other facilities) | 17,952.91           | 26,102.90           |
| Expiring beyond one year (bank loans)                       | 8,337.33            | –                   |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR. The amount is arrived at based on the Sanctioned Limits by the Banks and the same is subject to change based on the Maximum Permissible Bank Finance (MPBF) and Drawing Power.

**(ii) Maturity patterns of Borrowings**

(₹ In lakhs)

|   | As at March 31, '24 |                  |                 |                  | As at March 31, '23 |                  |               |                  |
|---|---------------------|------------------|-----------------|------------------|---------------------|------------------|---------------|------------------|
|   | 0-1 Year            | 1-5 Year         | > 5 year        | Total            | 0-1 Year            | 1-5 Year         | > 5 year      | Total            |
| Long term borrowings (Including current maturity of long term debt) | 4,624.25            | 32,616.03        | 2,556.64        | 39,796.92        | 5,236.98            | 13,500.00        | 850.00        | 19,586.98        |
| Short term borrowings   | 25,717.93           | –                | –               | 25,717.93        | 11,863.47           | –                | –             | 11,863.47        |
| <b>Total</b>  | <b>30,342.18</b>    | <b>32,616.03</b> | <b>2,556.64</b> | <b>65,514.85</b> | <b>17,100.45</b>    | <b>13,500.00</b> | <b>850.00</b> | <b>31,450.45</b> |

**Notes (Consolidated)**  
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**Note 54 : FINANCIAL RISK MANAGEMENT : Contd.**

**(iii) Maturity patterns of lease liability**

(₹ in lakhs)

| Particulars                   | As at March 31, '24 |               |                 |                 | As at March 31, '23 |              |                 |                 |
|-------------------------------|---------------------|---------------|-----------------|-----------------|---------------------|--------------|-----------------|-----------------|
|                               | months 0-3          | months 3-6    | beyond 6 months | Total           | months 0-3          | months 3-6   | beyond 6 months | Total           |
| Lease Liabilities-Non Current | –                   | –             | 1,240.55        | 1,240.55        | –                   | –            | 1,503.68        | 1,503.68        |
| Lease Liabilities-Current     | 106.17              | 108.27        | 225.49          | 439.93          | 84.58               | 79.17        | 167.19          | 330.94          |
| <b>Total</b>                  | <b>106.17</b>       | <b>108.27</b> | <b>1,466.04</b> | <b>1,680.48</b> | <b>84.58</b>        | <b>79.17</b> | <b>1,670.87</b> | <b>1,834.62</b> |

**(iv) Maturity Patterns of other Financial Liabilities**

(₹ In lakhs)

| As at March 31, '24                 | 0-3 Months       | 3-6 Months      | Beyond 6 Months | Total            |
|-------------------------------------|------------------|-----------------|-----------------|------------------|
| Trade Payable                       | 8,836.41         | 3,164.44        | 3,363.38        | 15,364.23        |
| Other Financial liability (Current) | 3,682.30         | 589.72          | 4,530.55        | 8,802.57         |
| <b>Total</b>                        | <b>12,518.71</b> | <b>3,754.16</b> | <b>7,893.93</b> | <b>24,166.80</b> |

(₹ In lakhs)

| As at March 31, '23                 | 0-3 Months       | 3-6 Months      | Beyond 6 Months | Total            |
|-------------------------------------|------------------|-----------------|-----------------|------------------|
| Trade Payable                       | 11,777.71        | 659.93          | (92.10)         | 12,345.54        |
| Other Financial liability (Current) | 1,944.54         | 1,085.60        | 2,727.81        | 5,757.95         |
| <b>Total</b>                        | <b>13,722.25</b> | <b>1,745.53</b> | <b>2,635.71</b> | <b>18,103.49</b> |

**Note 55**

Contingent Liabilities not provided for:

(₹ In lakhs)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| A) Matters under dispute   |                      |                      |
| i) Income Tax (₹ 59.67 lakhs has been paid as pre-deposit Previous year ₹ 7.63 lakhs)*                 | 386.47               | 1,899.29             |
| ii) Sales Tax (₹ 8.02 lakhs has been paid under protest / settlement, Previous year ₹ 696.52 lakhs) ** | 62.36                | 1,034.09             |
| iii) Excise / Service Tax (₹ 79.65 lakhs has been paid as pre-deposit Previous Year ₹ 82.08 Lakhs)***  | 655.00               | 656.80               |
| iv) GST (₹ 156.99 lakhs has been paid as pre-deposit Previous Year ₹ 0.45 Lakhs)****                   | 3,080.73             | 522.94               |
| v) Labour Law Matter   | 50.00                | 50.00                |
| B) Bank Guarantees   | 1,295.52             | 485.97               |
| C) Letters of Credit   | 2,355.88             | 404.89               |
| D) Estimated amount of contracts remaining to be executed  | 8,819.57             | 3,871.89             |

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

Note 55 : *Contd.*

**Legal Case –**

- a) MR's / Petitioners have filed a defamation suit against the company under Section 38 / Section 40 of the Specific Relief Act 1963 and the matter is pending before civil court of Jalandhar jurisdiction for ₹ 5 Lakhs each. Total Contingent liability against the suit is ₹ 20 Lakhs (Previous Year - ₹ 20 Lakhs).
- b) Chartered of Demand (COD) case filed by Union FMRAI (Federation of Medical and Sales Representatives of India) for revision of field employee's salary which is pending since 2012 in Industrial Tribunal Mumbai in case bearing no. ITR No. 2 of 2012 FMRAI V/s Indoco Remedies Limited, Mumbai. Total Contingent liability against the suit is ₹ 30 Lakhs (Previous Year - ₹ 30 Lakhs).

**\* Income Tax demand comprises of**

- a) ₹ 5.98 lakhs (Previous year - ₹ 5.98 lakhs) appearing as TDS defaults on account of short Deduction / Short Payment & Interest thereon etc. of various assessment years.
- b) ₹ 82.15 lakhs (Previous year - ₹ 1,855.19 lakhs) demand issued by AO on account of Regular Assessment u/s 143(3) for AY 2018-19. The Company has preferred the appeal against the aggrieved demand order before CIT(A) which is yet to be heard. Meanwhile the Company has also applied for rectification u/s 154. The Company received rectification order u/s 154 and tax demand reduced to ₹ 82.14 Lakhs due to correct calculation of book profit u/s 115Jb and allowing MAT credit u/s 115JAA.
- c) ₹ 38.12 lakhs (Previous year - ₹ 38.12 lakhs) demand issued by AO on account of proceedings u/s 201(1) / 201(1A) of the Income tax Act for AY 2019-20. The Company has preferred the appeal against the aggrieved demand order before CIT(A) which is yet to be heard.
- d) ₹ 260.22 lakhs (Previous year - ₹ NIL) demand issued by AO on account of Regular Assessment u/s 143(3) for AY 2022-23. The Company has preferred the appeal against the aggrieved demand order before CIT(A) which is yet to be heard.

**\*\* Sales Tax demand comprises of**

(l) Telangana Sales Tax:-

- a) ₹ NIL (Previous year - ₹ 189.81 lakhs) demand pertaining to classification dispute under Andhra Pradesh VAT Act for the period April 2005 to March 2009. The Company has filed an appeal before High Court which is yet to be heard.
- b) ₹ NIL (Previous year - ₹ 619.19 lakhs) demand (including penalty) pertaining to classification dispute under Andhra Pradesh VAT Act for the period April 2009 to December 2013. The Company has filed an appeal before Telangana VAT Appellate Tribunal Hyderabad which is yet to be heard.
- c) ₹ NIL (Previous year - ₹ 96.86 lakhs) is penalty imposed on demand of April 2009 to October 2012 under Andhra Pradesh VAT Act for classification dispute. The Company has filed an appeal before Appellate Deputy Commissioner (CT), Hyderabad Rural Division which is yet to be heard.
- d) ₹ NIL (Previous year - ₹ 59.88 lakhs) demand pertaining to classification dispute under Telangana VAT Act for the period Jan 2014 to June 2017. The Company has filed an appeal before Appellate Deputy Commissioner (CT), Hyderabad Rural Division which is yet to be heard.
- e) ₹ NIL (Previous year - ₹ 5.99 lakhs) is penalty imposed on demand pertaining to classification dispute under Telangana VAT Act for the period Jan 2014 to June 2017. The Company has filed an appeal before Deputy Commissioner (CT), Saroornagar Division, Hyderabad which is yet to be heard.

The Company has applied for One Time Settlement (OTS) Scheme 2022 as per the Amnesty Scheme declared by Government of Telangana for the above mentioned disputed Commercial Taxes pending at various forums.



**Notes (Consolidated)**  
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**Note 55 : Contd.**

As per the Scheme, 50% of balance outstanding taxes will be collected while remaining 50% of demand will be waived off. The Interest & penalty shall be waived off for the dealers availing the scheme. No refunds shall be given under the scheme. As per the Letter of Acceptance of Application of OTS in Form 4, We have paid settlement amount during FY 2022-23. The Final Settlement Order is received and in view of the above settlement payment, pending cases are stated to be withdrawn and arrears are settled as per the Final Settlement Order.

(II) Vijayawada A.P.Sales Tax :-

- f) ₹ 12.83 lakhs (Previous year – ₹ 12.83 lakhs) in respect of order from Asst. Commissioner (CT) Audit, Vijayawada for classification dispute for the period June 2014 to March 2016. The Company has preferred an appeal before Appellate Deputy Commissioner (CT), Vijayawada which was dismissed. The Company preferred appeal to AP VAT Appellate Tribunal Vishakhapatnam which is yet to be heard.
- g) ₹ 3.21 lakhs (Previous year – ₹ 3.21 lakhs) is penalty imposed on demand pertaining to order from Asst. Commissioner (CT) Audit, Vijaywada for classification dispute for the period June 2014 to March 2016. The Company has preferred an appeal before Appellate Deputy Commissioner (CT), Vijaywada which was dismissed. The Company preferred appeal to AP VAT Appellate Tribunal Vishakhapatnam which is yet to be heard.

(III) Goa Sales Tax :-

- h) ₹ 46.32 lakhs (Previous year – ₹ 46.32 lakhs) as the amount of demand (including penalty) raised by sales tax officer for Financial Year 2007-08, 2009-10 and 2013-14 on account of input credit of entry tax. The Company has filed appeal before Asst. Commissioner of Commercial Taxes, who has set aside the previous order and directed Assessing Officer for Re-assessment.

**\*\*\* Excise tax demand comprises of**

- a) Company appeal is pending before CESTAT for wrong availment of notification on exempted goods ₹ 0.66 lakhs (Previous year – ₹ 0.66 lakhs).
- b) Appeal pending before Divisional Dy. Commissioner, Boisar for classification dispute ₹ 5.04 lakhs (Previous year – ₹ 5.04 lakhs).
- c) CENVAT credit on input service ₹ NIL (Previous year – ₹ NIL), appeal pending before CESTAT, Mumbai.
- d) Company appeal is pending before Divisional Dy. Commissioner, Mumbai for wrong availment of CENVAT credit ₹ 0.79 lakhs (Previous year – ₹ 0.79 lakhs).
- e) Central excise department is in appeal before Supreme Court for Differential duty on intermixture of vitamins / minerals amounting to ₹ 2.91 lakhs (Previous year – ₹ 2.91 lakhs).
- f) CENVAT credit on input service ₹ 494.42 lakhs (Previous year – ₹ 494.42 lakhs), appeal pending before CESTAT, Mumbai.
- g) Company appeal is pending before CESTAT for CENVAT credit availment on physician sample amounting to ₹ 0.20 lakhs (Previous year – ₹ 0.20 lakhs).
- h) Central excise department is in appeal at Supreme Court for valuation of physician sample ₹ 11.20 lakhs (Previous year – ₹ 11.20 lakhs).
- i) ₹ 139.78 lakhs (Previous year – ₹ 139.78 lakhs) pending before CESTAT, Mumbai for Exempted product- Allopurinol Value Based Duty Reversal.

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
(All amounts in INR lakhs, unless otherwise stated)

**Note 55 : Contd.**

**\*\*\*\* GST demand comprises of**

- The Company received Order under section 73 from Office of the Dy. Comm. of State Tax for tax period 2017-18 of ₹.4.99 lakhs ( Previous year - ₹ 4.99 lakhs ). The Company has preferred the appeal against the aggrieved demand order before Appellate Authority which is yet to be heard.
- The Company received Order from Appellate Authority which is in favour of the Company. The Company has preferred appeal earlier against the Order passed under section 73 from Office of the Additional CT & GST Officer and Cuttack - I City Circle, Cuttack, Odisha for tax period 2020-21 of ₹ 2.03 lakhs. Pre-deposit of tax against appeal received during the year and demand deleted. Hence, current year demand reduced to ₹ NIL ( Previous Year ₹ 2.03 lakhs)
- To regularise the Transitional ITC availed through GSTR-3B, The Company has file Revised Tran-1 Return as per the directions issued by Hon'ble Supreme Court vide Order Dated 22.07.2022 in the matter of Union Bank of India Vs. Filco Trade Centre Pvt.Ltd. SLP (C) No. 32709-32710 / 2018. The Company has received state wise orders in this case for rejection of revise Tran-1 credit. Details are as under:-

| Sr. No. | GSTIN           | Location         | Tran-1 Credit Rejected (₹ in lakhs) | Order date |
|---------|-----------------|------------------|-------------------------------------|------------|
| 1       | 02AAACI0380C1ZF | Himachal Pradesh | 213.09                              | 22.02.2023 |
| 2       | 24AAACI0380C1Z9 | Gujarat          | 12.61                               | 27.02.2023 |
| 3       | 27AAACI0380C1Z3 | Maharashtra      | 126.11                              | 22.02.2023 |
| 4       | 30AAACI0380C1ZG | Goa              | 162.06                              | 23.02.2023 |
| 5       | 36AAACI0380C1Z4 | Telangana        | 2.37                                | 22.02.2023 |
|         | <b>Total</b>    |                  | <b>516.24</b>                       |            |

The Company is in process of filing appeal in the above mentioned orders at respective state Appellate Authorities against rejection of revised Tran-1 Credit.

- The Company received Order Dt. October 31, 2023 from the Office of the Jt. Commissioner CGST and Central Excise Mumbai East Commissionerate under section 73(1) of CGST Act, 2017 of ₹ 631.75 lakhs (₹ 574.32 lakhs + Interest ₹ 57.43 lakhs) ( Previous year - ₹ NIL ) for wrong availment of Tran-1 Credit. The Company has distributed this Tran-1 Credit to its various units registered under different states. The Company has also received adverse order in those states also and demand order was issued by State GST authorities for availment of Tran-1 credit (as mentioned in para c above). Hence this is duplicate addition by Central as well as by State GST authorities for the same issue of availment of Tran-1 credit. The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- The Company received Order Dt. November 29, 2023 from the Office of the Joint Commissioner, GST & CX, Mumbai East under section 73(1) of CGST Act, 2017 of ₹ 75.37 lakhs (Interest ₹ 32.40 lakhs + Penalty ₹ 42.97 lakhs) (Previous year - ₹ NIL) for the period from July 2018 to January 2019 during which the Company has availed excess ITC as per Order. The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- The Company received SCN from Office of the Dy. Commissioner of State Tax, Patna, Bihar of ₹ 2.93 lakhs (Previous year - ₹ NIL). The assessment is under progress.
- The Company received Order from Office of the Assistant Commissioner LGSTO 062- Bengaluru, Karnataka of ₹ 0.75 lakhs (Previous year - ₹ NIL). The Company has preferred appeal against the aggrieved demand order before Appellate Authority which is pending.

**Notes (Consolidated)**  
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**Note 55 : Contd.**

- h) The Company received Order from Office of the Deputy Commissioner of State Tax Mumbai Maharashtra of ₹ 263.21 lakhs (Previous year - ₹ NIL) including interest for the year 2018-19. The Company has received adverse order for the same issue of Tran-1 credit which is mentioned in Para c and Para d above. Hence this is duplicate addition by Central as well as by State GST authorities for the same issue of availment of Tran-1 credit. The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- i) The Company received Order from Office of the Dy Commissioner Dehradun Uttarakhand of ₹ 1.50 lakhs (Previous year - ₹ NIL). The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.
- j) The Company received Order from Office of the Commissioner, Goa of ₹ 1,584.31 lakhs (Previous year - ₹ NIL). The Company has preferred an appeal against the aggrieved demand order before Appellate Authority which is pending.

**Note 56**

**Assets Pledged As Security**

The carrying amount of assets pledged as security for current and non-current borrowings are:

| Particulars   | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| <b>Current Assets</b>                               |                      |                      |
| <b>Financial Assets</b>                             |                      |                      |
| Floating Charge                                     |                      |                      |
| Receivables   | 41,058.45            | 35,094.04            |
| Margin Money against L/c                            | 940.63               | 211.89               |
| <b>Non Financial Assets</b>                         |                      |                      |
| Floating Charge                                     |                      |                      |
| Inventories   | 31,041.85            | 32,598.55            |
| <b>Total Current Assets Pledged as security</b>     | <b>73,040.93</b>     | <b>67,904.48</b>     |
| <b>Non Current Assets</b>                           |                      |                      |
| First Charge  |                      |                      |
| Land & Building                                     | 18,250.24            | 11,389.22            |
| Furniture, fittings and equipment                   | 1,880.12             | 1,112.52             |
| Plant and machinery                                 | 36,642.25            | 30,590.04            |
| Others  | 7,365.02             | 3,740.16             |
| <b>Total non-current assets Pledged as security</b> | <b>64,137.63</b>     | <b>46,831.94</b>     |
| <b>Total Assets pledged as security</b>             | <b>1,37,178.56</b>   | <b>1,14,736.42</b>   |

**Notes (Consolidated)**  
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**Note 57**

**Related Party Disclosure as required by Ind AS 24**

**I. Related Parties**

|     |  |   |
|-----|--|---|
| (A) | Enterprises that control or are controlled by the reporting company:   |   |
|     | Holding Companies  | – |
|     | Subsidiary Companies   | – |
|     | Fellow Subsidiaries  | – |
| (B) | Associates and Joint Ventures of reporting company:  |   |
|     | Associates (Refer below note)  | – |
|     | Joint Ventures   | – |
| (C) | (i) Individuals owning and having control of the reporting company<br>Mr. Suresh G Kare, Mrs. Aruna S Kare, Ms. Aditi Panandikar, Mrs. Madhura S Kare  |   |
|     | (ii) Their relatives:<br>Dr. Milind Panandikar, Mr. Ramnath Kare, Mrs. Sudha Pai, Mrs. Pratima Vaidya, Dr. Mahika Panandikar, Mr. Rohan Ramani, Mr. Megh Panandikar  |   |
| (D) | (i) Key Management Personnel :<br>Mr. Suresh G Kare, Ms. Aditi Panandikar, Mr. Sundeep V Bambolkar, Mr. Pramod Ghorpade, Mr. Ramanathan Hariharan, Mr. Jayshankar Menon, Ms. Gina Campbell                     |   |
|     | Independent Directors: Mr. Divakar M Gavaskar, Mr. Rajiv P Kakodkar, Dr. (Ms) Vasudha V Kamat, Mr. Abhijit Y Gore<br>Non Executive Director: Dr. Anand M Nadkarni  |   |
|     | (ii) Their Relatives :<br>Mrs. Aruna S Kare, Mrs. Madhura S Kare   |   |
| (E) | Enterprises controlled by Key Management Personnel<br>SPA Holdings Pvt. Ltd., Shanteri Investments Pvt. Ltd., Indoco Capital Market Ltd., A.K. Services, Suresh Kare Indoco Foundation, Warren Generics s.r.o. |   |

**Note :** Jalansar Wind Energy Private Limited and Kanakal Wind Energy Private Limited which are associates as per the Companies Act, 2013 have not been classified as an associate as per IND AS and hence they are not considered for Consolidation.

**Notes (Consolidated)**  
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Note 57 : *Contd.*

**II. Transactions in respect of which disclosures to be made**

(₹ In lakhs)

| Particulars of transaction  |      | Enterprises that control or are controlled by reporting company | Associates and Joint Ventures of reporting company | Individuals owning and having control over the reporting company and their relatives | Key Management personnel and their relatives | Enterprises controlled by key management personnel |
|---|------|---|--|--|--|--|
|   |      | (A)   | (B)  | (C)  | (D)  | (E)  |
| Purchases or sales of goods (finished or unfinished)                  | C.Y. | -   | -  | -  | -  | -  |
|   | P.Y. | -   | -  | -  | -  | -  |
| Purchases or sales of fixed assets                                    | C.Y. | -   | -  | -  | -  | -  |
|   | P.Y. | -   | -  | -  | -  | -  |
| Rendering or receiving of services                                    | C.Y. | -   | -  | -  | -  | 117.96   |
|   | P.Y. | -   | -  | -  | -  | 131.42   |
| Agency arrangements   | C.Y. | -   | -  | -  | -  | -  |
|   | P.Y. | -   | -  | -  | -  | -  |
| Remuneration paid   | C.Y. | -   | -  | -  | 2,191.22                                     | -  |
|   | P.Y. | -   | -  | -  | 2,212.00                                     | -  |
| Sitting Fees paid   | C.Y. | -   | -  | -  | 27.20  | -  |
|   | P.Y. | -   | -  | -  | 28.00  | -  |
| Transfer of research and development                                  | C.Y. | -   | -  | -  | -  | -  |
|   | P.Y. | -   | -  | -  | -  | -  |
| License agreements  | C.Y. | -   | -  | -  | 3.00   | -  |
|   | P.Y. | -   | -  | -  | 3.00   | -  |
| Finance (including loans and equity contributions in cash or in kind) | C.Y. | -   | -  | -  | -  | -  |
|   | P.Y. | -   | -  | -  | -  | -  |
| Investments made  | C.Y. | -   | -  | -  | -  | -  |
|   | P.Y. | -   | -  | -  | -  | -  |
| Interest Income   | C.Y. | -   | -  | -  | -  | 0.75   |
|   | P.Y. | -   | -  | -  | -  | 0.70   |
| Receivable  | C.Y. | -   | -  | -  | -  | -  |
|   | P.Y. | -   | -  | -  | -  | -  |
| Payable   | C.Y. | -   | -  | -  | -  | 9.34   |
|   | P.Y. | -   | -  | -  | -  | 13.79  |

**Notes (Consolidated)**  
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(All amounts in INR lakhs, unless otherwise stated)

Note 57 : Contd.

(₹ In lakhs)

| Name of Executive Chairman / MD / JT. MD / KMP | Particulars of Remuneration  |   |   |              |              |                       |                                  | Total *         |
|--|--|---|---|--------------|--------------|-----------------------|----------------------------------|-----------------|
|  | Salary as per Provisions contained in Section 17 (1) of the Income tax Act, 1961 | Value of Perquisites under Section 17 (2) Income tax Act,1961 | Profit in Lieu of Salary under Section 17 (3) Income tax Act,1961 | Stock Option | Sweat Equity | Commission/ Incentive | Others , Please Specify – PF, SA |                 |
| Mr. Suresh G Kare (***)                        | 90.00  | 0.10  | –   | –            | –            | –                     | 7.20                             | 97.30**         |
| Ms. Aditi Panandikar                           | 524.58   | 5.40  | –   | –            | –            | 230.00                | 94.22                            | 854.20**        |
| Mr. Sundeep V Bambolkar                        | 466.25   | 5.40  | –   | –            | –            | 200.00                | 83.75                            | 755.40**        |
| Mrs. Madhura S Kare                            | 41.92  | 5.54  | –   | –            | –            | 2.44                  | 0.54                             | 50.44           |
| Mr. Pramod Ghorpade                            | 121.35   | 5.99  | –   | –            | –            | 30.00                 | 16.44                            | 173.78          |
| Mr. Ramanathan Hariharan                       | 40.27  | 2.89  | –   | –            | –            | 5.00                  | 6.59                             | 54.75           |
| Mr. Jayshankar Menon                           | 31.14  | 4.75  | –   | –            | –            | –                     | –                                | 35.89           |
| Ms. Gina Campbell                              | 169.46   | –   | –   | –            | –            | –                     | –                                | 169.46          |
| <b>Total</b>                                   | <b>1,484.97</b>  | <b>30.07</b>  | <b>–</b>  | <b>–</b>     | <b>–</b>     | <b>467.44</b>         | <b>208.74</b>                    | <b>2,191.22</b> |

\* Company contribution to Super Annuation Fund which is not considered while calculating the ceiling of Remuneration specified above under Section 198 of the Companies Act, 2013.

\*\* Members have by way of Postal Ballot, on March 7, 2019, passed a Special Resolution approving the payment of remuneration without restriction in case of no profit or inadequate profit.

\*\*\* Mr. Suresh G Kare, has ceased to be an Executive Director of the Company w.e.f. June 30, 2023. Hence the Salary of Mr. Suresh G Kare included above is only for the period of April 01, 2023 to June 30, 2023.

\*\*\*\* Shareholders of the Company passed special resolution pursuant to Regulation 17(1A) and 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on June 25, 2023 for re-appointment of Mr. Suresh G Kare as the Chairman of the Company in the capacity of Non- Executive Non-Independent Director w.e.f. July 01, 2023. Consequent to this change in designation from Executive Chairman to Non- Executive Chairman, remuneration to Mr. Suresh G Kare for the period of July 01, 2023 to March 31, 2024 consists only of sitting fees and is based on the number of meetings attended by him during the year.

**III. Transactions with related parties in ordinary course/ not in normal course/ not on an arm's length basis**

(₹ In lakhs)

| Particulars of transaction                      |      | Enterprises that control or are controlled by reporting company | Associates and Joint Ventures of reporting company | Individuals owning and having control over the reporting company and their relatives | Key Management personnel and their relatives | Enterprises controlled by key management personnel |
|---|------|---|--|--|--|--|
|   |      | (A)   | (B)  | (C)  | (D)  | (E)  |
| (i) Transactions in the ordinary course         | C.Y. | –   | –  | –  | 2,221.42                                     | 118.71   |
|   | P.Y. | –   | –  | –  | 2,243.00                                     | 132.12   |
| (ii) Transactions not in the normal course      |      | –   | –  | –  | –  | –  |
| (iii) Transactions not on an arm's length basis |      | –   | –  | –  | –  | –  |
| (iv) Justification for (iii)                    |      | –   | –  | –  | –  | –  |

**Notes (Consolidated)**  
**on financial statements for the year ended March 31, 2024**  
 (All amounts in INR lakhs, unless otherwise stated)

**Note 58**

**Expenditure on R&D**

(₹ In lakhs)

| Particulars                           | 2023-24          | 2022-23          |
|---------------------------------------|------------------|------------------|
| Building                              | 41.44            | 112.35           |
| Equipment & other capital expenditure | 848.88           | 2,027.23         |
| <b>Total Capital Expenditure</b>      | <b>890.32</b>    | <b>2,139.58</b>  |
| Revenue Expenditure                   | 9,715.74         | 8,096.98         |
| <b>Total R &amp; D Expenditure</b>    | <b>10,606.06</b> | <b>10,236.56</b> |

**Note 59**

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:

(₹ In lakhs)

|  | 2023-24  | 2022-23  |
|--|----------|----------|
| A Principal Amount & Interest due on the above.  | 4,183.94 | 1,230.31 |
| B Interest paid during the year beyond the appointed day.  | —        | —        |
| C Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.  | —        | —        |
| D Amount of interest accrued and remaining unpaid at the end of the year.  | —        | —        |
| E Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small Enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the ACT. | —        | —        |

The above information regarding Micro Enterprises and small Enterprises has been determined on the basis of information available with the Company. No interest has been accrued on delayed payments, if any.

**Note 60**

Previous year's figures have been regrouped and reclassified wherever necessary.

As per our Report of even date attached

For and on behalf of the Board of Directors

For **Gokhale & Sathe**  
 Chartered Accountants  
 Firm Registration no.: 103264W

Sd/-  
**Aditi Panandikar**  
 Managing Director  
 DIN : 00179113

Sd/-  
**Sundeep V Bambolkar**  
 Jt. Managing Director  
 DIN : 00176613

Sd/-  
**Tejas Parikh**  
 Partner  
 M. No. 123215  
 UDIN : 24123215BKBOAA7998

Sd/-  
**Pramod Ghorpade**  
 Chief Financial Officer

Sd/-  
**Ramanathan Hariharan**  
 Company Secretary & Head-Legal  
 M. No. A20593

Mumbai : May 16, 2024





## CSR

At Indoco, we believe that our success is deeply intertwined with the well-being and progress of the communities we serve. We are committed to create a positive and lasting impact on the society.

Over the past year, we have made significant strides in our mission to empower individuals and communities with significant focus on the welfare of women, children and the aged in the areas of Health, Education, Sanitation and Environment.



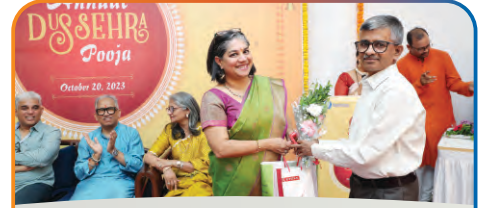
## Buzz @ Indoco



Kare Sir's birthday celebrations on 9<sup>th</sup> January, 2024



Kare Sir completes 60 glorious years of leadership at Indoco



Felicitation of Indocoites on completing 25 years of service



Felicitation of Std. X students for excellent academic performance



Ganesh festival celebrations @ AnaCipher CRO, Hyderabad



75<sup>th</sup> AIMS (Acquiring Inspiration Through Monthly Session) Meet



Navaratri celebrations @ Waluj



Christmas celebrations @ Goa



Analyst of the Year - appreciation program @ Goa II



Inspira 2024 Winner - MIME ACT Social Phobia-Phone Philia (Team F&D)



Women's Day celebrations @ Baddi



Navaratri celebrations @ Goa I



Indoco Thunderbolts - A remarkable debut in IPCL



World Nature Conservation day 2023 @ CTW, Goa



Inauguration of Quality Control Lab @ Patalganga

## Buzz @ Indoco



Team Indoco @ CPHI Barcelona, 2023



Team Indoco @ DCAT 2024



Sundeep Sir with the SriLankan team



Warren Remedies Private Limited, 100% subsidiary of Indoco Remedies Limited launches oral care products



Warren Remedies Private Limited commences commercial production of Pharmaceutical Intermediates and APIs



Indoco wins the Vibrant Goa Inspiration Award



Indoco wins the SAP ACE Award 2023 in the 'GAME CHANGER' category



Coffee with MD award winners



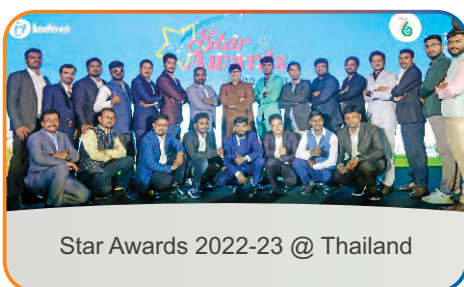
Indoco @ IDC, Kolkata



Launch of Vision division



Team Indoco @ PEDICON 2024



Star Awards 2022-23 @ Thailand



SAP SuccessFactors Launch




Hyderabad CFA celebrating Indoco's Foundation day


Safe Harbour


Statements made in this Annual Report describing the Company's objective, projections, estimates and expectations may be 'Forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied due to risks, uncertainties and inaccurate assumptions.



## Team Indoco

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+91 22 68791250

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