



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.
Voice : +91-40-2784 9700 / 2784 2602 / 2784 4557
E-mail : info@godavaridrugs.com | Website : www.godavaridrugs.com

August 05th, 2024

To
Bombay Stock Exchange
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers,
Dalal Street, Fort, Mumbai – 400 001

BSE Code: 530317

Dear Sir/Madam,

Sub: Annual Report of the Company for the financial year 2023-24 and Notice convening 36th Annual General Meeting (AGM)

Pursuant to Regulation 34 (1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of 36th Annual Report of the Company along with the Notice of 36th AGM for the Financial Year 2023-24, which is being sent through electronic mode to those Members whose email addresses are registered with Registrar and Transfer Agent.

The 36th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, 29th August, 2024 at 03.00 P.M. (IST) through through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

You are requested to take note of the same.

Thanking You,

Yours Faithfully
For Godavari Drugs Limited

Venkatesh achanta
Company Secretary & Compliance Officer

ANNUAL REPORT
2023-24



36 YEARS OF GODAVARI DRUGS

A complex background collage in a golden-yellow hue. It features a large central circular graphic resembling a microscope lens or a petri dish. Surrounding this are various scientific and medical icons: a balance scale with a flask, a conical flask, a test tube, a bar chart, a pie chart, a human silhouette, a heartbeat line, and several chemical structures. At the top, there are four circular medallions with intricate designs. The overall aesthetic is clean, professional, and futuristic.

**Crafting a
healthier
tomorrow**

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2023-24

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Message from Chairman

Dear Stakeholders,

I am delighted to present the prospects of your company for the next few years.

The financial year 2023-24 has been a challenging one for the entire pharma sector and for us as well.

The demand from the pharma sector was on the slower side with a lot of fluctuations in in the raw material prices, with the result this segment has gone through a large fluctuation in terms of both demand and prices.

However, even in the face of these challenges, I am happy to state that your company has with all the relentless efforts been almost able to sustain the top line with improved profitability. The EBIDTA improved by 31.63% and net PAT improved by 46.57% at the end of FY 2023-24.

In terms of market, we are exploring and penetrating in new markets to enhance customer base in the domestic market as well as globally.

I am glad to share that your company has started works to execute a sizeable expansion plan, for manufacturing API and intermediates in the segments of Anti HIV, Nootropic drugs, Xanthine's and anticonvulsants.

We have also acquired 17.5 Acres land in MIDC KRUSHNOR in Nanded District, for further expansion. Our team's unwavering efforts and commitment towards achieving innovation and excellence by integrating cutting edge technologies combined with our strength of engineering in achieving cost effective volume-based manufacturing with highest level of safety and commitment towards environment and health of our employees and the society in the driving force towards achieving our goals.

I would like to take this opportunity to appreciate and recognize the efforts and contributions and commitment of each and every member of our organization without which we would not have been able to achieve our goals and plan for future.

I would like to appreciate and thank my colleagues on the Board for their valuable guidance as always.

I would also like to express my gratitude to all our shareholders for imposing faith in us as always.

Company Information

Board of Directors

Mr. Ghanshyam Jaju

Chairman

A commerce graduate with more than 40 years of experience in business. He was earlier engaged in the family business of cotton ginning pressing industries and Oil Mills. He is a promoter Director of the Company and his the Chairman since inception.

Mr. Mukund Kakani

Managing Director

A chemical engineer (B.Tech) from Osmania University and holds an experience of more than 40 years in the industry. He is one of the promoters and Managing Director of the Company since its inception. He is overall in charge of operations and development of the Company.

Mr. Mohit Jaju

Whole Time Director/CFO

He is an engineer (BE) by qualification with experience of more than 30 years and is overall responsible for all technical activities, marketing and business development, accounts & finance and compliances in the Company.

Mr. Syed Anis Hussain

Non executive Independent Director

He is an independent director of the Company. He has held many prestigious positions previously and has retired as an Executive Director from the Reserve Bank of India. He is a person of very high integrity and values, who is also involved in many philanthropic organizations and is an active social worker.

Mr. Dinesh Udpa

Non executive Independent Director

He holds Bachelor of Technology in Chemical Engineering from University College of Technology, Osmania University, Hyderabad and a Master of Engineering in Chemical Engineering from Indian Institute of Science, Bangalore. He has a decade of experience in the project, engineering, and company management. Extensive experience in basic engineering, detailed value engineering, procurement of equipment and materials, schedule, and cost control, doing due diligence, coordination with design engineers, vendors, and construction teams.

Mrs. Vimala Behram Madon

Non executive Independent Director

She is an independent director of the Company. She retired as General Manager in State Bank Group. Her academic qualifications are M.A. in English and Diploma in French. She was deputed to State Bank of India, Paris, France, as Manager of Accounts and NRI services. Her experience in banking is of immense help to the Company.

Mr. Mahendra Bhalerao

Non executive Independent Director

He is an independent director of the Company. He is an Engineer having a very vast experience in chemistry and engineering having executed many projects during his professional tenure. He is presently the Executive Director of Nichino India Pvt. Ltd. a group company of Nihon Nohyaku Corporation Japan, a multinational company engaged in discovering new innovative proprietary molecules for Pharmaceuticals and Agrochemicals.

COMPANY SECRETARY

Mr. Venkatesh Achanta

CORPORATE IDENTIFICATION NUMBER

L24230TG1987PLC008016

REGISTERED OFFICE

1-8-303/34, Mayfair, S.P. Road,
Secunderabad. T.S. - 500003.

CORPORATE WEBSITE & E-MAIL

www.godavaridrugs.com
info@godavaridrugs.com

EQUITY SHARES LISTED ON

Bombay Stock Exchange (BSE)

DEPOSITORIES

NSDL & CDSL

STATUTORY AUDITORS

Ayyadevara & Co.,
Chartered Accountants,
Gagan Mahal Colony, Himayat Nagar,
Hyderabad - 500029.

SECRETARIAL AUDITORS

VSS & Associates,
4-1-917, Lane Opposite to Scientific
World, Radha Krishna, 1st Floor, Tilak
Road, Abids, Hyderabad- 500 001.

BANKERS

Yes Bank Limited
Hongkong and Shanghai Banking
Corporation Limited

REGISTRAR & TRANSFER AGENTS

CIL Securities Ltd.,
214, Raghava Ratna Towers,
Chirag Ali Lane, Abids, Hyderabad,
Telangana, 500001.



Our Mission

We constantly search for unmatched client experience, customer satisfaction, innovation, and process and product excellence.

We want to become the leader in the manufacturing of API and Intermediates with high standards of quality and technical services.

We want to provide reliable, superior quality, cost effective products with best-in-class lead times.

We want to build long-term relationships with our customers and vendors alike.

Our Vision

We envision to be one amongst the leading Pharmaceuticals companies in India. Catering to clients in India and the world by providing high quality and affordable products.

We commit to continuously improve and innovate.

We want to develop sustainable and environment friendly processes and systems.

We want to contribute the best to healthcare through constant and consistent innovation.

Welcome to our Company

Godavari Drugs Limited is in the business of Manufacturing of API's, intermediates and fine chemicals, capable of catering to the quality standards and requirements, of the global life science industry.

Established for more than three decades, the company apart from its own products, also explores continual opportunities for loan licence manufacturing with reputed multinational companies.

We combine our intrinsic strengths in chemistry with capabilities of process development, right from laboratory scale to pilot scale in our pilot plant and finally manufacturing at the commercial scale in our manufacturing facilities, which are in line with cGMP requirements. A combination of our chemistry knowledge, with our extremely sound engineering strengths, along with good analytical backup enables us to develop, scale, up and manufacture products right from laboratory to commercial scale.

In more than three decades, we have grown to be an established, strong player with a focus on manufacturing and marketing our own products and exploring Loan licenses and Contract Manufacturing tie-ups with reputed multinational companies for API and drug intermediates.

We combine our intrinsic strengths and capabilities in chemistry and engineering to take up a product and process development right from laboratory scale to pilot to the final manufacturing at the commercial scale in our manufacturing facilities.



Culture

We strive to achieve an engaging work culture that is perpetual in transforming diverse experiences into knowledge into best-in-class products and processes. We encourage innovative out-of-the-box thought processes and innate curiosity to question and drive excellence among our employees.

Loan License Manufacturing

With decades of experience, we have gathered and expertise in Contract Research and Loan License Manufacturing of API and Intermediates, to match our Partner's expectations. We offer state-of-the-art R&D, Pilot plant scale-up, and commercial manufacturing facilities in line with cGMO

Alliancing and Partnership

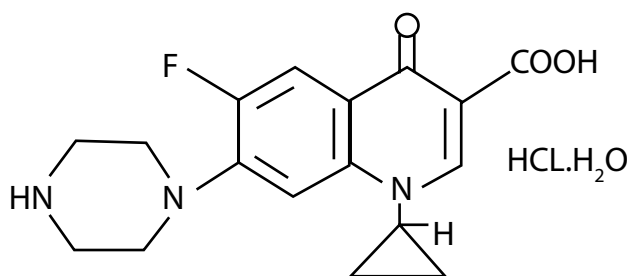
We believe in building partnerships based on hassle-free experience, technical competency, delightful customer experience and trust. We focused to understand and deliver our Partner's requirements punctually to the best-in-class standards and thus forge a mutually beneficial long-lasting relationship

Narcotic Drugs

Given our diverse experience and knowledge gathered over time, we have the capability of manufacturing Narcotic Drugs. We also offer Loan License/ Contract manufacturing of Narcotic Products to Partners who have such requirements.

Our Products

Existing and Under Development



CIPROFLOXACIN HYDROCHLORIDE

Chemical Name: 1-Cyclopropyl-6-fluoro-1,4-dihydro-4-oxo-7-(1-piperazinyl)-3-quinolinecarboxylic acid, Monohydrochloride monohydrate

CAS No. For Registry: 86393-32-0

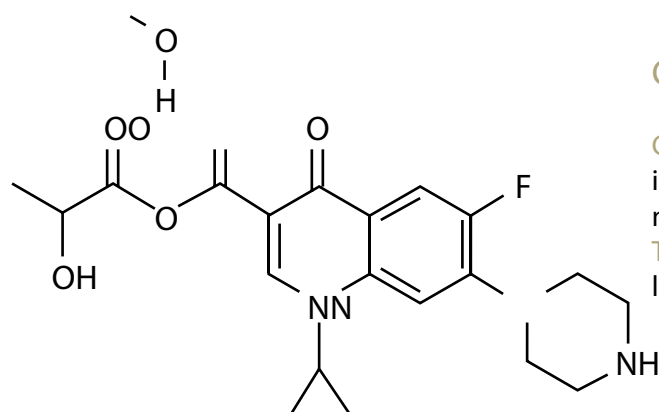
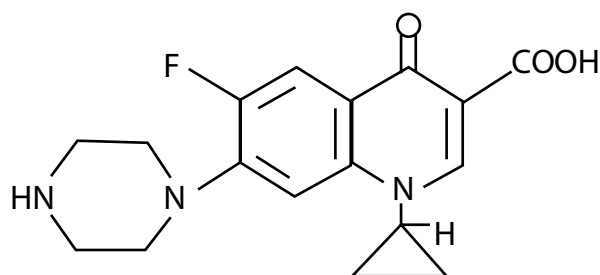
Therapeutic Category: For Human consumption as Quinoline antibacterial

CIPROFLOXACIN

Chemical Name: 1-Cyclopropyl-6-fluoro-1,4-dihydro-4-oxo-7-(1-piperazinyl)-3-quinolinecarboxylic acid

CAS No. For Registry: 85721-33-1

Therapeutic Category: For Human consumption as Quinoline antibacterial



CIPROFLOXACIN LACTATE

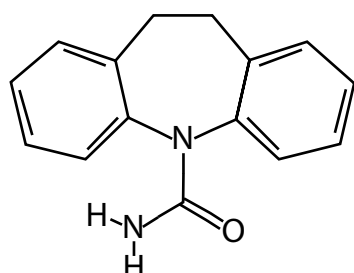
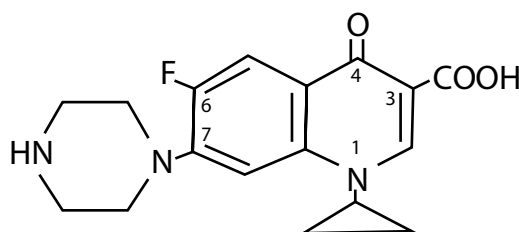
Chemical Name: 1-cyclopropyl-6-fluoro-4-oxo-7-piperazin-1-ylquinoline-3-carboxylic acid; 2-hydroxypropanoic acid monohydrate

Therapeutic Category: For Human consumption as Quinoline antibacterial

CIPROFLOXACIN BETAININE

Chemical Name: 1-cyclopropyl-6-fluoro-1,4-dihydro-4-oxo-7-(1-piperazinyl)-3-quinolinecarboxylic acid hydrate

Therapeutic Category: For Human consumption as Quinoline antibacterial



CARBAMAZEPINE

Chemical Name: benzo[b][1]benzazepine-11-carboxamide

CAS No. For Registry: 298-46-4

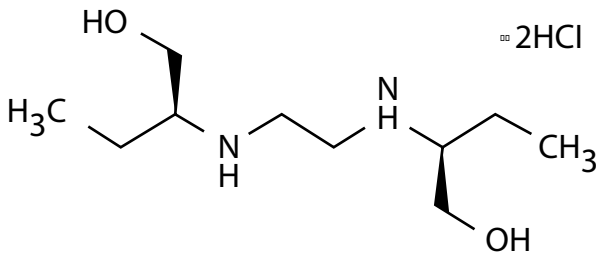
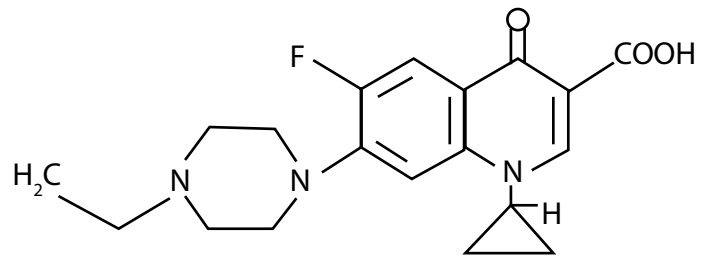
Therapeutic Category: Anticonvulsant

ENROFLOXACIN

Chemical Name: 1-cyclopropyl-7-(4-ethylpiperazin-1-yl)-6-fluoro-4-oxoquinoline-3-carboxylic acid

CAS No. For Registry: 93106-60-6

Therapeutic Category: For Veterinary consumption as Quinoline antibacterial



ETHAMBUTOL HYDROCHLORIDE

Chemical Name: (2S,2'S)-2,2'-(Ethane-1,2-diylidimino)dibutan-1-ol dihydrochloride

CAS No. For Registry: 1070-11-7

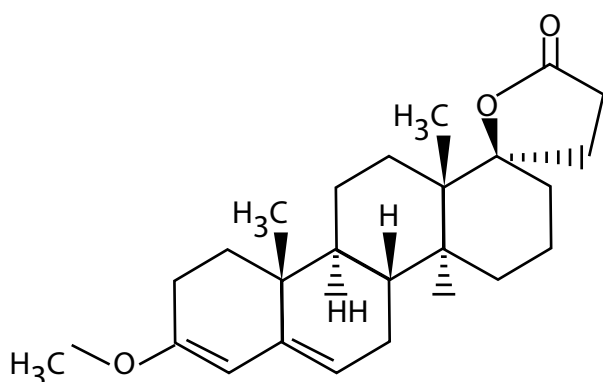
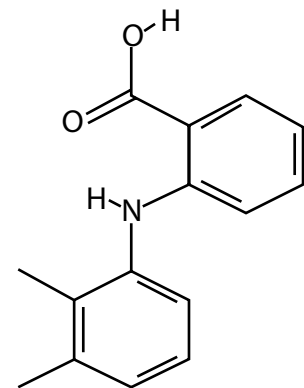
Therapeutic Category: Antitubercular Agents

MEFENAMIC ACID

Chemical Name: 2-(2,3-dimethylanilino)benzoic acid

CAS No. For Registry: 61-68-7

Therapeutic Category: Non steroidal antiinflammatory



AD LACTONE

Chemical Name: (2'R,8R,9S,10R,13S,14S)-3-Methoxy-10,13-dimethyl-1,2,7,8,9,10,11,12,13,14,15,16-dodecahydro-3'H-spiro[cyclopenta[a]phenanthrene-17,2'-furan]-5'(4'H)-one Intermediate for SPIRONOLACTONE

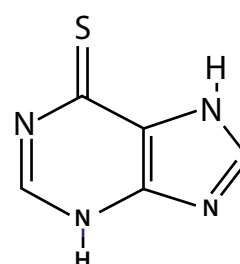
Therap Use: Diuretics

6-MERCAPTOPURINE

Chemical Name: 3,7-dihydropurine-6-thione

CAS No. For Registry: 50-44-2

Therapeutic Category: Antineoplastic and antirheumatic





Research & Development Labs and Pilot Plant Facilities

The R & D department has a dynamic team of scientists. There are well - equipped laboratories with all the facilities for R & D work fully backed up by analytical support.

There is also a smart Pilot Plant with all the required equipment and utilities for scaleup of processes from lab scale to Kilogram scale before commercialization. The pilot plant also capable of being used as a production facility for low volume and high value products.

Chemical Research

- Cost-effective synthesis
- Non-infringing processes
- Green Chemistry

Analytical Research

- Method development
- Method Validation
- Impurity profiling

Pilot Plant Facilities

- Vapour phase high-temperature catalytic bed reactors
- Hydrogenators
- Glass-lined reactors
- Stainless steel reactors
- All supporting equipment for filtrations, storage and measuring tanks, etc.,



Manufacturing Facility

Our Manufacturing facilities are located in Maharashtra Industrial Development Corporation estate at Nanded, Maharashtra, India. The facility has multiple production blocks for APIs and drug intermediates in line with cGMP requirements. The production facilities are backed by separate dedicated quality control laboratories for raw materials and in-process analysis, finished products analysis, instrumentation, and stability studies. There are an adequate number of clean rooms designed as per the required class for the handling of various APIs being manufactured at the facility.

The manufacturing facilities are backed up by adequate utilities and other supportive infrastructure including a full-fledged effluent treatment plant within the premises making us a Zero Liquid Discharge facility.

Countries of Presence

Bangladesh	Burundi	Congo	Ecuador
Egypt	Ethiopia	Ghana	Iraq
Israel	Lebanon	Liberia	Macedonia
Nepal	Nigeria	Pakistan	Paraguay
Sudan	Turkey	UAE	Vietnam
Indonesia	Thailand	Jordan	

Environment, Health & Safety

We at Godavari Drugs Limited, ensure that all the manufacturing activities are carried out considering appropriate environmental, health, and safety risk aspects and impacts.

We have a Zero Liquid Discharge facility for the treatment and reuse of all our liquid effluents.

We are committed to the health and safety of our employees. We ensure all health and safety protocols are followed which enables environment and health protection and prevention of accidents.

All the employees and the entire management have an obligation to ensure appropriate environmental, health, safety, and other aspects are considered and followed in all the manufacturing and related activities. By following this, we enable the safety and well-being of all the people within the premises of the company and the society at large.

EHS OBJECTIVES

To identify and update systems for the safety, health, and environmental hazards & risks associated with our manufacturing activities and products.

To minimize waste generation, promote recycling, and towards green chemistry.

To reduce energy consumption.

To reduce harmful solids, liquids, and gaseous emissions.

To create safety awareness among our vendors and customers.

To the best extent possible, to work with suppliers who themselves have sound safety, health, and environmental policies.

To implement and continually improve an Integrated Environmental, Health, and Safety Management compliant culture in all activities.

Management Discussion and Analysis

Industry Structure and Developments

In 2024, the pharmaceutical industry is expected to face new and distinct challenges and promising opportunities.

The pharmaceutical landscape is undergoing a significant transformation marked by substantial investments, advancements in technologies, expiration of patents, burgeoning inter-organisational collaborations, and a favourable regulatory climate. These factors together collectively contribute to a wave of innovation sweeping through the pharmaceutical industry, setting the stage for exciting trends and developments.

Small molecule drugs are expected to continue dominance in 2024, accounting for around 54.9% of global sale. This is due to ease of manufacturing, formulation and administration and the low cost compared to biologics.

These small molecule drugs have a proven track record of safety and efficiency and play an innovative role in treatments for major therapeutic segments.

The global economy has changed in significant ways during the past several decades, and these changes are rooted in how the global economy is organised and governed.

These transformations effect not only the flows of goods and services across national borders, but also the implications of these processes for how countries move up (or down) in the international system.

The development strategies of countries today are effected to an unprecedented degree by how industries are organised.

Despite an improvement in near term prospects, the global outlook remains subdued by historical standards.

Opportunities and Risks

Our company is deeply committed to pioneering product development across a range of therapeutic categories. As part of our strategic expansion, we are also focusing on the development of key intermediates, which are crucial components in the production of active pharmaceutical ingredients (APIs). By leveraging advanced technologies such as flow chemistry, we aim to enhance the efficiency, safety, and effectiveness of our products.

Anti-HIV: Part of our efforts are concentrated towards developing innovative processes for drugs used to manage and potentially cure HIV

Nootropic Drugs: This is a segment which has a good potential and we are working on certain products which are used in enhancing cognitive functions, including memory, creativity, and focus.

Xanthine: We are exploring products in the therapeutic potential of xanthine's, for various medical conditions.

Anticonvulsants: We are already manufacturing Carbamazepine, in this segment and are further working on adding more drugs used in creating effective treatments for epilepsy and other seizure disorders.

Our unwavering commitment to innovation and excellence drives our efforts in these therapeutic areas. By integrating cutting-edge techniques with our strength in manufacturing, we aim to deliver high-quality, effective Active Pharmaceutical Ingredients and their Intermediates to meet the evolving needs of Pharmaceutical industry globally.

Our company is expanding its manufacturing capabilities and capacities by expanding the existing facilities as well as acquiring new land for at MIDC, Krushnoor. This strategic move is aimed at meeting increasing production requirements and enhancing our capacity for innovative product development.

A state-of-the-art kilo lab and pilot plant has been established, equipped with the capabilities to handle a wide range of chemical reactions. This facility is fully automated, ensuring high efficiency, precision, and safety in its operations. Additionally, it is designed to scale up processes seamlessly, utilizing advanced flow chemistry techniques. This integration of automation and flow chemistry not only enhances the efficiency and scalability of our processes but also aligns with our commitment to maintaining the highest standards of quality and innovation in pharmaceutical manufacturing.

An intermediate manufacturing facility is under way. This cutting-edge facility will feature a continuous process design, ensuring efficient, consistent, and high-quality production. The plant is fully automated, incorporating advanced technologies to meet the highest global standards for efficiency, safety, and regulatory compliance. This initiative represents a significant step forward in our commitment to innovation and excellence in the pharmaceutical industry, enhancing our capacity to meet the growing global demand.

Risks

1. Trade conflicts and geopolitical instability can lead to disruptions in the supply of raw materials and finished products.
2. Fluctuations in currency exchange rates can affect profitability, especially for companies engaged in international trade.
3. Global economic downturns can reduce healthcare spending and affect demand for pharmaceutical products.

The financial highlights are as under: -	(Rs. in Rupees)
Sales for the year 2023-24	15,732.93
Profit after tax	554.89
Paid up equity share capital as on 31st March 2024	753.05
Finance costs	491.50
Depreciation / Amortisation	199.46
Employee Benefit Expenses	513.05

Risk and Outlook

We are addressing these global risks through a proactive approach that includes robust risk management strategies, significant investment in technology and compliance, and the maintenance of flexible supply chains. Internal control systems

Our company has implemented a comprehensive internal control system tailored to the specific nature of our business and operations. This system includes regular identification and analysis of risks that could impact the achievement of our objectives. We uphold high ethical standards and a commitment to integrity at all levels of the organization.

We have developed and enforced policies and procedures to ensure effective implementation of directives. We ensure that pertinent information is identified, captured, and communicated promptly. Our internal controls are continuously monitored through regular management and supervisory activities.

We are proud to report that we have not encountered any significant instances of fraud involving our management or employees who play significant roles in our internal control system over financial reporting. Our unwavering commitment to maintaining a robust internal control system highlights our dedication to transparency, accountability, and exemplary corporate governance. We continuously strive to enhance and strengthen our internal control framework to protect the interests of our stakeholders and uphold the integrity of our financial reporting processes.

Human resources

Our organization places a strong emphasis on cultivating and empowering our workforce. We've implemented a comprehensive strategy to attract, develop, and retain promising individuals at various career stages. Our initiatives include tailored development programs, leadership workshops, and cross-functional projects designed to broaden skills and perspectives.

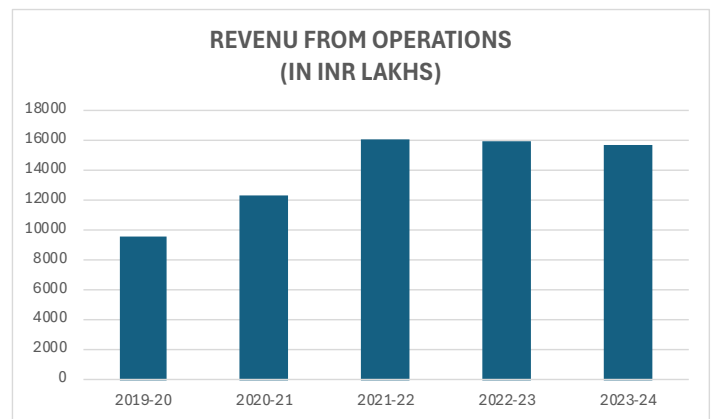
We recognize that our employees are the driving force behind our innovations and achievements. Throughout our operations, we strive to maintain an inclusive and collaborative atmosphere, fostering open communication and mutual respect among team members.

Our investment in human capital reflects our core belief that the growth of our people directly correlates with the growth of our business. By providing opportunities for continuous learning and advancement, we aim to create a dynamic workforce capable of adapting to evolving industry challenges.

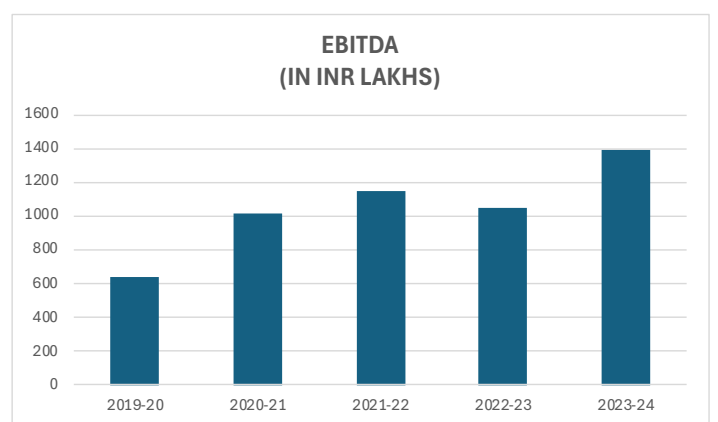
Moving forward, we remain dedicated to enhancing our human resource practices. Our goal is to create an environment where every employee feels valued, motivated, and equipped to contribute meaningfully to our shared success.

Tracking Our Finances

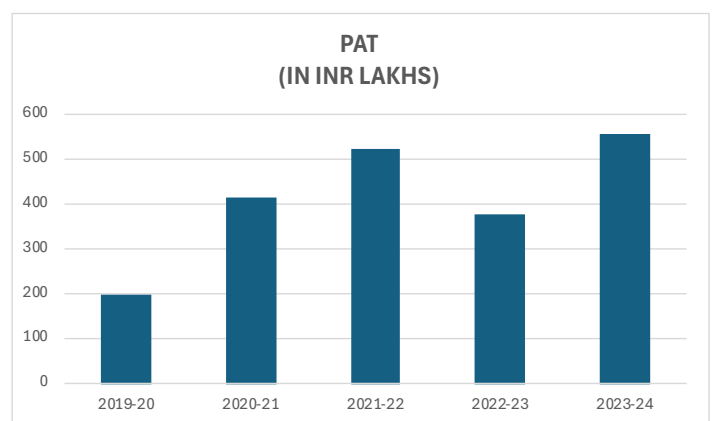
Revenue from operations	
2019-20	9569.77
2020-21	12267.02
2021-22	16110.62
2022-23	15962.48
2023-24	15671.19



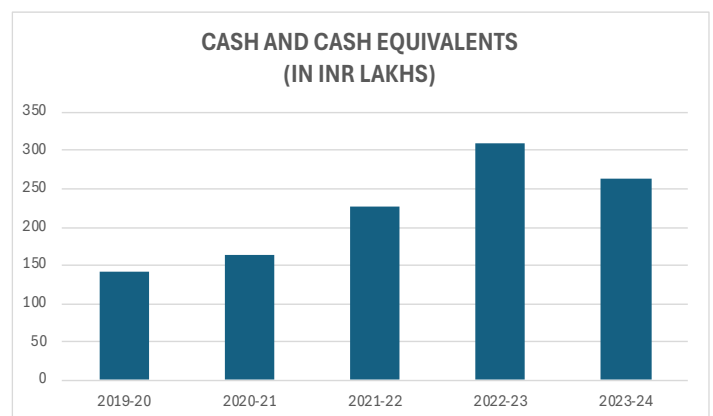
EBIDTA	
2019-20	636.3
2020-21	1023.71
2021-22	1156.63
2022-23	1057.61
2023-24	1392.18



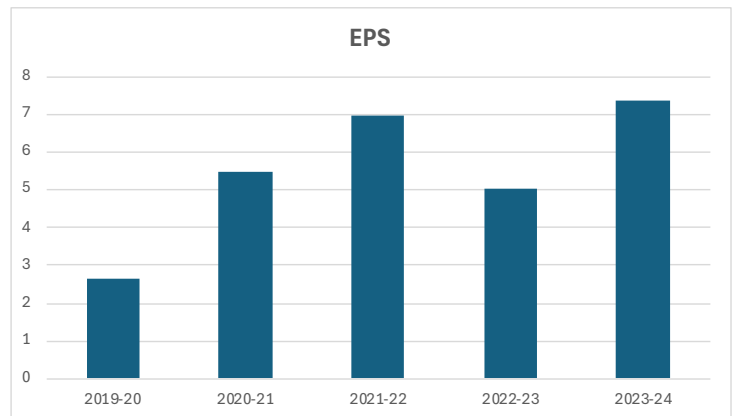
PAT	
2019-20	200.08
2020-21	412.81
2021-22	524.53
2022-23	378.58
2023-24	554.89



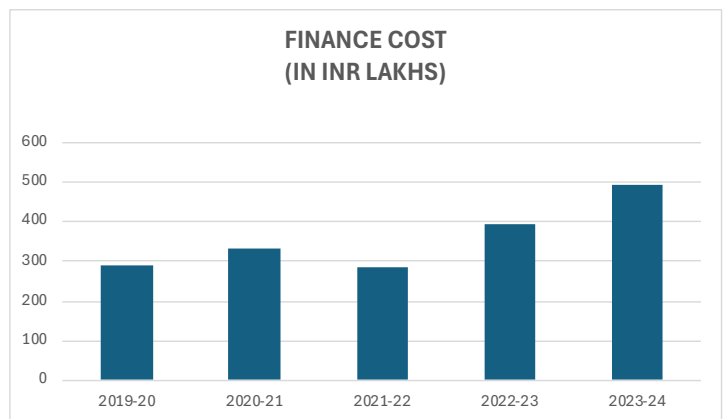
Cash and cash equivalent	
2019-20	142.66
2020-21	163.83
2021-22	227.64
2022-23	308.46
2023-24	262.29



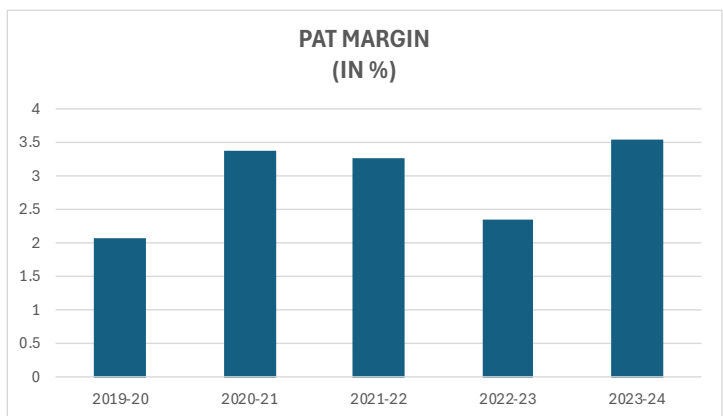
EPS	
2019-20	2.66
2020-21	5.48
2021-22	6.97
2022-23	5.03
2023-24	7.37



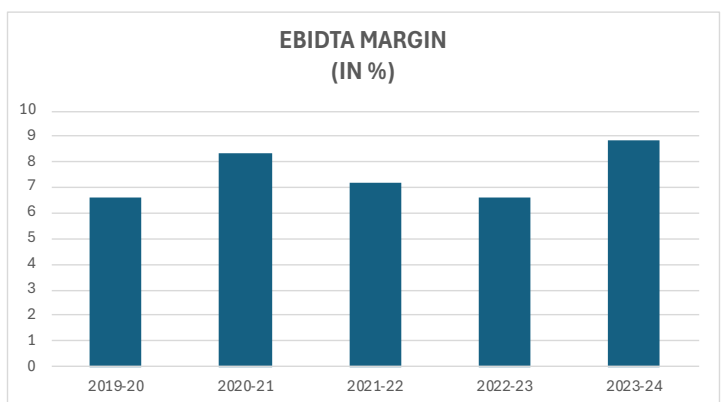
Finance Cost	
2019-20	291.15
2020-21	330.8
2021-22	284.93
2022-23	392.73
2023-24	491.50



PAT MARGIN	
2019-20	2.09
2020-21	3.37
2021-22	3.26
2022-23	2.37
2023-24	3.54



EBIDTA MARGIN	
2019-20	6.65
2020-21	8.35
2021-22	7.18
2022-23	6.63
2023-24	8.88



NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of M/s Godavari Drugs Limited will be held on 29th August, 2024 at 3:00 P.M. IST through Video Conferencing (VC)/ other Audio Visual Means (OVAM) to transact the following businesses: -

ORDINARY BUSINESS:

Item No. 1 To receive, consider, approve and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 along with the reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the Audited financial statement for the year ended March 31, 2024 together with the Auditor’s Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted.”

Item No. 2 To appoint Mr. Ghanshyam Jaju (DIN: 00104601), who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company.

“RESOLVED THAT Mr. Ghanshyam Jaju (DIN: 00104601), who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

Item No. 3 Ratification of remuneration payable to M/s. Bharathula & Associates, appointed as Cost Auditors of the company for Financial Year ending 31.03.2025

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

“RESOLVED THAT the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only), in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Bharathula & Associates, Cost Accountants, who was appointed as Cost Auditor of the Company for the financial year ending March 31, 2025 as recommended by the Audit Committee and approved by the Board of Directors of the Company pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 is hereby ratified.”

“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.”

Item No. 4 Appointment of Mr. Dinesh Udpa (DIN 10503106) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (‘SEBI Listing Regulations, 2015’), **Mr. Dinesh Udpa (DIN 10503106)**, who was appointed by the Board of Directors as an Additional Director with effect from 13th February, 2024 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that he meets the requisite criteria of

independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing, proposing his candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint Mr. Dinesh Udpa (DIN 10503106) as an Independent Director of the Company to hold the office for the term of 5 consecutive years up to 13th February, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dinesh Udpa be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Dinesh Udpa shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless she is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution”.

**By order of the Board of Directors
For Godavari Drugs Limited
CIN: L24230TG1987PLC008016**

**Date: 30.05.2024
Place: Secunderabad**

**Sd/-
Mukund Kakani
Managing Director
(DIN: 00104646)**

PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS/ SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No 2:

Name	Mr. Ghanshyam Jaju
Age	76 years
DIN	00104601
Qualification	Commerce Graduate
Experience	Mr. Ghanshyam Jaju (DIN 00104601) is an Director of the Company. He holds wide experience in Administration and Marketing segment.
Date of first appointment on the Board	December 03, 1987
Shareholding in the Company	3,50,000 Equity Shares of Rs. 10/- each
Current remuneration (last drawn remuneration)	sitting fee for attending the meetings of the Board and its Committees.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father to Mr. Mohit Jaju
Number of meetings of the Board attended during the year	1 (One) meeting attended during the financial year 2024-2025 out of 1 meeting held / conducted.
Other Directorships, Memberships / Chairmanship of Committees of other Boards	
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Risk Management / Human Resources

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No 3 :

Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2025.

M/s. Bharathula & Associates, Cost Accountants was appointed as the Cost Auditor of the Company for the financial years ended March 31, 2024 to March 31, 2025 for conducting the Cost Audit as mandated by the Act. Pursuant to the recommendation of the Audit Committee, the Board has considered and approved the re-appointment of M/s. Bharathula & Associates, Cost Accountants, as the Cost Auditor for the financial year ending March 31, 2025 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) in addition to reimbursement of travel and out-of-pocket expenses.

The proposal for remuneration as set out in the Notice is placed for consideration and ratification of the shareholders by way of an Ordinary Resolution.

No Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

The Board recommends the resolution set forth in the notice (Item No 3) for approval by the members.

Item No 4 :

Pursuant to the provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, Mr. Dinesh Udpa (DIN 10503106) as an Additional

Director the Company with effect from 13th February, 2024. Pursuant to provisions of Section 161 (1) of the Act, Mr. Dinesh Udpa would hold office up to the date of this Annual General Meeting.

Further the Board of Directors also appointed him as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder.

The Company has received a notice in writing, from Mr. Dinesh Udpa (DIN 10503106), under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Mr. Dinesh Udpa, consent in writing to act as a Director of the Company and declaration to the effect that he is not disqualified under Section 164 of the Companies Act, 2013. Also Mr. Dinesh Udpa has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Dinesh Udpa holds Bachelor of Technology in Chemical Engineering from University College of Technology, Osmania University, Hyderabad and a Master of Engineering in Chemical Engineering from Indian Institute of Science, Bangalore. He has a decade of experience in the project, engineering, and company management. Extensive experience in basic engineering, detailed value engineering, procurement of equipment and materials, schedule, and cost control, doing due diligence, coordination with design engineers, vendors, and construction teams.

In the opinion of the Board, Mr. Dinesh Udpa (DIN 10503106) fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that he is independent of Management.

An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of five years subject to necessary approvals. The Board considers that his experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore it would be desirable to appoint him as an Independent Director of the Company, for a period up to 12th February, 2029. He will not be liable to retire by rotation.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee the Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for appointment of Mr. Dinesh Udpa (DIN 10503106) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing his profile is given as per Annexure 1.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during office hours between 11.30 a.m. to 4.00 p.m. on all working days except Holidays up to the date of the Annual General Meeting.

Except Mr. Dinesh Udpa, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Annexure – 1

Details of Directors appointment/re-appointment/retiring by rotation, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

S. No	Particulars	Mr. Dinesh Udpa
1	Director Identification Number (DIN)	10503106
2	Date of Birth	25/10/1952
3	Date of First Appointment on Board	13/02/2024
4	Experience in functional Area	Mr. Dinesh Udpa is being appointed as Non- Executive Independent Director of the company. He holds Bachelor of Technology in Chemical Engineering from University College of Technology, Osmania University, Hyderabad and a Master of Engineering in Chemical Engineering from Indian Institute of Science, Bangalore. He has a decade of experience in the project, engineering, and company management. Extensive experience in basic engineering, detailed value engineering, procurement of equipment and materials, schedule, and cost control, doing due diligence, coordination with design engineers, vendors, and construction teams
5	Qualification	Engineer
6	Directorship in other Companies (Public Limited Companies) Membership of Committees of other public limited companies(Audit Committee and Shareholder's/ Investor's Grievance Committee only) No. of Shares held in the Company The number of Meetings of the Board attended during the F.Y. 2023-24	Nil
7	Listed Entity from which the person has resigned in the Last three years	0
8	Membership in the committee's of Listed Entity from which the person has resigned in the Last three years	0
9	Remuneration Paid	Nil
10	Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There are no inter-se relationships between the Directors mentioned above, and Manager and other Key Managerial Personnel of the Company.

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its circular dated December 28, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, 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. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. **A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of special business in Agenda Nos 3 of the Notice is annexed hereto.**
4. **Members desiring any information as regards financial statement are requested to write to the Company on or before 23rd August, 2024 (Friday) through e-mail at info@godavaridrugs.com** The same will be replied by the management suitably.
5. In the case of joint holders, the vote of the first holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders.
6. The Securities and Exchange Board of India vide its circular dated November 3, 2021 had mandated all holders of physical securities to furnish the PAN, Nomination details, contact details including postal address with PIN, mobile number, e-mail address, bank account details and specimen signature to the Company/ Registrar & Share Transfer Agents (RTA) of the Company in Forms ISR-1, ISR-2, SH-13 etc.

Pursuant to the circulars dated November 3, 2021, January 25, 2022 read with March 16, 2023, the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s). As indicated in the SEBI Circular dated March 16, 2023, the physical folios of those shareholders who have not submitted the above- mentioned documents / details on or after October 1, 2023 will be frozen by the RTA.

The securities in the frozen folios shall be:-

- a. **eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid;**
- b. **eligible for any payment including dividend, interest or redemption payment only through electronic mode;**
- c. **referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.**

The shareholders shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents.

In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above-mentioned documents. The forms are available on the Company's website www.godavaridrugs.com. Alternatively, the members may also dematerialize all the shares held by them.

7. Members who have not yet registered their e-mail addresses and mobile numbers are requested to update the said details in the records of the relevant depositories (National Securities Depository Limited / Central Depository Services (India) Limited) through their depository participants (Or) may contact the Registrar and Share Transfer Agent, M/s. CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad – 500 001, Telangana. for receiving any documents / communication from the Company.
8. Members whose shareholding is in electronic mode are requested to notify change in address, if any, and update bank account details to their respective depository participant(s). We also request the members to utilise the Electronic Clearing System (ECS) for receiving dividends.

9. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report for the financial year 2023-2024 inter-alia indicating the process and manner of remote e-voting / e-voting during the meeting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will be available for electronic inspection. Members seeking to inspect such documents electronically can send an e-mail to info@godavaridrugs.com
11. Members may note that the Notice of AGM and the Annual Report for the financial year 2023-2024 will also be available on the Company's website www.godavaridrugs.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. For any communication in this regard, including the requirement of physical copy of Annual Report, members may send their request letters to info@godavaridrugs.com
12. Corporate members are requested to provide a duly certified copy of the board resolution / power of attorney on or before 24th August 2024, (Saturday) authorizing their representatives for the purpose of voting through remote e-voting or to participate and vote in the meeting through VC / OAVM.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. The Members can join the AGM through VC/OAVM either 15 minutes prior to the commencement of the meeting (Or) within 15 minutes from the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through video conferencing will be made available for 1,000 members on first-come first-serve basis. This will not include large Shareholders (Shareholders holding more than 2% shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors who are allowed to attend the AGM without restriction on account of first-come first-serve basis.
15. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
16. The Register of Members and Share Transfer Books of the Company will remain closed from 24th August 2024 to 29th August 2024 (both days inclusive).
17. In compliance with the aforesaid MCA Circulars, the video recordings of the AGM will be made available on the website of the Company, www.godavaridrugs.com.

Voting through electronic means

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting / e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the Annual General Meeting will be provided by NSDL.

The instructions for members to cast their votes through remote e-voting are given hereunder:-

The remote e-voting period begins on Monday, August 26th, 2024 at 09:00 A.M. IST and ends on Wednesday, August 28th, 2024 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., August 23rd, 2024 (Friday), may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being August 23rd, 2024 (Friday)

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service provider's website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vss.associate@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 / 022 - 2499 7000 or send a request to NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case, shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@godavaridrugs.com
2. In case, shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@godavaridrugs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

The instructions for members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. The members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting / e-voting credentials. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company's name. You are requested to click on VC/OAVM link placed under 'Join Meeting' menu. The link for VC/OAVM will be available in the Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. **System requirements:** Further, the members may ensure availability of a Camera to facilitate interface and use Internet Connection with good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network and calls being received. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@godavaridrugs.com from **August 24th , 2024 (9:00 a.m. IST) to August 26th , 2024 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other information

- i. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, August 23rd, 2024 (Friday). Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice of AGM and the Annual Report through electronic mode, and holding shares as of the cut-off date **August 23rd, 2024 (Friday)** may obtain the login ID and password by sending a request to evoting@nsdl.co.in / info@godavaridrugs.com.
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting on the day of AGM.
- iv. The Company has appointed CS Vidya Harkut, Practicing Company Secretary (CP No.7534) as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.

- v. The Scrutinizer shall, immediately after the conclusion of e-voting on the date of AGM first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall within two working days of conclusion of the meeting submit his report of the total votes cast in favor or against, if any, to the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Manager – Finance & Company Secretary of the Company.
- vi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., **August 29th, 2024**. The results along with the Scrutinizer's Report shall be placed on the website of the Company **www.godavaridrugs.com**. and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchanges, BSE Limited/National Stock Exchange of India Limited, Mumbai.

**By order of the Board of Directors
For Godavari Drugs Limited
CIN: L24230TG1987PLC008016**

**Date: 30.05.2024
Place: Secunderabad**

**Sd/-
Mukund Kakani
Managing Director
(DIN: 00104646)**

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 36th Annual Report on the business and operations of Godavari Drugs Limited ('the Company' or 'GDL') and the Audited Financial Statements for the financial year ended March 31, 2024.

1. Financial Highlights

During the year under review, performance of your company is as under:

PARTICULARS	Rupees in Lakhs	
	Year ended 31st March 2024	Year ended 31st March 2023
Total Turnover	15732.94	16028.01
Revenue from Operations	15671.19	15962.48
EBITDA	1392.18	1057.61
Less: Finance cost	491.50	392.73
Less: Depreciation	199.46	194.35
Profit before tax & exceptional items	701.22	470.52
Less: Exceptional items	- 9.04	+ 22.95
Profit before tax	692.18	493.47
Less: Tax expenses	-137.29	-114.89
Profit After Tax	554.89	378.58
Transferred to general reserve	-	-
Proposed Dividend	-	-

2. Company Performance

For the financial year 2023-2024, your Company recorded a turnover of Rs. 15732.94 Lakhs and earned a net profit of Rs. 554.89 Lakhs as compared to the previous year's turnover of Rs. 16028.01 Lakhs and net profit of Rs. 378.58 Lakhs.

To address future challenges and revitalize company performance, your pharmaceutical company should focus on strategic measures. It is crucial to strengthen the supply chain by identifying alternative suppliers, improving inventory management, and optimizing logistics and distribution channels. This will mitigate disruptions and ensure the timely delivery of products to meet customer demand. Additionally, staying informed about regulatory changes, enhancing customer engagement and support, and adapting marketing and sales strategies to the changing landscape will be key factors in revitalizing performance and re-establishing your company as a leader in the pharmaceutical industry.

3. Transfer to Reserve

The Company has not made any appropriations to the General Reserve. A sum of ₹554.89 lakhs is proposed to be carried forward as retained earnings in the Statement of Profit and Loss.

4. Dividend

To Conserve the Funds for Operations of the Company, the Board does not recommend any dividend for the year ended March 31, 2024.

5. Material Changes and Commitments

There were no material changes and commitments affecting the financial position of your Company that have occurred between the end of the financial year 2023-24 and the date of this report.

6. Share Capital

During the year under review, there was no change in the paid up share capital of your Company. The paid up Equity Share Capital of your Company as on 31st March, 2024 stood at was Rs.7,53,05,000, comprising of 75,30,500 Equity shares of face value of Rs. 10/- each. During the year under review, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity

7. Details of Subsidiary, Joint Venture or Associates

During the Financial Year 2023-24 your company does not have any Subsidiaries, associates or joint ventures.

8. Listing of Equity Shares

Your Company's equity shares are listed on the following Stock Exchanges:

(i) BSE Limited, Phiroze JeeJeebhoy Towers, Dalal Street, Mumbai- 400 001, Maharashtra, India;

Your Company has paid the Annual Listing Fees to the said Stock Exchanges for the Financial Year 2023-24.

9. Corporate Social Responsibility

Your Company, as part of its Corporate Social Responsibility (CSR) initiative, undertook and supporting other government institutions and community support to villages in the neighbourhood to our factory.

Your Company has a Policy on Corporate Social Responsibility (CSR). The Annual Report on CSR activities as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as "Annexure IV" to this report. The CSR Policy is posted on the website of your Company which may be accessed at www.godavaridrugs.com

Further, pursuant to the provisions of Section 135 of the Companies Act, 2013 your Company was required to spend an amount of Rs. 11.79 Lakhs towards CSR Activities. The Board in compliance with the provisions of Section 135(9) of the Companies Act, 2013, and rules made thereunder has not constituted CSR Committee as the amount required to be spent on CSR activities does not exceed 50 Lakh rupees and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the company.

10. Internal Control Systems & their adequacy

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to your Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

11. Statutory Auditors

M/s Ayyadevara & Co (FRN: 000278S), Chartered Accountants, were appointed as Statutory Auditors of the Company at the 34th AGM held on 16th May, 2022, to hold office till the conclusion of 6th Consecutive Annual General Meeting of the Company to be held in the year 2026-27, at such remuneration as may be mutually agreed upon between the Board of Directors and Statutory Auditors.

M/s Ayyadevara & Co (FRN: 000278S), Chartered Accountants has confirmed that they are not disqualified from continuing as Statutory Auditors of the Company. The profile of the Statutory Auditors is available on the website of the Company at <https://godavaridrugs.com/>.

The Statutory Auditors have issued an unmodified opinion on the financial statements for the financial year 2023-24 and the Auditor's Report forms part of this Annual Report.

12. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors had appointed M/s VSS & Associates, Company Secretaries, Hyderabad as the Secretarial Auditor of the Company for the financial year 2023-2024. Secretarial Audit Report issued by Sri Vidya Harkut, Practising Company Secretary (CP No.7534), Partner, M/s VSS & Associates, Company Secretaries, Hyderabad in Form MR-3 is enclosed vide "Annexure III" forming part of this report and does not contain any qualification.

The Board of Directors has appointed M/s VSS & Associates, Company Secretaries, Hyderabad as the Secretarial Auditor of the Company for the financial year 2024-2025. Necessary consent has been received from them to act as Secretarial Auditors. M/s VSS & Associates, Company Secretaries, Hyderabad holds Peer

Review Certificate No. 4615/2023 dated October 06, 2023, issued by the Institute of Company Secretaries of India, which is valid for a period of five years from the date of issue.

13. Cost Auditor

In terms of Section 148 of the Companies Act, 2013 (the Act) read with Companies (Cost Records and Audit) Rules, 2014, as amended, the Board of Directors has appointed to M/s. Bharathula & Associates, Cost Accountants (Firm Registration No. 101019) as Cost Auditor for the financial year 2024-2025. The Audit Committee recommended his appointment and remuneration subject to the compliance of all the requirements as stipulated under the Act and circulars issued thereunder. As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such accounts and records are made and maintained.

14. Internal Auditor

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, the Internal Audit Records maintained by the Company.

During the year 2023-24, the Board has appointed S.K. Lahoti Associates, Chartered accountants as Internal Auditors to undertake the Internal Audit of the Company.

Further, the appointment of M/s. S.K. Lahoti Associates, Chartered accountants as Internal Auditors for financial year 2024- 25 was approved by the Board upon the recommendation of the Audit Committee upon such terms and conditions as mutually agreed, in its meeting held on 30.05.2024.

15. Explanation to Auditor's Remarks

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

16. Reporting of Frauds

During the year under review, there was no instance of fraud, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

17. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed , M/s. VSS & Associates, Company Secretaries (Peer Review Number: 4615/2023) to undertake the Secretarial Audit of your Company for the FY 2023-24. The Secretarial Audit Report confirms that your Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines and that there were no deviations or non-compliances. The Secretarial Audit Report of the Company as per Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in "Annexure III" to this Report

Further, we would like to clarify that the said Secretarial Audit Report does not contain any observations or qualifications or reservations or adverse remarks or disclaimers.

18. Compliance with Secretarial Standards

Your Company has devised proper systems to ensure compliance with the provisions of all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

19. Details Of Directors Or Key Managerial Personnel Who Were Appointed Or Have Resigned During The Financial Year

The Board of directors of your Company has an optimum combination of Executive, Non-Executive and Independent Directors including Women Directors.

i. Independent and Non-Executive Directors

In the opinion of the Board all the Independent Directors of your Company possess integrity, experience, expertise, and the requisite proficiency required under all applicable laws and the policies of your Company.

All the Independent Directors have given declarations stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of your Company.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the Independent Directors of your Company have got their names included in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

During the year under review

1. Mr. Ramesh Babu Telugu (DIN: 03613926) has been resigned as Independent Director w.e.f., 11th August, 2023 on attaining the age of Seventy Five Years.
2. Mr. Rashmi Agarwal has been appointed as a Company Secretary and Compliance Officer of the Company w.e.f., 29th, May, 2023.
3. Mr. Dinesh Udpa (DIN: 10503106) has been Appointed as Independent Director of the Company w.e.f., 13th February, 2024.

iii. Directors

Mr. Ghanshyam Jaju (DIN: 00104601) has been reappointed as Non-Executive Non-Independent Director upon attaining age of Seventy Five Years w.e.f., 27th December, 2022 through postal ballot subject to the approval of the members.

Mr. Ghanshyam Jaju (DIN: 00104601) of the Company is liable to retire by rotation at the ensuing Annual General Meeting (AGM), and being eligible, offers himself for re-appointment. Necessary resolution for her re-appointment is being placed for approval of the members at the AGM. The Board recommends his re-appointment as a Director of the Company. A brief resume of Mr. Ghanshyam Jaju and other relevant information have been furnished in the notice convening the AGM.

20. Committees

i. Audit Committee

Your Board has in place, a duly constituted Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition, attendance, powers and role of the Audit Committee are included in Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

ii. Other Committees

Apart from the Audit Committee, the Board has also constituted the following committees, in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, which are in place and are discharging their functions as per terms of reference entrusted by the Board:

Nomination and Remuneration Committee

Stakeholders Relationship Committee

The composition, attendance, powers and role of the Committees are included in Corporate Governance Report which forms part of this Annual Report.

21. Policy on Director's Appointment and Remuneration and other matters

(a) Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee has been formed in compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013. The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of your Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and the Non-Executive Directors on the Board and also the

remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package payable to Executive Director(s), makes appropriate recommendations to the Board and acts in terms of reference of the Board from time to time.

On the recommendation of the Nomination and Remuneration Committee, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other Employees pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations and the same is posted on the website of your Company which may be accessed at www.godavaridrugs.com

The remuneration determined for Executive/Non-Executive Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Non-Executive Directors are entitled to sitting fees for the Board/Committee Meetings. The remuneration paid to Directors and Key Managerial Personnel and all other employees is in accordance with the Remuneration Policy of your Company.

Brief terms of Nomination and Remuneration Policy and other matters provided in Section 178(3) of the Act and Regulation 19 of SEBI Listing Regulations are disclosed in the Corporate Governance Report, which forms part of this Report.

(b) Familiarisation/ Orientation program for Independent Directors:

A formal familiarization program was conducted apprising the directors of the amendments in the Companies Act, rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws to your Company. All the directors were also apprised about the business activities of your Company.

It is the general practice of your Company to notify the changes in all the applicable laws to the Board of Directors, from time to time. The objective of the program is to familiarize Independent Directors on the Board with the business of your Company, industry in which your Company operates, business model, challenges etc. through various programs such as interaction with experts within your Company, meetings with our business leads and functional heads on a regular basis.

22. Annual Evaluation of Board Performance and Performance of its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and all other committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of your Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of your Company was evaluated, taking into account the views of the Executive Directors & Non-Executive Directors who also reviewed the performance of the Secretarial Department. The Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The Directors expressed their satisfaction with the evaluation process.

23. Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments made during the financial year ended 31st March, 2024, covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are given in the notes to the Financial Statements

24. Fixed Deposits

Your Company has neither accepted nor renewed any fixed deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such, no principal or interest was outstanding as on the date of the Balance Sheet.

25. Directors' Responsibility Statement

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of your Company at the end of the financial year 2023-24 and of the profit or loss of your company for that period;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts for the year 2023-24 have been prepared on a going concern basis.
- v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

26. Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors had formulated Vigil mechanism which is in compliance with the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.godavaridrugs.com

27. Risk Management

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

28. Particulars of Contracts or Arrangements with Related Parties

All Related Party Transactions that were entered during the financial year under review were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations.

None of the transactions entered with related parties falls under the scope of Section 188(1) of the Act. The Company has adopted a Policy for dealing with Related Party Transactions. The Policy as approved by the Board may be viewed on the Company's website.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 shall be disclosed in Form No. AOC-2. As "Annexure I."

29. Extract of Annual Return

Pursuant to the provisions of Section 92(3) of the Act, the Annual Return of the Company as on 31st March 2024 is available on the Company's www.godavaridrugs.com.

30. Management Discussion & Analysis

Pursuant to the provisions of Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a report on Management Discussion & Analysis is herewith annexed as "Annexure VI" to this report.

31. Change in the nature of business

There has been no change in the nature of business of your Company during the year under review.

32. Particulars of Employees

The information required pursuant to Section 197 of the Companies Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of your Company is herewith annexed as "Annexure V" to this report.

33. Corporate Governance

Your Company has been making every endeavor to bring more transparency in the conduct of its business. As per the requirements of Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance for the year 2023-24 and a Certificate from M/s. VSS & Associates, Practicing Company Secretary is furnished which form part of this Annual Report.

34. Human Resources

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind your Company's vision. Your Company appreciates the spirit of its dedicated employees.

35. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Work place

Your Company strongly supports the rights of all its employees to work in an environment that is free from all forms of harassment. Your Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. Your Company has also constituted an Internal Complaints Committee, known as Anti Sexual Harassment Committee to address the concerns and complaints of sexual harassment and to recommend appropriate action.

Your Company has not received any complaint on sexual harassment during the year

36. Energy conservation, technology absorption and foreign exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure II" to this report.

37. Significant and material orders passed by the regulators or courts

Appeal Pending with CESTAT, Mumbai amounting Rs. 16, 29,999/-

In Respect of Service Tax and Appeal Pending with CESTAT, Mumbai amounting Rs. 3,97,766/-

38. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year:

No application was made or any proceedings pending under the IBC, 2016 during the year ended on 31st March, 2024.

39. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

During the year under review, the Company has not made any one-time settlement while taking any loans from the Banks or Financial Institutions

40. Green initiative in corporate governance

The ministry of corporate affairs (MCA) has taken a green initiative in corporate governance by allowing paperless compliance by the companies and permitted the service of annual reports and documents to the shareholders through electronic mode subject to certain conditions and the company continues to send annual report and other communications in electronic mode to the members having email addresses.

41. Acknowledgment

The Directors express their sincere appreciation to the employees, valued shareholders, customers, bankers suppliers and government authorities for their continued support.

FOR GODAVARI DRUGS LIMITED

Ghanshyam Jaju
(Chairman)
DIN: 00104601

Mukund Kakani
(Managing Director)
DIN: 00104646

Date : 30.05.2024

Place: Secunderabad

Annexure - I

FORM NO. 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 arm's length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms	Amount (In Lakhs)
Rent Paid:				
Sushma Kakani	Relative of KMP	-	NA	3.00
Mohit Jaju	KMP	-		4.80
Interest Paid:				
Kamala Jaju	Relative of Director		NA	7.35
Ghanshyam Jaju HUF	HUF		NA	3.27
Ghanshyam Jaju	Director		NA	26.13
Mukund Kakani	Managing Director		NA	14.36
Mukund Kakani(HUF)	HUF		NA	2.63

Mohit Jaju	Director		NA	20.87
Mohit Jaju (HUF)	HUF		NA	6.40
Tanushree Kakani	Relatives of KMP		NA	6.40
Purchase of Stores:				
Sundry Creditors:				
Sushma Kakani	Relatives of KMP	NA	NA	-
Loans:				
Mohit Jaju	Director	Repayable after 31.03.2025	Carries interest rate of 12% p.a.	346.77
Mukund Kakani	Managing Director	Repayable after 31.03.2025	Carries interest rate of 12% p.a.	188.78
Ghanshyam Jaju	Director	Repayable after 31.03.2025	Carries interest rate of 12% p.a.	250.00

Note : As per provisions of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 none of the above mentioned transactions are material in nature

FOR GODAVARI DRUGS LIMITED

Ghanshyam Jaju
(Chairman)
DIN: 00104601

Mukund Kakani
(Managing Director)
DIN: 00104646

Date: 30.05.2024
Place: Secunderabad

Annexure - II

a) Conservation of Energy

The company has installed energy efficient equipments like Multiple effect evaporators to achieve more efficiency in consuming steam and thereby optimising use of fuel.

Steps are taken on a continuous basis including conducting of energy audit to ensure optimal utilisation of power. Continuous efforts are on to identify more energy efficient equipments to achieve better operational and cost efficiencies and also to consciously contribute in our own little way towards reduction in carbon emission

Capital investment on energy conservation equipments: Nil

b) Technology Absorption

Efforts made for technology absorption:

Focus is always on new ideas & innovations to support existing businesses. Backward integration has been taken up through innovative technology and in-house R & D has been successfully implemented. New equipments are installed and are running to achieve commercial implementations.

Benefits derived:

Focus on efficiency optimization has contributed on obtaining the targeted operations. Achieved better consistency of operation, thereby reaching improved production process, & improved cost of production.

Expenditure on Research & Development, if any:

a. Capital Rs.	Nil
b. Recurring	Rs. 32,49,043/-
c. Total	Rs. 32,49,043/-
d. Total R&D expenditure as a % of total turnovers:	0.21%

Details of technology imported, if any	NA
Year of import	NA
Whether imported technology fully absorbed	NA
Areas where absorption of imported technology has not taken place, if any	NA

Particular	Unit	2023-24	2022-23
A. Power & Fuel Consumption			
1. Electricity			
a) Purchased			
Units	000KWH	4042.55	3159.55
Total Amount	Rs. In Lacs	367.56	265.81
Average Cost	Rs. / KWU	9.09	8.41

2. Coal			
Quantity	Tons	Nil	Nil
Total Cost / Average Cost	Rs. In Lacs	Nil	Nil
3. Furnace Oil			
Quantity	K.L.	Nil	Nil
Total Cost / Average Cost	Rs. In Lacs	Nil	Nil
Agro / Ind. Waste			
Quantity	Tons	8004.80	7361.24
Total Cost	Rs. In Lacs	390.98	390.98
Average Cost	Rs./ Per/ Kg	5.13	5.31
4. Other / Internal Generation	Nil	Nil	Nil

Form for Disclosure of particulars with respect to Conservation of Energy

Foreign Exchange Earnings/ Outgo:

Earnings	The foreign exchange earnings on account of sale of goods were USD 2.97 Lakhs (Rs.241.42 lakhs)
Outgo	The foreign exchange outgo on account of purchase of raw material is USD 88.18 Lakhs (Rs.7300.20 Lakhs)

ANNEXURE - III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Godavari Drugs Limited
CIN: L24230TG1987PLC008016
Secunderabad - 500003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Godavari Drugs Limited (CIN: L24230TG1987PLC008016)** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Godavari Drugs Limited'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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 ("Audit Period") has complied with the statutory provisions listed hereunder and also that the Company has adequate Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:-
 - (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (To the extent notified).
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange {SEBI (LODR), 2015}

During the year under review the Company has reasonably complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above as and where applicable.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company and have obtained proper licences and their timely renewals:

- (i) The Factories Act, 1948
- (ii) Food and Drugs Administration
- (iii) The Environment (Protection) Act, 1986
- (iv) Air (Prevention and Control of Pollution) Act, 1981 , Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the Maharashtra Pollution Control Board
- (v) Industrial Safety and Health License

We 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. There were no changes in the composition of the Board of Directors during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Committee Meetings were carried out unanimously/with majority as recorded in the minutes of meetings of the Board of Directors or Committee of the Board as the case may be.

We 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 other applicable laws, rules, regulations and guidelines.

For **VSS & Associates**
Company Secretaries

CS Vidya Harkut
FCS No. : F 7086; C P No.:7534
UDIN: F007086F000500194
Peer review No. 4615/2023
(Partner)

Date: 30.05.2024
Place: Hyderabad

Annexure IV

Annual Report on CSR Activities [Pursuant to Section 135 of the Companies Act, 2013 and the Companies(Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of CSR Policy of the Company:

As an integral part of our Commitment to good corporate citizenship, we at Godavari Drugs Limited are aimed at demonstrating care for the community through its focus on education & skill development, health & wellness, and environmental sustainability including biodiversity, energy & water consumption. Also embedded in this objective is support for the marginalized cross-section of the society by providing opportunities to improve their quality of life.

2. Composition of CSR Committee:

The Board in compliance with the provisions of Section 135(9) of the Companies Act, 2013, and rules made thereunder has not constituted CSR Committee as the amount required to be spent on CSR activities does not exceed 50 Lakh rupees and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the company.

3. The web-link where composition of CSR Committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company:

weblink: <https://www.godavaridrugs.com>

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable – Not applicable

5. Details of the amount available for set-off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any : Nil

6. Average Net Profit of the Company as per Section 135 (5) of the Act : Rs. 588.72 Lakhs

7. (a) Two percent of average net profit of the Company as per Section 135(5) of the Act : Rs. 11.78 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

(c) Amount required to be set-off for the financial year, if any : Nil

(d) Total CSR obligation for the financial year (7a +7b -7c) : Rs.11.78 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	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	Date of transfer	Name of the Fund	Amount	Date of Transfer
Rs 10.01 Lakhs	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the Financial year: Nil

(a) Details of CSR amount spent against other than ongoing projects for the Financial Year: Rs. 11.79 Lakhs

1)	2)	3)	4)	5)		6)	7)	8)	
Sl. No	Name of the Projects	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project		Amount spent in the current Financial Year	Mode of Implementation Direct Yes/ No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR no.
1	Education & Rural Development	Promoting Education & Rural Development	Yes	Maharashtra	Nanded	Rs. 11.78 Lakhs	Yes	Supporting other Government Institutions & Community Support to villages in neighbourhood to our factory.	

(b) Amount spent in administrative overheads : Nil

(c) Amount spent on impact assessment, if applicable: Not applicable

(d) Total amount spent for the financial year (8c+8d+8e) : Rs. 11,78,963/-

(e) Excess amount for set off, if any : Nil

Sl.No	Particular	Amount (in Rs.)
i.	Two percent of average net profit of the company as per section 135(5)	Rs 11,77,445/-
ii.	Total amount spent for the Financial Year	Rs 11,78,963/-
iii.	Excess amount spent for the financial year [(ii)-(i)]	Rs. 1518/-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not applicable

11. Specify the reason (s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) : Not applicable

FOR GODAVARI DRUGS LIMITED

Ghanshyam Jaju
(Chairman)
DIN: 00104601

Mukund Kakani
(Managing Director)
DIN: 00104646

Date: 30.05.2024

Place: Secunderabad

Annexure – V

REPORT ON MANAGERIAL REMUNERATION

[As per Section 197 of the Companies Act, 2013, Read with Rule 5 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(A) 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, ratio of the remuneration of each Director to the median remuneration of the employees of the company are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for financial year 2023-24 (in Lakhs)	% increase in Remuneration in the Financial Year 2023-24	Ratio of remuneration of each Director/ to median remuneration of employees
1	Ghanshyam Jaju Chairman	Nil	Nil	Not Applicable
2	Mukund Kakani Managing Director	18.00	5.82%	5.42:1
3	Mohit Jaju Executive Director	18.00	9.22%	5.42:1
4#	Syed Hussain Independent Director	0.80	No Change	0.24:1
5#	Ramesh Babu Telugu Independent Director (Up to 11.08.2023)	0.40	No Change	0.12:1
6#	Vimala Madon Independent Director	0.80	No Change	0.24:1
7#	Mahendra Uday Bhalerao Independent Director	0.80	No Change	0.24:1
8	Venkatesh Achanta Company Secretary & Compliance Officer	5.40	Nil	1.63:1

Sitting fees is also considered for calculation of remuneration for the above purpose

II. Percentage increase in the median remuneration of employees in the financial year:

The median remuneration is Rs. 30506/- and the percentage increase in the median remuneration of employees in the financial year is 4.33%.

III. Number of permanent employees on the rolls of company:

Number of employees on the role of the Company as on 31st March, 2024 was 111 Nos.

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:

The average increase in salaries of employees other than managerial personnel in 2023-24 was 5.52% Percentage increase in the managerial remuneration for the year was 0.67%.

V. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid to directors, key managerial personnel and members of senior management is as per the Nomination and Remuneration Policy of the Company.

(B) Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and 5(3) of the companies (appointment and Remuneration of managerial personnel) rules, 2014.

- Employed throughout the financial year and was in receipt of remuneration for the year in aggregate of not less than Rs. 1,02,00,000:- NIL
- Employed for a part of the financial year and was in receipt of remuneration at a rate in aggregate not less than Rs. 8,50,000/- per month:- NIL
- Employed throughout the financial year or part thereof, was in receipt of remuneration in the year which, in the aggregate or at a rate which in the aggregate was in excess of that drawn by the Whole-time Director and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company:- NIL

Corporate Governance Report

“Corporate Governance refers to the set of systems, principles and processes by which Company is governed. They provide the guideline as to how the Company can be directed or controlled so as to fulfill its goals and objectives in a manner that adds to the value of the Company and benefit to all the stakeholders in the long term. Strong and improved Corporate Governance practices are indispensable in today’s competitive world and complex economy”.

Company Philosophy

Your Company has all the process, protocols and system of Corporate Governance and has been following fair, transparent and ethical governance practices and follows to the Tee and also it to be essential for enhancing long-term shareholder value and retaining investor confidence & trust. Your Company believes that Corporate Governance is about best practices of a business to be imbibed into the culture of the organization and complying with value systems, ethical business practices, complying with laws and regulations to achieve the main objects of the Company through best practices.

The Company believes to grow and be successful by following systems, protocols, policies and practices which are ethical and sustainable while being competitive.

Policies processes, practices and actions of the Company are carefully designed to further the objectives of Good Corporate Governance of the Company, thereby enhancing its performance and improving stakeholder’s value and fulfilling its obligations towards the Government, its shareholders, employees and other stakeholders.

Board of Directors

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time.

The Company’s board consists of 7 (Seven) Directors as on 31st March, 2024. Out of 7 Directors, 4 Directors are Independent Directors including one (1) Woman Director. The Chairman of the Board is an Executive Director.

None of the Directors on the Board is a member of more than 10 (Ten) committees or a Chairperson of more than 5 (Five) committees [as stipulated in Regulation 26(1) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) across all the Indian Public Companies, in which he/she is a Director. The annual disclosure providing the committee position and other Directorship has been made by the Directors.

None of the Independent Directors of the Company had any material pecuniary relationship or transactions with the Company, its promoter, its management during the Year 2023-24, which may affect independence of the Independent Directors. All Directors mentioned above as Independent Directors, fall within the expression of “Independent Directors” as mentioned in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

a) Number of Board Meetings and Attendance of the Directors at Meetings of the Board and at the Last Annual General Meeting

The Board of Directors met 4 (four) times during the year under review on 29th May, 2023, 11th August, 2023, 14th November, 2023 and 13th February, 2024. The Requisite quorum was present for all the Meetings. The Board met at least once in a calendar quarter and the maximum time gap between any two Meetings was not more than one hundred and twenty days. These Meetings were well attended. The 35th Annual General Meeting was held on 12th August, 2023 through video conferencing mode due to continuing Covid-19 pandemic as per the MCA guidelines.

The names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting (AGM) held on 12th August, 2023, and also the number of Directorships and committee positions held by them in public limited companies are as follows:

	Category	No of Board Meetings attended during 2023-24	Attendance at the Last AGM (12th August, 2023)	No. of Directorships in Other Companies		Memberships held in committees of other public Companies*	Chairmanships held in committees of other Public Companies	Name of other listed entities where he/she is a director and the category of directorship
				Public	Private			
Mr. GHANSHYAM JAJU	Non-Executive - Non Independent Director, Chairperson related to Promoter	4	Yes	2	1	2	Nil	Nil
Mr. MUKUND KAKANI	Executive Director	4	Yes	1	1	Nil	Nil	Nil
Mr. MOHIT JAJU	Executive Director	4	Yes	1	1	1	Nil	Nil
Mr. SYED ANIS HUSSAIN	Non-Executive - Independent Director	4	Yes	2	0	Nil	3	Nil
*Mr. RAMESHBABU TELUGU	Non-Executive - Independent Director	2	Yes	1	1	1	Nil	Nil
Mrs. VIMALA BEHRAM MADON	Non-Executive - Independent Director	4	Yes	1	1	0	0	Nil
Mr MAHENDRA UDAY BHALERAO	Non-Executive - Independent Director	4	Yes	1	2	3	Nil	Nil
*Mr DINESH UDPA	Non-Executive - Independent Director	1	No	Nil	Nil	Nil	Nil	Nil

* Membership/Chairmanship of Audit Committees and Stakeholders' Relationship Committees

- Mr. Ramesh Babu Telugu (DIN: 0013150) has been resigned as Independent Director w.e.f., 12th August, 2023 on attaining the age of Seventy-Five Years
- Mr. Dinesh Udpa (DIN: 10503106) has been appointed as Independent Director w.e.f., 13th February, 2024

b) Disclosure of relationships between directors inter-se:

1. Mr. Ghanshyam Jaju, Managing Director of the Company is father of Mr. Mohit Jaju, Whole time Director and CFO of the Company.

c) Number of Shares held by Non-Executive Directors

Name of Director	Designation	No. of Shares held
MR. SYED ANIS HUSSAIN	Independent Director	-
MR. RAMESHBABU TELUGU	Independent Director	-
MRS. VIMALA BEHRAM MADON	Independent Director	-
MR. MAHENDRA UDAY BHALERAO	Independent Director	1,500
MR. DINESH UDPA	Independent Director	-

d) Familiarization Programme

The Board familiarization program consists of detailed induction for all new Independent Directors when they join the Board of Directors of the Company and ongoing immersion sessions on business strategic, operational and functional matters. The exhaustive induction for Independent Directors enables them to be familiarized with the Company, its history, values and purpose. The Managing Director & CEO also makes presentations in order to facilitate clear understanding of the business of the Company and the environment in which the Company operates.

In Board meetings, immersion sessions on business strategy, operational and functional matters provide good insights on the businesses carried on by the Company to the Independent Directors. These sessions also involve interactions with multiple levels of management. To make these sessions more productive, all the documents required and/or sought by them to have a good understanding of Company's operations, businesses and the industry as a whole are provided in advance. Further, they are periodically updated on material changes in regulatory framework and its impact on the Company.

The Company had organized the familiarization programme for its Board of Directors including independent directors to familiarize with the Company, their roles, rights, responsibilities in the Company, nature of industry, business model etc. The same has been kept on the website of the Company www.godavaridrugs.com

e) Skills / Expertise / Competencies of the Board of Directors

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

- Knowledge on Company's business 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.
- Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making
- Financial and Management skills, Risk assessment and mitigation, troubleshooting etc.
- Technical / Professional skills and specialized knowledge in relation to Company's business.

List of skills/ competencies required in Names of Directors having such relation to business operations	MR. GHANSHYAM JAJU	Mr. MUKUND KAKANI	Mr. MOHIT JAJU	Mr. SYED ANIS HUSSAIN	Mr. RAMESHBABU TELUGU	Mrs. VIMALA BEHRAM MADON	Mr MAHENDRA UDAY BHALERAO	Mr DINESH UDPA
Finance, Law, Management, Administration	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Industry/ Sector Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Corporate Governance, Strategic Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
International Marketing and Sales	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

f) Confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

The Board of Directors be and is hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

Committees of the Board

Your Company has Three Board level Committees – Audit Committee, Nomination and Remuneration Committee, Stakeholders’ Relationship Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee Members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of Meetings held during the financial year and the related attendance, are provided below:

(a) Audit Committee

The Company has a qualified and independent audit committee which consists of 3 Independent Directors, who shall provide assistance to the Board of Directors in fulfilling its responsibilities.

The composition of the Audit committee is in accordance with the requirements of the Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also Section 177 of the Companies Act, 2013 and Rule 6 and 7 of Companies (Meetings of Board and its Powers) Rules, 2014.

The Audit Committee meets regularly as required and exercises its powers in accordance with the framework defined by the Board. The terms of reference of the Audit Committee are as set out by the Board which is in accordance with the aforesaid provisions.

During the year under review, four meetings of the Committee were held on 29th May, 2023, 11th August, 2023, 14th November, 2023 and 13th February, 2024. The gap between two meetings did not exceed one hundred and twenty days. The composition of the Audit Committee and the details of meetings attended by each of the members are given below:

Name of Director	Designation / Category	Attendance at the Meetings held on			
		29/05/2023	11/08/2023	14/11/2023	13/02/2024
Mr. Syed Hussain	Chairman Independent Director	Y	Y	Y	Y
Mr Mohit Jaju	Member Executive Director	Y	Y	Y	Y
Mr. Mahendra Uday Bhalerao	Member Independent Director	Y	Y	Y	Y

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Obligations and Disclosure Requirement (LODR). Some of the important functions performed by the Committee are:

The terms of reference of the Audit Committee are as under:

1. Overview of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are accurate, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit finding;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements;
 - h) Management Discussion and Analysis of financial conditions and results of operations;
5. Review of Statement of significant related party transactions submitted by the management;
6. Review of management letters/letters of internal control weaknesses issued by the statutory auditors;
7. Review of internal audit reports relating to internal control weaknesses;
8. Review of appointment, removal and terms of remuneration of the Internal Auditor;
9. Review of the financial statements of subsidiary Companies;
10. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
11. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

12. Review and monitor the auditor's independence, performance, and effectiveness of audit process;
13. Approval or any subsequent modification of transactions of the Company with related parties;
14. Scrutiny of inter-corporate loans and investments;
15. Valuation of undertakings or assets of the Company, wherever necessary;
16. Evaluation of internal financial controls and risk management systems;
17. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
18. Reviewing the adequacy of internal audit function, if any, 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;
19. Discussion with internal auditors of any significant findings and follow up there on;
20. Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
21. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concerns;
22. To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;
23. To review the functioning of the Whistle Blower Mechanism;
24. Approval of appointment / reappointment, remuneration of Chief Financial Officer (or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
25. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee. The Audit Committee discharges its functions and obligations on regular basis and on the occurrence of the events;
26. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Internal Auditor to get their inputs on significant matters relating to their areas of audit.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and in terms of Regulation 19 of the Listing Regulations which comprises the requisite number of Independent Directors.

The broad terms of reference of the Committee inter alia, include the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance.
- 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.
- To formulate the criteria for evaluation of Independent Directors and the Board

The composition of the Nomination and Remuneration Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Committee are as under:

Composition of the Committee

Name of the Director	Category	Position
Mr. Syed Hussain (DIN:00115949)	Independent Director	Member/Chairman
Mr. Ghanshyam Jaju (DIN:00104601)	Non Executive Director	Member
Mr. Mahendra Uday Bhalerao (DIN:01876185)	Independent Director	Member

Meetings and attendance of the Committee during the year:

During the year, the committee met Three times i.e. on 29th May, 2023, 11th August 2023 and 13th February 2024 details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Designation / Category	Details of the meeting held on 29/05/2023	Details of the meeting held on 11/08/2023	Details of the meeting held on 13/02/2024
Mr. Syed Hussain	Chairman Independent Director	Y	Y	Y
Mr. Ghanshyam Jaju	Member Non executive Director	Y	Y	Y
Mr Mahendra Uday Bhalerao	Member Independent Director	Y	Y	Y

The terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of Independent Directors and the Board. Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board for the reappointment and removal;

5. To recommend/review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria;
6. To decide on the elements of remuneration package of all the Key Managerial Personnel i.e. salary, benefits, bonus, stock options, pensions, etc.;
7. Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board;
8. Payment / revision of remuneration payable to Managerial Personnel;
9. While approving the remuneration, the committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
10. The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders;
11. Any other functions / powers / duties as may be entrusted by the Board from time to time.

The Company has adopted a Policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company at the link: <http://www.godavaridrugs.com>.

The committee under the guidance of the Board has formulated the criteria and framework for the performance evaluation of every Director of the Board including independent Directors and identified the ongoing training and education programs to ensure that the independent Directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

Performance Evaluation Criteria for Independent Directors

Independent Directors are evaluated based on below mentioned criteria:

- a) their general understanding of the Company's business dynamics;
- b) their contribution in the Board Meetings and guidance to the Board;
- c) professional ethics, integrity and values;
- d) willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively;

The Nomination and Remuneration Committee also has laid down criteria for performance evaluation of all the Directors on the Board and recommended the same for evaluating the performance of each and every Director.

(c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee has been formed in compliance of Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178(5) of the Companies Act, 2013. The Committee comprises one Executive Director and Two Non-Executive Independent Directors of the Company.

Composition of the Committee:

Name of the Director	Category	Position
Mr. Syed Hussain (DIN:00115949)	Independent Director	Chairman
Mr. Ghanshyam Jaju DIN: 00104601)	Non Executive Director	Member
Mr. Mahendra Uday Bhalerao (DIN: 01876185)	Independent Director	Member

Meetings and attendance of the Committee during the year:

During the year, the committee met Two times i.e. on 29th May 2023 and 13th February, 2024. The committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor service. Given below and all of them have been resolved to date. There were no share transfers pending for registration for more than 30 days.

The status of shareholder's complaints/request during the financial year 2023 –24 is as under:

Sl. No.	Nature of Complaint/request	Received	Cleared
1	Change / Correction of Address	13	13
2	No of Transfers	03	03
3	Non receipt of Shares /Others	NIL	NIL

Pursuant to Regulation 40 (9) of the Listing Obligations and Disclosure Requirement (LODR), a certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practising Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The terms of reference of the Committee:

1. Resolving the grievance of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(d) Corporate Social Responsibility (CSR) Committee

The Company doesn't fall under the ambit of Section 135 (1) and hence the Corporate Social Responsibility (CSR) Committee hasn't been formed.

REMUNERATION OF DIRECTORS

- a) All pecuniary relationship or transactions of the non-executive directors
The Company has no pecuniary relationship or transaction with its Non-Executive Directors and Non-Executive Directors including Independent Directors are entitled to payment of sitting fee for the Board meetings attended by them.
- b) Criteria of making payments to non-executive directors
The criteria of making payments to the Independent Directors are disclosed in the Policy and the same is available on www.godavaridrugs.com
- c) Disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and fixed by the Board of Directors and approved by the shareholders in general meetings. The remuneration paid to Executive Directors in pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Remuneration to Executive Directors

The details of remuneration paid to the Directors during the financial year 2023-24 are given below:

Name of the Director	Salary (In Lacs.)
Shri. Mukund Kakani	18.00
Shri. Mohit Jaju	18.00

Remuneration to Non - Executive Directors

The details of remuneration paid to the Non - Executive Directors during the financial year 2023-24 are given below:

Name of Director	Sitting Fees (In Lacs.)	Commission (In lacs)	Total (In Lacs)
Shri Syed Hussain	0.80	Nil	0.80
Shri Ghanshyam Jaju	Nil	Nil	Nil
Shri Ramesh Telugu	0.80	Nil	0.80
Smt. Vimala Madon	0.80	Nil	0.80
Shri Mahendra U Bhalerao	0.80	Nil	0.80
Shri Dinesh Udpa	Nil	Nil	Nil

General Body Meetings

a. The details of last three Annual General / Extra Ordinary General Meetings are as follows:

Year	Location	Date	Time
2022-2023	1-8-303/34, Mayfair, S.P.Road, Secunderabad. Through Video Conferencing ("VC")	12th August, 2023	3.30 P.M.
2021-2022	1-8-303/34, Mayfair, S.P.Road, Secunderabad. Through Video Conferencing ("VC")	16th May, 2022	3.30 P.M.
2020-2021	1-8-303/34, Mayfair, S.P.Road, Secunderabad. Through Video Conferencing ("VC")	14th August, 2021	3.30 P.M.

(b) List of Special Resolutions passed during the last three AGMs

i. Special Resolutions were passed in 2023-24 AGM

- Increase in borrowing limits from 50 crores to 125 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher
- Continuation of Mr. Mukund Kakani (DIN: 00104646) as Managing Director upon attaining age of Seventy years
- Re. appointment of Mr. Mohit Jaju (DIN: 00076657) as Wholetime Director and CFO of the Company

ii. No Special Resolutions were passed in 2020-21 AGM

iii. Special Resolutions were passed in 2019-20 AGM

- Appointment of Mr. Ramesh Babu Telugu (DIN No: 03613926) as an Independent Director.
- Appointment of Mrs. Vimala Madon (DIN No: 06925101) as an Independent Director.
- Appointment of Mr. Dilip Keshavlal Patel (DIN No: 00013150) as an Independent Director.
- Appointment of Mr. Syed Anis Hussain (DIN No: 00115949) as an Independent Director.

(c) Special Resolutions passed through postal ballot and details of voting pattern

During the previous year, Following resolutions were passed by Postal Ballot on 25th Dec, 2022

- To Consider And Approve Continuation Of Mr. Ghanshyam Jaju (Din: 00104601) As Non-Executive Non-Independent Director Upon Attaining Age Of Seventy Five Years
- To Consider And Approve The Appointment Of Mr. Mahendra Uday Bhalerao (Din: 01876185) As Independent Director

(d) Person who conducted the postal ballot exercise – Mrs. Vidya Harkut, FCS, Practicing Company Secretary, Hyderabad,

6. MEANS OF COMMUNICATION

a) Quarterly Results:-

The quarterly, half-yearly and annual results of the Company were normally published by the Company in the newspapers within 48 hours from the conclusion of the Board meeting.

Annual reports with Audited Financial Statements are sent to the shareholders through permitted mode and are displayed on the Company's website at www.godavaridrugs.com

b) Newspapers wherein results normally published:-

The Company publishes its quarterly, half-yearly and annual results in Business Standard (in English) and Andhra Prabha (in regional language) dailies.

c) Any website, where displayed:-

The results are displayed on the Company's website at www.godavaridrugs.com

d) Whether it is also displays official news releases:-

The newsletters and press releases from time to time were also displayed on the Company's website at www.godavaridrugs.comrelations.

7. General Shareholder Information

SI No	Item	Details	
1.	AGM Date, Time and Venue	29th August, 2024 at 03:00 PM through Video Conferencing (VC) or other Audio Visual Means (OAVM) (To be held)	
2.	Financial Calendar 2024-2025 (Tentative)	First Quarter Results – By 15th Aug 2024 Second Quarter/Half year Results - By 15th November 2024 Third Quarter/Nine Months Results- By 15th February 2025.	
3.	Dates of book closure	24.08.2024 to 29.08.2024	
4.	Listing on Stock Exchanges	Bombay Stock Exchange	
5.	Stock Code	530317 (BSE)	
6.	Demat ISIN No. For NSDL & CDSL	INE362C01012	
7.	Market Price Data	Bombay Stock Exchange Limited	
		High (Rs.)	Low (Rs.)
	April'23	86.00	73.31
	May'23	91.55	76.21
	June'23	106.00	82.00
	July'23	109.44	90.03
	August'23	109.95	90.30
	September'23	114.00	88.00
	October'23	95.65	84.00

		November'23	107.00	82.10		
		December'23	101.00	88.15		
		January'24	110.00	89.51		
		February'24	106.50	92.55		
8.	Registrars and Transfer Agents (For both physical and electronic)	CIL Securities Pvt Ltd. 214, Raghava Ratna Towers, Abids, Hyderabad - 500001 Email ID: rta@cilsecurities.com				
9.	Share transfer system	Share transfers are registered and returned with in a Period of thirty days from the date of receipt, if the documents are in order in all respects.				
10.	Shareholding Pattern as on 31st March 2024	Category	No. of Shares	%		
		Promoter	4003200	53.16		
		Financial Institution and Banks	37500	0.50		
		Bodies Corporate	237209	3.15		
		Indian Public	2974410	39.50		
		NRI's / OCB's	278181	3.69		
		TOTAL	7530500	100		
11.	Distribution of Shareholding as on 31st March 2024					
	Shareholding of Nominal value	No. of Holders	% of total Holding	S h a r e s Amount	% of total Amount	
	From	To				
	--	5000	1008	93.42	1459030	28.68
	5001	10000	51	4.73	451500	8.87
	10001	20000	7	0.65	110000	2.16
	20001	30000	5	0.46	126000	2.48
	30001	40000	1	0.09	38000	0.75
	40001	50000	1	0.09	43000	0.85
	50001	100000	3	0.28	199000	3.91
	100001	75305000	3	0.28	2661000	52.30
			1079	100.00	5087530	100.00
12.	Dematerialization of shares and liquidity	The trading in Company's shares is permitted only in dematerialized form. In order to enable to shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL				
13.	Plant Location	A-6/2, MIDC, Nanded, - 431 603, Maharashtra.India.				
14.	Address for correspondence (Registered office)	1-8-303/34, Mayfair, Sardar Patel Road, Secunderabad – 500 003, Telangana State.India. Phone: 91-40-27819624 E-mail: info@godavaridrugs.com				
	* Shareholders holding shares in electronic form should address all their Correspondence to their respective depository participants.					

8. DEMATERIALIZATION OF SHARES AND LIQUIDITY

As on 31st March, 2024, 70,21,747 Equity Shares of 10/- each representing 93.244% of the total no. of shares are in dematerialized form. There were no pending transfers as on 31st March, 2024.

9. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company imports its major raw material and hence there is a commodity price risk and also foreign exchange risk. The company imports in bulk quantities against spot prices or annual contracts with the suppliers where the company gets the price advantage on the bulk / contract purchase. Since the company is also having exports the exchange risk is partly covered by natural hedge (by way of exports). The Company also carries hedging activities basing on the market conditions on case to case basis.

10. OTHER DISCLOSURES: -

- a. The particulars of transactions between the Company and its related parties are set out at Notes to financial statements. However these transactions are not likely to have any conflict with the Company's interest.
- b. There are no non-compliances in the last three years by the Company on any matter related to Capital Market and there were no penalties imposed nor strictures passed on the Company by any Stock Exchange, SEBI or any other Statutory Authority during the year.
- c. The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

The Policy covers malpractices and events which have taken place / suspected to have taken place, issue or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The Whistle Blower Policy of the Company is also posted on the website of the Company [http:// www.godavaridrugs.com](http://www.godavaridrugs.com)

- d. The Company has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance with the discretionary requirements under Regulation 27(1) of SEBI Listing Regulations are as under:
Separate posts of chairperson and chief executive officer: The office of Chairman and that of Managing Director of the Company are held by different persons.
- e. The Policy on Related Party Transactions is hosted in the website of the Company at the link [http:// www.godavaridrugs.com](http://www.godavaridrugs.com)
- f. A certificate from a company secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority has been enclosed as separately to this report.
- g. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year- There are no such instances during the year and the Board considered and accepted the recommendations of all the Committees.
- i. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment,

where Employees feel secure. The Company has formed an internal compliance committee to monitor and address any complaints under these provisions.

The Company has not received any complaints on sexual harassment during the year

11. THE COMPANY HAS COMPLIED WITH ALL THE PROVISIONS OF CORPORATE GOVERNANCE.

12. THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED: NIL

13. THE COMPANY HAS COMPLIED WITH ALL THE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF LISTING REGULATIONS.

14. CODE OF CONDUCT FOR THE BOARD & SENIOR MANAGEMENT PERSONNEL

The Company has laid down a Code of Conduct which has been effectively adopted by the Board Members and Senior Management Personnel of the Company.

15. COMPLIANCE CERTIFICATE FROM PRACTISING COMPANY SECRETARIES

Certificate from Practising Company Secretaries, M/s.VSS & Associates, confirming compliance with the conditions of corporate Governance as stipulated Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.

16. PROHIBITION OF INSIDER TRADING

As required under the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has framed the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices and Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ("UPSI").

For Details Please refer to the Company's website at [http:// www.godavaridrugs.com](http://www.godavaridrugs.com).

17. CEO/CFO CERTIFICATE

Mr. Mukund Kakani, Managing Director and Mr. Mohit Jaju, Whole-time Director & CFO has issued certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is annexed and forms part of this report.

18. SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India.

Name, designation & address of the Compliance Officer:

Mr. Venkatesh Achanta
Company Secretary & Compliance Officer
Godavari Drugs Limited

Email: info@godavaridrugs.com

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company - www.godavaridrugs.com

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31 March, 2024.

Date: 30.05.2024
Place: Secunderabad

Mukund Kakani
(Managing Director)

**CEO AND CFO CERTIFICATE UNDER REGULATION 17 OF THE LISTING OBLIGATIONS
AND DISCLOSURE REQUIREMENT REGULATIONS, 2015**

The Board of Directors,
Godavari Drugs Limited
Secunderabad.

We, Mukund Kakani, Managing Director and Chief executive Officer, and Mohit jaju, Whole Time Director and Chief Financial Officer, to the best of our knowledge and belief, certify that:

We have reviewed the Balance Sheet, Statement of Profit and Loss and the cash flow statement and to the best of our knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2023-24, which are fraudulent, illegal or violative of the Company's code of conduct.
4. 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 have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.

We further certify that –

- a) there have been no significant changes in internal control over financial reporting during the year 2023-24;
- b) there have been no significant changes in accounting policies during the year 2023-24 except the change in the Stock valuation method for which Company adopted the Weighted Average Policy; and
- c) there have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the

Company's internal control system over financial reporting.

For and on behalf of the Board of Directors
For **Godavari Drugs Limited**

Mukund Kakani
Managing Director

Mohit jaju
Whole Time Director &
CFO

Date: 30.05.2024
Place: Secunderabad

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of M/s Godavari Drugs Limited,
Hyderabad.

We have examined the compliance of conditions of Corporate Governance by M/s Godavari Drugs Limited ('the Company'), for the Financial Year ended March 31, 2024 as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015('Listing Regulation').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion, and to the best of the information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that 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 Ayyadevara & Co.,
Chartered Accountants,
FRN No: 000278S

Ayyadevara Srinivas
Proprietor
ICAI Membership No.028803
Secunderabad. May 30, 2024.
UDIN No: 24028803BKHJGQ8856

INDEPENDENT AUDITOR'S REPORT

To the Members of Godavari Drugs Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Godavari Drugs Limited ("the Company"), which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. During the year under consideration, we have no key audit matters to report.

Information Other than the Financial Statements and Auditor's Report Thereon.

The 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 Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 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 Companies Act, 2013 ("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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards

specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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.
 - (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, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is 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".
 - (g) 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 Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 1 (I) to the 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 were no amounts which were 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, 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, 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) The company has not declared any dividend during the year ended March 31, 2024.

(vi) Based on our examination, which included test checks, the company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit we have not come across any instances of audit trail feature being tampered with.

As the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and 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 Ayyadevara & Co.,
Chartered Accountants,
FRN.00278S

Ayyadevara Srinivas.
Proprietor.
ICAI Membership No.028803.
Hyderabad. May 30, 2024.
UDIN No: 24028803BKHJGQ8856

**Regarding: Godavari Drugs Limited, year ended March 31, 2024.
ANNEXURE A TO AUDIT REPORT OF EVEN DATE.**

Statement on the matters specified in paragraphs 3 and 4 of Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013.

(i)	(a)	(A)	The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
		(B)	During the year under consideration the company did not own any intangible assets.
	(b)		The Property, Plant and Equipment have been physically verified by the management at reasonable intervals, during the year. We are informed that no material discrepancies were noticed on such verification.
	(c)		The land in possession of the company is on a long-term lease from Maharashtra Industrial Development Corporation.
	(d)		The company has not revalued any of its properties.
	(e)		No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
(ii)	(a)		Physical verification of inventory has been conducted by the management, during the year, at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed in such verification.
	(b)		The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
(iii)			During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
(iv)			The company has not granted any loans, or made any investments, or given guarantees, and security, to which the provisions of sections 185 and 186 of the Companies Act 2013 apply.
(v)			The company has not accepted any deposits or any amounts that are deemed to be deposits, under the directives issued by the Reserve Bank of India to which the provisions of sections 73 to 76 of the Companies Act, 2013, apply.
(vi)			We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of its products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out detailed examination of the records with a view to determine whether these are accurate or complete.
(vii)	(a)		The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities
	(b)		According to the information and explanations given to us and the records of the company examined by us, there are no dues referred to in (a) above, as on March 31, 2024, which has not been deposited on account of a dispute except as under:

	Sl. No	Dues under	Particulars of demand	Dispute pending before	Amount deposited against the demand
	1	Customs Act, 1962	Customs Duty for the years 2008-09 to 2013-14 (Rs.16.30 Lakhs)	CESTAT Mumbai	Rs. 2.50 Lakhs
	2.	Service Tax	Service Tax, Rs.3.98 Lakhs	CESTAT Mumbai	Rs. 0.18 Lakhs
(viii)		There are no amounts that are in the nature of undisclosed income surrendered or offered as income during the year in the tax assessments under the Income Tax Act, 1961.			
(ix)	(a)	The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.			
	(b)	The company is not declared as a wilful defaulter by any bank or financial institution or other lender.			
	(c)	The term loans were applied for the purpose for which the loans were obtained.			
	(d)	No funds raised on short term basis have been utilised for long term purposes.			
	(e)	The company does not have subsidiaries, associates or joint ventures.			
	(f)	The company does not have subsidiaries, associates or joint ventures.			
(x)	(a)	During the year under consideration, no moneys were raised by way of initial public offer or further public offer (including debt instruments).			
	(b)	During the year under consideration, the company has not made any preferential allotment or private placement of shares or convertible debentures.			
(xi)	(a)	During the course of our audit, we have not come across any instances of fraud by the company or any fraud on the company.			
	(b)	There is no instance, during the year under consideration, that necessitates reporting in Form ADT4.			
	(c)	There are no instances of whistle-blower complaints received during the year by the company.			
(xii)		The company is not a Nidhi Company.			
(xiii)		All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.			
(xiv)	(a)	The company has engaged a firm of Chartered Accountants to carry out internal audit and submit their report to the Board of Directors and Audit Committee. The internal audit system is commensurate with the size and nature of the company's business.			
	(b)	The reports of the Internal Auditors for the period under audit were considered by us.			
(xv)		The company has not entered into any non-cash transactions with directors or persons connected with them.			
(xvi)	(a)	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.			
	(b)	The company has not conducted any Non-Banking Financial or Housing Finance activities.			
	(c)	The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.			
	(d)	The company is not part of any "group" as defined under the applicable regulations / guidelines relating to NBFC's/ Investment companies.			

(xvii)		The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
(xviii)		There has not been any resignation of the statutory auditors 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, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.
(xx)	(a)	There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
	(b)	There are no ongoing projects relating to CSR as on March 31, 2021 and March 31, 2024.
(xxi)		The company does not have any subsidiaries or associates or joint ventures the accounts of which are to be consolidated and as such there are no consolidated financial statements.

For Ayyadevara & Co.,
Chartered Accountants,
FRN. 002785.

Ayyadevara Srinivas.
Proprietor.
Membership No.028803
Hyderabad. May 30, 2024
UDIN No: 24028803BKHJGQ8856

Regarding: Godavari Drugs Limited, year ended March 31, 2024.

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Godavari Drugs 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.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls 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". 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 over financial reporting 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 auditor's judgement, including the assessment of the risks of material misstatement of the said 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 the standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

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 Over Financial Reporting

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.

Opinion

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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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.

For Ayyadevara & Co.,
Chartered Accountants,
FRN. 002785

Ayyadevara Srinivas
Proprietor
Membership No.028803
Hyderabad. May 30, 2024
UDIN No: 24028803BKHJGQ8856

GODAVARI DRUGS LIMITED
Balance Sheet as at March 31, 2024

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
1. Non - current assets			
a. Property, Plant and Equipment	2	2,668.39	2,491.00
b. Capital Work in Progress	3	1,832.06	907.54
c. Investment Property			
d. Goodwill			
e. Other Intangible assets			
f. Intangible assets under development			
g. Biological Assets other than bearer plants			
h. Financial Assets			
(i) Investments	4	0.01	0.01
(ii) Trade Receivables			
(iii) Loans			
(iv) Other Financial Assets	5	126.72	44.18
i. Deferred tax assets (net)			
j. Other non-current assets			
2. Current assets			
(a) Inventories	6	2,065.04	1,985.57
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables	7	5,942.33	5,793.49
(iii) Cash and cash equivalents	8	262.29	308.46
(iv) Bank balances other than (iii) above			
(v) Loans	9	89.49	88.75
(vi) Others (to be specified)			
(c) Current Tax Assets (Net)			
(d) Other current assets	10	488.92	524.30
Total Assets		13,475.25	12,143.30

Accounting Policies and Other Information

Notes 1 to 26 form integral part of financial statements

As per our report of even date

For Ayyadevara & Co.,
Chartered Accountants
FRN. 00278S

For and on behalf of the Board of Directors

Ayyadevara Srinivas
Proprietor
Membership No.028803
Hyderabad. May 30, 2024
UDIN No: 24028803BKHJGQ8856

Mukund Kakani
Managing Director

Mohit Jaju
Whole Time Director &
CFO

Venkatesh Achanta
Company Secretary &
Compliance Officer

GODAVARI DRUGS LIMITED
Balance Sheet as at March 31, 2024

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	11	753.05	753.05
(b) Other Equity	12	3,143.56	2,588.67
LIABILITIES			
1. Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	1,116.74	1,194.75
(ii) Trade payables			
(A) Total outstanding dues of micro enterprise and small enterprise and			
(B) Total outstanding dues creditors other than of micro enterprise and small enterprise			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
(b) Provisions	14	75.57	71.43
(c) Deferred tax liabilities (Net)	15	186.33	164.58
(d) Other non-current liabilities			
2. Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	4,445.74	4,302.46
(ii) Trade payables			
(A) Total outstanding dues of micro enterprise and small enterprise and			
(B) Total outstanding dues creditors other than of micro enterprise and small enterprise			
(iii) Other financial liabilities (other than those specified in item (c))			
(b) Other current liabilities	17	8.40	11.99
(c) Provisions	18	476.00	499.41
(d) Current Tax Liabilities (Net)	19	115.54	101.67
Total Equity and Liabilities		13,475.25	12,143.30

Significant Accounting Policies and Other Information 1

Notes 1 to 26 form integral part of financial statements

As per our report of even date
For Ayyadevara & Co.,
Chartered Accountants
FRN. 002785

For and on behalf of the Board of Directors

Ayyadevara Srinivas
Proprietor
Membership No.028803
Hyderabad. May 30, 2024
UDIN No: 24028803BKHJGQ8856

Mukund Kakani
Managing Director

Mohit Jaju
Whole Time Director &
CFO

Venkatesh Achanta
Company Secretary &
Compliance Officer

Godavari Drugs Limited
Statement of Profit and Loss for the year ended March 31, 2024

Particulars		Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
I	Revenue from operations	20	15,671.19	15,962.48
II	Other income	21	61.75	65.53
III	Total Income (I+II)		15,732.94	16,028.01
IV	EXPENSES			
	Cost of Material Consumed	22	12,194.76	13,782.07
	Changes in inventories of finished goods, stock in trade and work-in-progress	23	-113.67	-976.30
	Employee benefits expense	24	513.05	484.04
	Finance costs	25	491.50	392.73
	Depreciation and amortization expense	2	199.46	194.35
	Other expenses	26	1,746.62	1,680.59
	Total Expenses (IV)		15,031.72	15,557.49
V	Profit/(loss) before exceptional items and tax (III - IV)		701.22	470.52
VI	Exceptional items		- 9.04	22.95
VII	Profit/(loss) before tax (V - VI)		692.18	493.47
VIII	Tax Expenses:			
	1. Current Tax		-115.54	-101.67
	2. Deferred Tax		-21.75	-13.22
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		554.89	378.58
X	Profit/loss from discontinued operations			
XI	Tax expense of discontinued operations			
XII	Profit/(loss) from discontinued operations (after tax)(X-XI)			
XIII	Profit /Loss for the period (IX + XII)		554.89	378.58
XIV	Other Comprehensive Income			
	A (i) items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss"		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss"		-	-
XV	Total Comprehensive Income for the period (XIII + XIV) (Comprising profit/loss and other Comprehensive Income for the period)		554.89	378.58
XVI	Earning per equity share (for discontinued operation):			
	(1) Basic		7.37	5.03
	(2) Diluted		7.37	5.03

Particulars		Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
XVII	Earning per equity share (for continuing operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earning per equity share (for discontinued & continuing operations)			
	(1) Basic		7.37	5.03
	(2) Diluted		7.37	5.03

Accounting Policies and other information

1

As per our report of even date

For Ayyadevara & Co.,
Chartered Accountants
FRN. 00278S

For and on behalf of the Board of Directors

Ayyadevara Srinivas
Proprietor
Membership No.028803
Hyderabad. May 30, 2024
UDIN No: 24028803BKHJGQ8856

Mukund Kakani
Managing Director

Mohit Jaju
Whole Time Director &
CFO

Venkatesh Achanta
Company Secretary &
Compliance Officer

Godavari Drugs Limited
Cash Flow Statement for the year ended March 31, 2024

Rupees in Lakhs

Particulars		Period ended 31.03.2024	Period ended 31.03.2023
A. Cash Flow from Operating Activities			
Profit before Depreciation, Interest and Tax		1383.13	1080.55
Other income considered separately		(61.75)	(65.53)
	Net	1321.38	1015.02
(Increase) / Decrease in Inventories		(79.49)	(982.20)
(Increase) / Decrease in Receivables		(148.83)	(235.59)
(Increase) / Decrease in Short term Loans & Advances		(0.73)	(27.88)
(Increase) / Decrease in Other Current Assets		35.37	59.34
Increase / (Decrease) in Current Liabilities		815.33	1615.70
Less: Income tax paid		(101.67)	(122.68)
		519.98	306.69
Cash flow from operating activities	Total A	1841.36	1321.71
B. Cash Flow from Investing Activities			
Increase in Fixed Assets and Capital WIP (net)		(1320.14)	(933.60)
Increase in Non Current Assets		(82.54)	(10.62)
Other Income		61.75	65.53
Sale of retired fixed assets (Scrap)		18.77	14.83
	Total B	(1322.16)	(863.86)
C. Cash Flow from Financing Activities			
Increase / (Decrease) in Long Term Borrowings		(78.01)	16.54
Increase / (Decrease) in Long Term Provisions		4.13	(0.84)
Interest Paid		(491.49)	(392.73)
	Total C	(565.37)	(377.03)
D. Net Increase/(Decrease) in cash and cash equivalents [A+B+C]		(46.17)	80.82
Cash and cash equivalents at the beginning of the year (01.04.2023)		308.46	227.64
Cash and cash equivalents at the end of the year (31.03.2024)		262.29	308.46
Increase/(-)Decrease		(46.17)	80.82

As per our report of even date
For Ayyadevara & Co.,
Chartered Accountants
FRN. 002785

For and on behalf of the Board of Directors

Ayyadevara Srinivas
Proprietor
Membership No.028803
Hyderabad. May 30, 2024
UDIN No: 24028803BKHJGQ8856

Mukund Kakani
Managing Director

Mohit Jaju
Whole Time Director &
CFO

Venkatesh Achanta
Company Secretary &
Compliance Officer

Godavari Drugs Limited
Note 11A
Statement of Changes in Equity

A. Equity Share Capital**(1) Current reporting period****Rs. In Lakhs**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
753.05	-	-	-	753.05

(2) Previous reporting period**Rupees**

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
753.05	-	-	-	753.05

Note 2: Property Plant And Equipment

Sl. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As at 31.3.2023	Additions	Deletion	As at 31.03.2024	As at 31.3.2023	For the Period	Adjustment	As at 31.03.2024	As at 31.03.2024	As at 31.3.2023
1	Lease hold land	3.28	-	-	3.28	-	-	-	-	3.28	3.28
2	Factory Building	445.87	119.14	-	565.01	13.09	-	251.31	313.70	207.66	
3	Plant & Machinery	3,662.03	184.55	304.55	3,542.03	132.58	289.32	1,475.60	2,066.42	2,029.68	
4	Electrical Installations	250.95	-	-	250.95	19.60	-	127.00	123.95	143.55	
5	Laboratory Equipment	21.30	-	-	21.30	1.73	-	9.09	12.21	13.94	
6	Furniture & Fixtures	17.52	1.25	-	18.76	1.11	-	14.15	4.61	4.48	
7	Vehicles	196.24	88.19	31.69	252.74	28.42	28.15	112.78	139.96	83.73	
8	Office Equipments	6.26	-	-	6.26	0.69	-	4.43	1.83	2.53	
9	Computers	24.72	2.49	-	27.21	2.24	-	24.79	2.41	2.17	
	Total	4,628.16	395.62	336.24	4,687.53	199.46	317.47	2,019.14	2,668.39	2,491.00	

GODAVARI DRUGS LIMITED
Notes forming part of the Financial Statements

Particulars	"As at 31.03.2024	"As at 31.03.2024
Note 3: Capital Work in Progress		
At the beginning of the year	907.54	49.00
Additions during the year	1,228.22	858.54
Amounts capitalised during the year	303.69	-
At the end of the year	1,832.06	907.54
Note 4: Investments		
Long Term Quoted		
500 HDFC Shares @ Rs.2 per share Face Value (Market value is Rs.7,14,000)	0.01	0.01
Total	0.01	0.01
Note 5 : Other financial assets		
(i) Security Deposits	115.47	34.03
(ii) Bank deposits with more than 12 months maturity	11.25	10.15
Total	126.72	44.18
Note 6 : Inventories		
[As verified, valued and certified by the Management]		
Raw Material	566.36	610.59
Work-in-Process	387.98	675.58
Finished Goods	1,099.38	698.11
Other Stock	11.32	1.28
Total	2,065.04	1,985.57
Note 7: Trade Receivables (Ref Note 1(--))		
(a) Trade Receivables considered good - Secured;		
(b) Trade Receivables considered good - Unsecured;	5,487.88	5,339.04
(c) Trade Receivables which have significant increase in Credit Risk; and	454.45	454.45
(d) Trade Receivables - credit impaired.]	-	-
Total	5,942.33	5,793.49
Note 8: Cash and cash equivalents		
Cash in hand	0.04	0.06
In Current Accounts	0.10	0.25
- Yes Bank EEFC A/C (USD 150)	11.74	-

In Margin money deposits (With maturity less than 12 months)	250.41	308.16	
Total	262.29	308.46	
Note 9: Loans			
Loans and advances to employees	89.49	88.75	
(a) Loans Receivables considered good - Secured;	-	-	
(b) Loans Receivables considered good - Unsecured;	-	-	
(c) Loans Receivables which have significant increase in Credit Risk; and	-	-	
(d) Loans Receivables - credit impaired.]	-	-	
Total	89.49	88.75	
Note 10: Other Current Assets			
Capital Advance to Suppliers	243.17	174.13	
Advance to suppliers	16.23	107.47	
Balance with Revenue authorities	83.19	102.15	
Income Tax and TDS	117.31	111.22	
Others	29.02	29.33	
Total	488.92	524.30	
Note 11 : Equity share capital			
a. Authorised			
1,00,00,000 Equity Shares of Rs. 10/- each.	1,000	1,000	
	1,000	1,000	
b. Issued, subscribed & paid up			
75,30,500 Equity Shares of Rs. 10/- each fully paid up	753.05	753.05	
(Ref Note 11A)	753.05	753.05	
c. Par value of shares			
	10/-	10/-	
d. Number of shares outstanding at beginning of the year			
	75,30,500	75,30,500	
Changes during the year			
	-	-	
Number of shares outstanding at end of the year			
	75,30,500	75,30,500	
e. Restriction on disbursement of Dividend			
As part of standard conditions of sanction of term loans the company requires prior permissions from the lenders to declare dividend			
f. Particulars of each shareholder holding more than 5% of share capital			
S.No.	Name of the Shareholder	As at 31.03.2024 No of shares %	As at 31.03.2023 No of shares %
1	Kamala Jaju	9,10,000 12.08	9,10,000 12.08
2	Sushma Kakani	11,55,000 15.35	10,60,000 14.08
3	Mohit Jaju	5,35,000 7.10	440000 5.84

g. Promoters shareholding		
Shares held by promoters at the end of the year		
Name of the Promoter	No. of Shares**	%of total shares
SUSHMA KAKANI	11,55,000	15.34
KAMALA JAJU	9,10,000	12.08
MOHIT JAJU	5,35,000	7.10
GHANSHYAM JAJU	3,50,000	4.65
MUKUND KAKANI	3,50,000	4.65
AKSHEIT KAKANI	3,26,000	4.33
PRIYANKA JAJU	1,85,000	2.46
TANUSHREE KAKANI	1,40,000	1.86
KIRTI KUMAR JAIN	50,000	0.66
JAJU GHANSHYAM HUF	2200	0.03
Total Shares held by promoters	40,03,200	53.16
h. The company has only one class of shares i.e. Equity Shares.		

Note 12 : Other Equity

(1) Current Reporting Period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Maharashtra Special Capital Incentive Reserve	Central Subsidy Reserve	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income(specify nature)	Money received against share warrants	Total
Balance at the beginning of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	1,453.94	-	-	-	-	-	-	-	2,588.67
Changes in accounting policy or prior period errors	-	-	-						-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-						-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-						-	-	-	-	-	-	-	-
Dividends	-	-	-						-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-					554.89	-	-	-	-	-	-	-	554.89
Any other change (to be specified)	-	-	-						-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	2,008.83	-	-	-	-	-	-	-	3,143.56

Note 12 : Other Equity**(1) Previous Report Period**

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Maharashtra Special Capital Incentive Reserve	Central Subsidy Reserve	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income(specify nature)	Money received against share warrants	Total
Balance at the beginning of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	1,075.36	-	-	-	-	-	-	-	2,210.09
Changes in accounting policy or prior period errors	-	-	-						-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-						-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-						-	-	-	-	-	-	-	-
Dividends	-	-	-						-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-					378.58	-	-	-	-	-	-	-	378.58
Any other change (to be specified)	-	-	-					-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	1453.94	-	-	-	-	-	-	-	2,588.67

Note 13 : Borrowings**Secured**

Mercedes-Benz Financial Services India Pvt Ltd

40.47

-

Term Loan-Yes Bank

53.11

169.46

Car Loan- Yes Bank

21.25

28.91

Yes Bank Working Capital Term Loan

216.35

294.17

Unsecured

-

-

From Directors

785.56

482.37

Related Parties

219.84

Total**1,116.74****1,194.75**

Note 14 : Provisions		
Provision for Employee Benefits	75.57	71.43
Total	75.57	71.43
NOTE 15 : Deffered Tax Liabilities / Assets		
Beginning of the year	164.58	151.36
Increase / (Decrease) in Deferred Tax liability on account of timing difference originating during the year	21.75	13.22
Net Deferred Tax Liability as on 31.03.2024	186.33	164.58
Note 16 : Borrowings		
HSBC Bank	697.84	568.59
Cash credit facility/SBLC - Yes Bank	3,747.90	3,733.87
(The borrowing is secured by hypothecation of first charge on inventory, trade receivables, movable assets, immovable assets and guranteed by directors other than independent directors.		
Total	4,445.74	4,302.46
Note 17: Trade payables (Ref Note 1(--))		
(A) Total outstanding dues of micro enterprise and small enterprise and	8.40	11.99
(B) Total outstanding dues creditors other than of micro enterprise and small enterprise	3,154.32	2,455.28
Total	3,162.72	2,467.27
Note 18 : Other financial liabilities		
Current maturity of long term debt	214.53	235.01
Interest accrued on borrowings	68.37	46.23
Sundry creditors for capital goods	-	-
Statutory liabilities	17.44	12.46
Other liabilities	175.66	205.70
Total (A)	476.00	499.41
Note 19 : Other Current Liabilities		
Corporate Social Responsibility obligation	-	-
Others	-	-
Total	-	-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Note 20 : Revenue From Operations		
Sale of finished goods (ref Note 1(--))	15,671.19	15,962.48
Total	15,671.19	15,962.48
Note 21 : Other Income		
Interest income	10.73	12.85
Net gain on foreign exchange transactions	-	13.38
Others	51.02	39.30
Total	61.75	65.53
Note 22: Cost of material consumed		
Opening Stock	610.59	605.34
Add: Purchases	12,150.53	13,787.33
Less : Closing stock	566.36	610.59
Total	12,194.76	13,782.07
Note 23 : Changes in Inventories of Finished Goods & Work in Process		
(a) Opening Stock		
Finished Goods	698.11	118.26
Work-in -process	675.58	279.13
Sub- Total (a)	1,373.69	397.39
(b) Closing Stock		
Finished Goods	1,099.38	698.11
Work-in -process	387.98	675.58
Sub- Total (b)	1,487.36	1,373.69
Difference of (a) and (b) Increase (-) / Decrease(+)	-113.67	-976.30
Note 24 : Employee benefits		
Salaries,Wages and other allowances	416.47	377.17
Contribution to Provident Fund and other Funds	18.53	18.64
Gratuity	10.38	7.54
Staff Welfare Expenses	67.67	80.69
Total	513.05	484.04
Note 25 : Finance Cost		
Banks	378.78	286.58
Others	112.72	106.15
Total	491.50	392.73
Note 26 : Other Expenses		
Power & fuel	851.40	666.42
Consumption of stores and spares	169.74	182.80
Rent	12.50	11.87
Remuneration to Directors	36.00	34.00
Auditors' Remuneration	2.50	2.25
Repairs & Maintainance	-	-
Plant & Machinery	2.26	13.82

Building	33.11	8.89
Others	102.23	121.45
Exchange fluctuations	15.82	193.72
Insurance	18.25	15.44
Research & development expenses	32.49	28.17
Rates & taxes	3.63	7.76
Travelling and conveyance	13.40	11.38
Freight outward	31.08	16.60
Misc. expenses	410.42	356.02
CSR Expenditure (Ref Note 1(--))	11.79	10.02
	-	-
Total	1,746.62	1,680.60

Notes 1 to 26 form integral part of financial statements

As per our report of even date

For Ayyadevara & Co.,
Chartered Accountants
FRN. 002785

For and on behalf of the Board of Directors

Ayyadevara Srinivas
Proprietor
Membership No.028803
Hyderabad. May 30, 2024
UDIN No: 24028803BKHJGQ8856

Mukund Kakani
Managing Director

Mohit Jaju
Whole Time Director &
CFO

Venkatesh Achanta
Company Secretary &
Compliance Officer

GODAVARI DRUGS LIMITED
YEAR ENDED MARCH 31, 2024
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1: Material Accounting Policies and other information.

A. Company Overview

The company is engaged in the business of manufacture of Active Pharmaceutical Ingredients (API) and its intermediates, through its manufacturing facility at Nanded, Maharashtra, India.

B. Segment Reporting

The company operates only one segment i.e., manufacture and sale of Active Pharmaceutical Ingredients (API) and its intermediates.

C. Compliance with Indian Accounting Standards

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as notified under section 133 of the Companies Act 2013 (the Act), read with Companies (Indian Accounting Standard) Rules 2015. The company has uniformly applied all the applicable accounting standards in the presentation of the financial statements.

D. Reporting Currency

The financial statements are presented in Indian Rupees which is also the functional and presentation currency of the company. The figures in the financial statements are rounded off to nearest lakhs (two decimals).

E. Overall Considerations

The financial statements have been prepared using accounting policies and applicable Indian Accounting Standards (Ind AS) that are in effect as of March 31, 2024, as presented in detail hereunder. These policies are followed consistently by the company in the presentation of the financial statements. Changes in the accounting policies, if any, will be reported in accordance with the applicable Indian Accounting Standards. Material Accounting policies are disclosed in the financial statements as prescribed by Ind AS 1 – Presentation of Financial Statements.

F. Accounting Policies

1) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention on accrual basis. Unless specified otherwise, with reasons, income and expenditure are recognised upon their accrual and provisions are made for all known losses and liabilities.

2) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

3) Property Plant & Equipment

- i) Property, plant and equipment acquired by the company are reported at acquisition value. The acquisition cost for this purpose includes the purchase price (net of duties and taxes which are recoverable in future) and expenses directly attributable to the asset to bring it to the site and in the working condition for its intended use. Interest during construction period up to the date of commencement of operations, indirect project expenditure and trial run expenditure (net of trial run income, if any) incurred in respect of projects under implementation are capitalized to

the asset constructed / created. Spares and tools that are not in the nature of 'Property, Plant & Equipment' are treated as part of inventories. The costs incurred for the repairs and maintenance of these assets are charged to revenue.

- ii) The cost of assets under construction as on the Balance Sheet date, are classified under the head "capital work in progress" and the same are capitalized as and when they are put to use.

4) Capital Work In Progress

Capital Work in Progress as on 31.3.24 is Rs.18,32,05,622. This has been largely done on account of Expansion of Existing product capacities and also for construction of Pilot plant facilities for trials of DHDT (a new intermediate for anti-HIV drugs). A further capital expenditure of around Rs. 30 crores expected to be incurred in FY 2024-25 for Commercial manufacturing of DHDT and related works. These expenditures will be capitalised, upon completion of construction and commencement of commercial operations.

5) Land allotment by MIDC.

The company has been allotted land by Maharashtra Industrial Development Corporation, (MIDC) on long lease basis, and a letter of allotment has been issued to the company on March 28, 2024. The one time premium paid for the long lease is accounted for the year ended March 31, 2024, under the capital advances. The lease agreement is yet to be executed and the said payment will be recognised as leased land asset upon completion of the agreement.

6) Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. In carrying out such exercise, due effect is given to the requirements of Schedule II of the Companies Act, 2013.

7) Depreciation

Depreciation on Property, Plant and Equipment including assets such as Furniture and Fixtures, Computers etc., is provided over the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013. In respect of the assets that are either sold / retired during the year, the accumulated depreciation carried forward relating to such assets is adjusted.

8) Investments

Current investments are carried at lower of cost and quoted / fair value, computed category wise. Long term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

9) Research & Development

- (i) Equipment purchased for research and development is capitalised when commissioned and included in the gross block of property, plant and equipment.
- (ii) Research and Development expenditure incurred, if any, are charged to Profit & Loss account of the year under relevant head of Account.
- (iii) Due consideration is given to the deferred tax effect on account of the deduction of the R & D capital expenditure under section 35 of the Income Tax Act, 1961.
- (iv) Included in Capital Work In Progress is an amount of Rs.2,93,12,584, relating to DHDT R & D plant.

10) Inventories

Inventories are valued at lower of cost or net realizable value. Obsolete, slow moving and defective inventories are identified at the time of physical verification and necessary provision is made for such

inventories. The cost is determined using the weighted average cost method for all categories of inventories. Cost includes in case of Raw materials, Stores & spares and consumables, the purchase price and direct costs attributable less discounts. In case of work-in-process and finished goods, cost includes direct labour, material costs and production overheads. Duties and Taxes recoverable from the authorities in the future are not included in the cost of inventory.

11) Employee Benefits

Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related service is rendered. Post-employment and other long-term employee benefits are recognized as an expense in the statement profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long-term benefits are charged to the Statement of Profit and Loss.

12) Foreign Currency Transactions

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing on the date of transaction.
- (ii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.
- (iii) Monetary assets & Liabilities denominated in foreign currencies are restated at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss is accounted during the year.

13) Borrowing Cost

Interest and other borrowing costs attributable to assets under construction are capitalized and these are part of capital work in progress. Other interest and borrowing costs are charged to Statement of Profit & Loss.

14) Provisions, Contingent Liabilities and Contingent Assets

- (i) **Provisions:** Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.
- (ii) **Contingent Liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
- (iii) **Contingent Assets:** Contingent Assets are not recognized in the financial statements.

15) Accounting for Taxes on Income

Income Tax – Current and Deferred – are accounted in accordance with Ind AS – 12, ‘Income Taxes’ as amended from time to time.

G. The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under

Particulars	31.03.2024	31.03.2023
Principal amount due and remaining unpaid (< 45 days)	8.40 Lakhs	11.99 Lakhs
Interest due on the above and the unpaid interest	Nil	Nil
Interest paid / payable	Nil	Nil

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company, regarding the status of registration of such vendor under the said Act, as per the intimation received from them on the request made by the Company.

H. Employee Benefits

The requisite disclosures pertaining to Employees Benefits are as under.

Defined Contributions:

Payments and Provisions for employees include **Rs. 12.82** (Previous Year Rs.9.18 lakhs) recognised as expenses in respect of defined contribution plans.

Defined Benefit Plans:

Gratuity - Gratuity is payable to all the eligible employees of the Company on resignation, death, Permanent disablements in terms of the Payment of Gratuity Act,1972

Leave Encashment:

Entitlement of annual leave is recognised when they accrue to employees. Annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leaves.

I. CONTINGENT LIABILITIES:

Rs in Lakhs

Sl. No.	Particulars	31.03.2024	31.03,2023
1.	On account of Bank Guarantee	21.00	21.00
2.	Claims against the company/ disputed liabilities not acknowledged as debts:		
	(a) In respect of Advance Licence Customs Demand raised for the year 2000-01 and Appeal pending with CESTAT, Mumbai	16.30	16.30
	(b) In respect of Service Tax on Director's Remuneration Demand raised for the period from 01.07.12 to 31.10.14 and Appeal pending with CESTAT, MUMBAI	3.98	3.98
3.	Relating to claim of a third party in which the company was made a party.	9.00	9.00
	Total	50.28	50.28

J. Particulars of Sales, Closing and Opening Inventory

Rs in Lakhs

	Sales Value		Closing Inventory	Opening Inventory
	2023-24	2022-23	31.03.2024	31.03.2023
Manufacturing Bulk Drugs	15671.19	15916.48	1099.38	698.11
Trading Raw Materials	-	46.00	-	-
	15671.19	15962.48	1099.38	698.11

K. Value of Raw Materials, Stores & Spares Consumed.

Rs in Lakhs				
	% Cons	2023-24	% Cons	2022-23
Value of Raw Materials				
Imported	81.39%	9,925.82	76.53%	10,546.82
indigenous	18.61%	2,268.94	23.47%	3,235.25
Total		12,194.76		13,782.07
Stores and Spares				
Imported				
indigenous	100%	169.72	100%	182.80

L. TRANSACTIONS RELATED PARTY

Rs in Lakhs

A Associated Companies	
Godavari Capital Private Limited.	
Godavari Homes Private Limited.	
B Associated Firms: Nil.	
C Key Management Personnel	
Mr. Mukund Kakani, Mr. Mohit Jaju, Mr. Venkatesh Achanta	
D Relatives of Key Management Personnel	
Mr. Ghanshyam Jaju, Mrs. Kamala Jaju, Ghanshyam Jaju HUF, Mrs. Sushma Kakani, Mukund Kakani HUF, Mohit Jaju HUF, and Mrs. Tanushree Kakani	
E Nature of transaction	Amount (Rs.)
(i) Rent	
Sushma Kakani	3.00
Mohit Jaju	4.80
(ii) Remuneration	
Mukund Kakani	18.00
Mohit Jaju	18.00
Venkatesh Achanta	5.40
(iii) Interest	
Kamala Jaju	7.35
Ghanshyam Jaju (HUF)	3.27
Ghanshyam Jaju	26.13
Tanushree Kakani	6.40
Mukund Kakani	14.36
Mukund Kakani (HUF)	2.63
Mohit Jaju	20.87
Mohit Jaju (HUF)	6.40
(iv) Loans	
Mohit Jaju	346.77
Mukund Kakani	188.78
Ghanshyam Jaju	250.00

M. Corporate Social Responsibility: The company has incurred an expenses of Rs. 11.79 lakhs on CSR obligation (PY Rs. 10.01 lakhs). During the year ended March 31, 2024 the CSR Expenditure was incurred for supporting other government institutions and community support to villages in the neighbourhood to our factory.

N. Value of Imports calculated of CIF basis in respect of Raw Materials: Rs. 9225.90 Lakhs (Previous Year Rs. 9620.06 Laksh)

- O. Expenses in Foreign Exchange – Towards Travelling Rs. 39.45 Lakhs (Previous Year Rs. 10.37 Lakhs)
- P. Foreign Currency exposure that are not hedged by derivative or forward contract as on the last day of the year: Rs. 4387.35 (Previous Year Rs. 4274.28 Lakhs)
- Q. Earnings in Foreign Exchange: Exports on FOB basis: Rs. 241.42 Lakhs (Previous Year – Rs.68.04 Lakhs)
- R. CWIP Ageing Schedule:

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project In Progress	1243.63	588.43	-	-	1832.06
Project Temporarily Suspended	-	-	-	-	-
Total	1243.63	588.43	-	-	1832.06

S. Aging Schedule of Receivables

Rs. In lakhs

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months-1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	5464.18	3.36	0.14	-	20.20	5487.88
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables— considered good	-	-	-	-	454.45**	454.45**
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
Total	5464.18	3.36	0.14	-	474.66	5942.33

** This amount relates to two parties against whom cases for the recovery of the amounts have been filed. The cases are pending before Fast Track Court, XIXth Metropolitan Magistrate Courts, Secunderabad and before the Hon'ble NCLT, Jaipur.

T. Trade Payables aging schedule.

In Rs. lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	8.40	-	-	-	8.40
(ii) Others	3092.58	18.22	13.13	30.39	3154.32
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3100.98	18.22	13.13	30.39	3162.72

U. Ratio Analysis

Sl. No.	Ratio	Numerator	Denominator	Current Year	Previous Year	Variance	Remarks
1	Current Ratio	Current Assets	Current Liabilities	1.08	1.18	-8.47%	
2	Debt-Equity Ratio	Long Term Borrowings	Total Equity	0.29	0.36	-19.44%	
3	Debt Service Coverage Ratio	PAT + Noncash Charges + Interest	Interest + Repayment Obligations	2.99	1.90	57.37%	Note 1
4	Return on Equity Ratio	PAT	Total Equity	0.14	0.11	27.27%	Note 1
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	6.72	9.47	-29.04%	Note 2
6	Trade Receivables Turnover Ratio	Sales	Average Trade Receivables	2.67	2.81	-4.98%	
7	Trade Payables Turnover Ratio	Purchases	Average Trade Payables	3.12	3.08	1.30%	
8	Net Capital Turnover Ratio	Sales	Capital Employed	3.13	3.52	-11.08%	
9	Net Profit Ratio	PAT	Sales	0.04	0.02	100.00%	Note 1
10	Return on Capital Employed	PBIT	Capital Employed	0.24	0.20	20.00%	

Note 1 The variance is on account of improved profitability

Note 2 The variance is on account of decrease in average inventory levels.

V Previous year's figures have been regrouped / reclassified wherever necessary to conform with the current year's presentation.



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