



SANDU PHARMACEUTICALS LIMITED

CIN:L24233GA1985PLC001587

Regd. Office: Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Saligao, Bardez, Goa 403511.

Tel: +91 832 2407474 / 6715000, E-mail: sandupharma@sandu.in, Website: www.sandu.in

Ref :Corp.sec/2024-25/BSE/243

To,
Department of Corporate Services
Bombay Stock Exchange Limited,
Phirojshah Jeejobhoy tower,
Dalal Street,
Mumbai-400001

Date: 05 /09/2024

Sub: 39thAnnual Report of Sandu Pharmaceuticals Limited pursuant to Regulation 34(1) of SEBI (LODR) Regulation 2015.

Sir,

In terms of Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we enclose herewith Annual report 2023-24 and Notice of the 39th Annual General Meeting (AGM) of the Company that is scheduled to be held on Monday,30th September 2024 at 04.30 PM IST through Video Conferencing or other audio visual means (VC/OAVM).

Today, the Company has initiated the process of sending Notice of the AGM through electronic mode to those shareholders whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories.

The Company has uploaded the Annual Report 2023-24 along with Notice of the AGM and Rest Statutory Reports on its website: <https://sandu.in/>

Yours Faithfully,

FOR SANDU PHARMACEUTICALS LTD.

Digitally signed by
PRATIKA
PRATHAMESH
MHAMBRAY
Date: 2024.09.05
15:14:13 +05'30'

Pratika Mhambray
Company Secretary
ACS:36512

Encl: - As Above



AN ISO 9001:2015 CERTIFIED ORGANISATION
Corporate Office: P. B. No. 17201, Sandu Nagar, D. K. Sandu Marg, Chembur, Mumbai – 400 071.
Tel.: +91 22 2528 4402 / 3306, E-mail: info@sandu.in





39th
ANNUAL REPORT
2023-2024

SANDU PHARMACEUTICALS LTD



GUWAHATI SCO B2B AROGYA 2023



NATIONAL AROGYA THANE 2024



NATIONAL AROGYA THANE 2024



MEDICAL HEALTH CAMP AT GOA 2024



HEALTH & WELLNESS THROUGH AYURVEDA CAMP 2023 - DAHISAR MUMBAI



It Secretary NSME-Mrs Mercy Epao And Director General Pharmexcil Raja Bhanu MEDIPHARMA VITNAM EVENT 2024

CHAIRMAN SPEECH

Dear Shareholders, Customers, and Employees,

I am delighted to present to you the Annual Report of Sandu Pharmaceuticals limited for the fiscal year [2024]. This report encapsulates the significant achievements, milestones and the overall progress we have made over the past year. It also provides a comprehensive outlook on our strategic direction and the future we envision.

Reflecting on Our Journey:

The year 2023-24 has been one of unprecedented challenges and remarkable resilience. Following the world pandemic that had pushed us to the limit, we saw the public making a diligent effort to improve their general well-being and health. Our Company's core values are health and happiness, and Ayurveda has gained popularity as a reliable and mainstream wellness option. Thanks to our unwavering commitment to upholding the fundamental principles of Ayurveda while staying on course to satisfy consumer demands, we have emerged stronger and more determined than before.

Financial Highlights:

I am proud to report that despite the challenging economic landscape, we have achieved a commendable financial performance. Our revenue grew by [2.96%], reaching a total of [revenue amount], while our net profit decreased by [3.90%]. This growth is a testament to the robustness of our business model, the strength of our brand, and the loyalty of our customers. We have maintained a strong financial position and are able to fund in important areas like infrastructure, community activities, and research and development despite the challenges of inflation with our captive resources. We continue to be a debt free Company, distribute dividends optimally, while retaining surpluses for research and development and infrastructure investments in the future.

Innovative Product Development:

Innovation remains the cornerstone of our success. Our dedicated research and development team has worked tirelessly to blend traditional Ayurvedic wisdom with modern scientific research, resulting in products that are both effective and safe. The positive reception of these new offerings has been immensely gratifying and encourages us to continue on this path of innovation.

Commitment to Sustainability:

Our commitment to sustainability is deeply embedded in our corporate ethos. We have made significant strides in reducing our environmental footprint through eco-friendly packaging solutions, sustainable sourcing practices, and energy-efficient operations. Our efforts have not only benefited the environment but have also resonated with our customers who value sustainability. Additionally, our social responsibility initiatives have continued to support health and education in the communities we serve, reinforcing our commitment to holistic well-being.

Looking Ahead:

We have faith in our ability to achieve steady growth and in our strategic orientation as we move to the future. Our key priorities for the coming year include:

1. **Market Expansion:** We aim to broaden our market presence both domestically and internationally. By leveraging digital platforms and forging strategic partnerships, we will make Ayurveda accessible to a wider audience.
2. **Research and Innovation:** We will continue to invest in research and development to enhance our product portfolio. Our focus will be on creating innovative, high-quality Ayurvedic solutions that meet the evolving needs of our customers.
3. **Customer Focus:** Our customers are at the heart of everything we do. We will enhance our customer experience by improving service delivery, expanding distribution channels, and actively engaging with our customers to better understand their needs.
4. **Sustainable Practices:** Our dedication to sustainability will remain a key priority. We will further our efforts to minimize environmental impact, support organic and sustainable farming, and contribute to the well-being of our communities.

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Conclusion:

In conclusion, I would like to extend my heartfelt gratitude to our shareholders for their unwavering support and trust. I also wish to thank our customers for their loyalty and belief in our products. To our employees, your dedication and hard work are the driving forces behind our success. Together, we have achieved remarkable milestones, and I am confident that we will continue to thrive and make a positive impact on the world.

Thank you for your continued support, and let us look forward to another year of growth, innovation, and success.

Warm regards,

Sd/-

CA Shri Balram Viswanathan

DIN:10245195

Chairman

Sandu Pharmaceuticals Limited

CORPORATE INFORMATION	
CIN	L24233GA1985PLC001587
Website	www.sandu.in
Email Id	corp.sec@sandu.in
Contact No	+91 832 6715017

BOARD OF DIRECTORS		Designation
Vinay Kumar Kottapalli (upto 31.03.2024)	(DIN: 02322747)	Chairman and Non Executive Independent Director
Dilip R. Salgaocar (upto 31.03.2024)	(DIN: 00044240)	Non Executive Independent Director
Dr. Krishna B. Deshpande (upto 31.03.2024)	(DIN: 06557518)	Non Executive Independent Director
Dr. Madan L. Kapre (upto 31.03.2024)	(DIN: 03113515)	Non Executive Independent Director
CA Balram Viswanathan (w.e.f 14.08.2023)	(DIN: 10245195)	Non Executive Independent Director
Dr Shubhada P. Sandu	(DIN: 07148834)	Non Executive Non Independent Director
Adv Ajit R Kantak (w.e.f 14.08.2023)	(DIN: 10269866)	Non Executive Independent Director
Shashank B. Sandu	(DIN: 00678098)	Non Executive Non Independent Director
Umesh B. Sandu	(DIN: 01132141)	Executive Director

BOARD COMMITTEES		
Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Vinay Kumar Kottapalli (upto 30.03.2024)	Dr Madan L Kapre (upto 30.03.2024)	Dr Madan L Kapre (upto 30.03.2024)
Dilip R Salgaocar (upto 30.03.2024)	Dilip R Salgaocar (upto 30.03.2024)	Shashank B Sandu
Dr Madan L Kapre (upto 30.03.2024)	Vinay Kumar Kottapalli (upto 30.03.2024)	Adv Ajit Kantak (from 30.03.2024)
CA Shri Balram Viswanathan (from 30.03.2024)	Adv Ajit Kantak (from 30.03.2024)	Umesh B Sandu
Adv Ajit Kantak (from 30.03.2024)	CA Balram Viswanathan (from 30.03.2024)	
Umesh B Sandu	Shashank B Sandu	

COMPANY SECRETARY	CHIEF FINANCIAL OFFICER
Pratika Mhambray	Rakesh Parekh (Upto 31.12.2023)
	Vijay Kajarekar (w.e.f 30.03.2024)

AUDITORS	
STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s Dileep and Prithvi Dahanukar Bldg, 3 rd Floor 480, Kalbadevi Road, Mumbai 400 002 FRN:122290W	Swapnil J Dixit and Associates 57/B, Venkatesh Prasad Building, above Corporation Bank, Bordem, Bicholim, Goa 403504 M.NO ACS34739 C.P.NO 12942
COST AUDITORS	
Shekhhar Joshi & Company 501, Sai Vilas Apartments, Sai Complex, Navghar Road, Mulund East, Mumbai 400081	

SOLICITORS & ADVOCATES	INTERNAL AUDITORS
M/s Madekars & Co Advocates & Solicitors Engineer House, First Floor, 86, Mumbai Samachar Marg, Fort, Mumbai 400 023 Tel (022) 2267 7217 fax (022) 2265 7712	M/s Akhil Pai & Co CT1, Block C, Gardenia Elite Residency, Mapusa 403507 Uday & Uday, Chartered Accountant 201-A, masunda Society, Next to ZP Office, Suhash Road, Thane (W) 400601

BANKERS
1) Bank of Baroda Chembur Mumbai 400071
2) HDFC Bank Limited Anchorage Building, 170/171, Central Avenue, Chembur, Mumbai 400071

Registrar and Share Transfer Agent
M/s Link Intime India Private Limited Add: C101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083 Tel: 022 - 4918 6270 E-mail: rnt.helpdesk@linkintime.co.in Website: linkintime.co.in

ADDRESS	
Registered Office Sandu Pharmaceuticals Limited Plot No. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa- 403 511	Corporate Office Sandu Pharmaceuticals Limited Sandu Nagar, D.K. Sandu Marg Chembur, Mumbai 400 071

INE: 751D01014

39 th ANNUAL GENERAL MEETING	
Date	30 th September 2024
Time	4.30 pm
Venue	Sandu Pharmaceuticals Limited Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Saligao Bardez Goa 403511

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NOTICE

NOTICE is hereby given that the 39th ANNUAL GENERAL MEETING of Sandu Pharmaceuticals Limited (CIN:L24233GA1985PLC001587) will be held on Monday, 30th September, 2024 at 4:30 p.m. through Video conferencing ("VC")/ other Audio Visual means ("QAVM") to transact the following business:

ORDINARY BUSINESS:

1. TO ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024.

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and the Statutory Auditors thereon and in this regard, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. TO ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the report of the Statutory Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the report of the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

3. TO REAPPOINT SHRI SHASHANK SANDU (DIN: 00678098), WHO RETIRES BY ROTATION AS A DIRECTOR AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT,

To pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable

provisions of the Companies Act, 2013, Shri Shashank Sandu (DIN:00678098), who retires by rotation at this meeting be and is hereby Reappointed as a Director of the Company."

4. TO DECLARE A DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND, IN THIS REGARD,

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

"RESOLVED THAT a final Dividend of ₹ 0.80 paisee(Eighty Paisee only) i.e 8% on paid up share capital on per Equity Shares having face Value of ₹ 10/- as recommended by Board of Directors of the Company for the Financial Year ended 31st March 2024 be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act 2013 and SEBI (LODR) Regulation 2015."

SPECIAL BUSINESS:

5. RATIFICATION OF COST AUDITOR REMUNERATION

To consider and approve Ratification of Cost Auditor's Remuneration and in this regard to consider and found fit to pass, with or without modification(s), the following resolution as a Ordinary Resolution.

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 the Company do and hereby ratifies the remuneration of ₹ 1,15,000 (₹ One Lakh Fifteen Thousand Only) exclusive of GST and TDS, payable to M/s. Shekhar Joshi & Co, Cost Accountants (Membership No:100448) appointed by the Board of Directors at the Board Meeting held on 30th May 2024 with the recommendation of Audit Committee as Cost Auditor of the Company to conduct Cost Audit relating to Cost records of the Company for the year ending 31st March, 2025."

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

6. APPOINTMENT OF SHRI VIJAY KOTTAPALLI (DIN:10245156) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152, 160 Schedule IV and other applicable provisions, if any of the Companies Act 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereto for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulation’) (as amended) and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri Vijay Kottapalli (DIN:10245156) a Additional Director appointed by Board of Directors at its Board Meeting held on 12th August 2024 who meets the criteria for independence as stipulated in the aforesaid legislations and who has submitted a declaration to that effect under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulation whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification and in respect of whom the company has received a notice in writing under section 160 of the Act from a Member proposing his Candidature for the Office, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 12/08/2024 till 12/08/2029.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to take such steps and do all such acts, deeds, matters and things including filings as may be considered necessary, proper and expedient to give effect to this resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the Authority of this Resolution.

7. APPOINTMENT OF SMT JAYSHREE SANDU (DIN:07480177) AS NON-EXECUTIVE NON-INDEPENDENT WOMEN DIRECTOR OF THE COMPANY WHO IS ABOVE 75 YEARS OF AGE.

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and 160 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the ‘Act’) and Pursuant to provision of 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Smt Jayshree Sandu (DIN:07480177), in respect of whom the Company has received notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Non Independent Women Director, of the Company with effect from September 30,2024, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to take such steps and do all such acts, deeds, matters and things including filings as may be considered necessary, proper and expedient to give effect to this resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the Authority of this Resolution.

8. INCREASE IN THE REMUNERATION PAYABLE TO STATUTORY AUDITORS

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

“RESOLVED THAT Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations and any amendments thereof in force and M/s Dileep and Prithvi ,Chartered Accountants , Mumbai Having CA Firm Registration No. 122290W was reappointed as Statutory Auditor by the Members at its 36th AGM for the term of 05 year i.e till the conclusion of 41st Annual General Meeting ,Based on the Recommendation

made by Audit Committee, duly approved by Board of Directors the remuneration payable to Statutory Auditor be and hereby be increased to ₹ 12,00,000 (₹ Twelve Lakhs Only) for FY 2024-25 and to ₹ 13,00,000 (₹ Thirteen Lakhs only) for FY 2025-26 subjected to approval of the Members in forthcoming Shareholders Meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereto), be and is hereby authorised to do all such acts , deeds, matters and things as may be considered necessary , desirable or expedient to give effect to this Resolution.”

**By order of Board of Directors
For. Sandu Pharmaceuticals Limited**

sd/-
Pratika Mhambray
Company Secretary and Compliance Officer
M No:A36512

Dated:Mumbai
Place: 12.08.2024

Registered Office:

Sandu Pharmaceuticals Limited
Plot No.25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez, Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 832 6715017
Email: corp.sec@sandu.in

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business(es) as set out in the Notice is annexed hereto and relevant details of Directors seeking appointment/reappointment at this Annual General Meeting as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") are annexed hereto. Requisite declarations have been received from the Directors seeking appointments/reappointments.
2. The Ministry of Corporate Affairs ("MCA") vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM on Monday, 30th September 2024 at 04:30 pm.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS / SEBI 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.**
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. In term of Section 152 of the Act, Shri Shashank B Sandu (DIN:00678098), Non Executive Director retiring by Rotation at the Annual General Meeting, and Being eligible offers himself for reappointment. The Nomination and remuneration committee and The Board of Directors of the Company have recommended his reappointment as set out at Item no 3 of this notice
6. 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.
7. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote 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 venue voting on the date of the AGM will be provided by NSDL
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sandu.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

10. Book Closure and Dividend:

- (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September 2024 to Monday, 30th September 2024 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
- (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or before 25th October 2024 to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, 19th September 2024.

Members are requested to intimate changes, if any pertaining to their names, Postal Address, Email Address, Telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc, to their Depository Participant in case the shares are held in electronic form and to M/s. Link in time Private Limited, in case the shares are held in physical form.

11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall

be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules. It is in the Member's interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

12. Payment of Dividend through electronic means:

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent -M/s. Link In time India Private Limited on or before Friday, 20th September 2024.
- (b) Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants on or before Friday 20th September 2024.
- (c) Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

13. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company

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or the Company's Registrar and Share Transfer Agent.

14. Members who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary, so as to reach him the Company on or before Saturday, 28th September 2024 on or before 05:00 pm. Such Queries will be replied to by way of separate email after AGM.

15. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

16. Nomination Facility:

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the RTA, Link Intime India Private Limited at <https://liiplweb.linkintime.co.in/KYC-downloads.html>

17. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email

to dividend.tds@sandu.in latest by 11:59 P.M. (IST) on or before Monday, September 30th, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Format of Form 15G/Form 15H are available on the website of the Company www.sandu.in.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to dividend.tds@sandu.in. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Monday, September 30th, 2024.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 and SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature

18. A. Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.
- B. Further, SEBI had mandated the listed entities to issue shares only in dematerialised mode, with effect from 25th January 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode as against their service requests including for transmission or transposition of shares

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

- C. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st October 2023, failing which the securities held by such Shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and thereafter credited to the bank account of the Shareholder electronically. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company.
- D. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholder's holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders

19. Members are informed that SEBI vide its circular dated July 31, 2023, launched Online Resolution of Disputes (ODR Portal) at <https://smartodr.in/login> for dispute resolution for disputes between a listed company and its shareholder(s)/ investor(s), all disputes pertaining to or emanating from investor services such as transfer/ transmission of shares, DEMAT/ REMAT, issue of duplicate shares, transposition of holders, etc. and investor entitlements like corporate benefits, dividend, bonus shares, rights entitlements, credit of securities in public issue, interest /coupon payments on securities, etc.

Member are also informed that SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/70 dated May 25, 2022 on Simplified Procedure and Standardizations on Formats for Issuance of Duplicate Securities Certificates in demat Mode, in order to make issuance of duplicate securities more efficient and

investor friendly, the procedure and documentation requirements for issuance of duplicate securities has been further simplified. The requirements are;

- (a) Submission by the security holder of copy of FIR including e-FIR/Police complaint/Court injunction order/copy of plaint (where the suit filed has been accepted by the Court and Suit No. has been given), necessarily having details of the securities, folio number, distinctive number range and certificate numbers.
- (b) Issuance of advertisement regarding loss of securities in a widely circulated newspaper.
- (c) Submission of Affidavit and Indemnity bond as per the format prescribed by the Board.
- (d) There shall be no requirement of submission of surety for issuance of duplicate securities.

SEBI further clarified that there shall be no requirement to comply with (a) and (b) of the above, if the value of securities as on the date of submission of application, along with complete documentation as prescribed by the Board does not exceed ₹5 lakh. New formats have been prescribed which are to be submitted by the Claimant/Shareholders duly completed. After verifying and processing the documents issuing a Letter of Confirmation ("LOC") within 120 days of issue of the LOC, the claimant(s) shall submit the demat request, along with the original LOC or the digitally signed copy of the LOC, in case no such request has been received by the RTA /issuer company the securities are required to be credited to Suspense Escrow Demat Account.

20. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at corp.sec@sandu.in or or before Wednesday 25th September 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will 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.

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

The remote e-voting period begins on Friday, 27th September 2024 at 10:00 A.M. and ends on Sunday, 29th September 2024 at 05:00 P.M. The remote e-voting module shall be

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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. Thursday 19th September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday 19th September 2024.

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


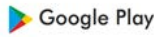


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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"> 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. 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 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 hold 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </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 user your existing my easi 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 links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' 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 abovementioned 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.com or call at 022 - 4886 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

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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. 1. 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.com 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 General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join 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 sjdixit@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request at evoting@nsdl.com

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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 corp.sec@sandu.in
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 corp.sec@sandu.in 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.com 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 casted 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 EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in 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. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at corp.sec@sandu.in. The same will be replied by the company suitably.
6. Other Instructions
The Company has appointed CS Swapnil Dixit, Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the Meeting unblock the votes in presence of atleast two witnesses

(not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director.

- a) The Results shall be declared after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.sandu.in and on the website of NSDL <https://www.evoting.nsdl.com> within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- b) Subjected to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of Annual General Meeting i.e 30th September 2024.

**For Sandu Pharmaceuticals Limited
By order of Board of Directors**

**Sd/-
Pratika Mhambray
Company Secretary and
Compliance Officer
ACS:36512**

Dated: Mumbai
Place: 12/08/2024

Registered Office:

Sandu Pharmaceuticals Limited
Plot No 25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 832 6715017 Fax: + 022-25282403
Email: corp.sec@sandu.in

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

RESOLUTION NO 5: RATIFICATION OF COST AUDITOR'S REMUNERATION

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 30th May 2024, has appointed Shekhar Joshi & Co, as Cost Auditor for conducting the Cost Audit for the financial year April 2024 to March 2025, on a remuneration of 1,15,000/- (Rupees One Lakhs Fifteen Thousand only) exclusive of applicable taxes and reimbursement of out-of-pocket expenses at actual.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor has to be ratified by the Members. Hence, The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 5 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

RESOLUTION NO 6: APPOINTMENT OF SHRI VIJAY KOTTAPALLI (DIN:10245156) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR

Shri Vijay Kottapalli was appointed as an Additional Independent Director of the Company by the Board of Directors vide Resolution dated 12th August 2024 Pursuant to the provisions of Section 161(1) of the Companies Act 2013, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Candidature of Shri Vijay Kottapalli, as a candidate for the office of a Director.

The brief profile of Shri. Vijay Kottapalli is given below

Shri. Vijay Kottapalli has done his engineering from Regional Engineering College, Rourkela, India and MBA in Finance / Information Systems from Indian Institute of Management, Calcutta.

The awards begged by Shri Vijay Kottapalli are

- Asian Marketing Effectiveness & Strategy Awards, 2014: Data & Analytics

- Direct Marketing Association of India (DMAi), 2014: Effectiveness – Business & Consumer Services
- Indian Banks Association (Banking Technology Awards 2014-15): Best Use of Data and Analytics
- NASSCOM Excellence in Analytics 2015: Predictive Analytics
- Computer Society of India, 2016: Best Bank Big Data Implementation
- Indian Banks Association (Banking Technology Awards 2016-17) : Best Use of Data and Analytics

Shri. Vijay Kottapalli have built a strong track-record of successfully delivering transformational IT solutions designed to deliver the right information at the right time to the right person in the right format in order to enable optimized decision making at all levels in the organization. Shri. Vijay Kottapalli have drawn upon skills in AI/ML Advanced Analytical techniques, and Database technologies to accomplish this.

He Lead large, highly skilled teams for delivery of best-in-class Analytics solutions leveraging cutting edge AI and Machine Learning techniques. Developed and implemented Analytics Roadmap – covering data acquisition, data processing, and data dissemination – for the entire organization. Designed and developed a balanced scorecard for the CEO and senior management team. Implemented process changes and design systems to significantly enhance productivity, quality, and consistency of deliverables, including Data Quality and Data Governance regimes. Prepared the go-to architecture plan for organization-wide Data Lake / Data Warehouse optimizing cost vs efficiency. Represent the organization in Governmental, Regulatory, and Industry for a to align organizational priorities with emerging trends in the marketplace. Managed delivery of IT projects – defining scope, planning and executing delivery/release cycles, testing, and post-implementation monitoring and service – to ensure primary objectives are met with adherence to quality, security, cost, and compliance imperatives.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Vijay Kottapalli has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Shri Vijay Kottapalli as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as Non Executive Independent Director for term of 05 years From 12th August 2024 to 12th August 2029.

In the opinion of the Board Shri Vijay Kottapalli fulfils the conditions specified in the Act and the Rules made there under for appointment as Non Executive Independent Director and he is independent of management.

The Board has formed an opinion that Shri Vijay Kottapalli possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Shri Vijay Kottapalli Director as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Shri Vijay Kottapalli as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. No other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 6 of the Notice.

The Directors recommend the resolutions for approval by the Members.

RESOLUTION NO 7: APPOINTMENT OF SMT JAYSHREE SANDU (DIN:07480177) AS AN NON INDEPENDENT WOMEN DIRECTOR WHO IS ABOVE 75 YEARS OF AGE

Smt Jayshree Sandu (DIN:07480177) is a Mother of Managing Director Shri Umesh Sandu, and Director, Shri Shashank Sandu and is related to Dr Shubhada Sandu as Promoter of the Company. At the age of 81 years, she is remarkably physically fit and also mentally fully alert. Since the Company was conceptualized and set up, she has been indirectly involved in the progress of the Company.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect. Smt Jayshree Sandu is 81 years old and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

Smt Jayashree Sandu has completed BSC (Home Science) in the year 1961 from Nagpur University and further he has completed B.sc (Dietetics) in the year 1970 from Mumbai University and has worked as a Honorary Executive on a World Health Organisation (WHO) Programme on Nutrition in pregnant indian women and infants especially

in Economically Poor and weaker strata of Society and its impact on their long term health from the year 1972 to 1980. Further she has worked with Charitable trust Inlaks Hospital (NGO) as a Senior Dietician guiding poor needy patients on holistic food for all round health and well being from the year 1982 till 1992.

Presently working as a senior guide at Sakhee located in Mumbai from 2002 till date in inculcating Entrepreneurship in women and working mothers to alleviate them out of the poverty and guiding them to become self employed and starting small business from home at least capital.

The Company is expected to benefit from her maturity and compassionate understanding. In view of this, the Board of Directors based on the Recommendation of Nomination and Remuneration Committee has suggested the candidature of Smt Jayshree Sandu as in Non Executive Non Independent Women Director liable to retire by rotation, in the Company at its meeting held on 12th August 2024, pursuant to provisions of Articles of Association of the Company, and Section 161 of the Companies Act, 2013.

The Board of Directors feels that appointment of Smt Jayshree Sandu (DIN:07480177) as Non-Executive Director of the Company is appropriate and in the best interest of the Company. The Board of Directors recommends that the resolution set out as Item No. 7 relating to her appointment as a Non-Executive Director is the promoter category, be passed as a Special Resolution.

Smt Jayshree Sandu is holding 7,37,000 equity shares in the Company.

This Explanatory Statement together with the annexure accompanying Notice may be regarded as a disclosure under Regulation 36 of the Listing Regulations. Except Smt Jayashree Sandu, being the appointee and Shri Umesh Sandu and Shri Shashank Sandu Dr Smt Shubhada Sandu, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Directors recommend the resolutions for approval by the Members.

RESOLUTION NO 8: INCREASE IN THE REMUNERATION PAYABLE TO STATUTORY AUDITORS

Based on the recommendation of Audit Committee and Board of Directors at their Meeting held on 12th August 2024 has proposed increase in the remuneration payable to M/s Dileep & Prithvi, Chartered Accountant as Statutory

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Auditor of the Company to ₹ 12,00,000 (₹ Twelve Lakhs only) for the FY 2024-25 and to ₹ 13,00,000 for the FY 2025-26.

M/s Dileep & Prithvi are reputed Chartered Accountant firm in Kalbadevi Mumbai .The firm has ability to serve clients in multiple sector. The firm has total 5 partner, 4 articles and 15 nos of Staff. The Firm is engaged in the activities in the sphere of Tax Matters, Audit and Accountancy covering a wide range of sub activities related to profession.

Pursuant to Section 142 of the Companies Act 2013, approval of the Members is required for increase in remuneration payable to Statutory Auditors Accordingly approval of Members is Sought.

None of the Promoters/ Directors/KMP of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 8 of this Notice.

By order of Board of Directors
For. Sandu Pharmaceuticals Limited

sd/-
Pratika Mhambray
Company Secretary and Compliance Officer
M No:A36512

Dated:Mumbai
Place: 12/08/2024

ANNEXURE TO THE NOTICE

Particulars and additional information of the Directors seeking Appointment/Re-appointment pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings:

Particulars	Resolution No.3	Resolution No.6	Resolution No.7
DIN	00678098	10245156	07480177
Name of the Director	Shri Shashank B Sandu	Shri Vijay Kottapalli	Smt Jayashree Sandu
Date of Birth	20 th January 1964	01 st November 1967	20 th July 1943
Nationality	Indian	Indian	Indian
Date of appointment/ Reappointment on the Board	01/06/2011	12/08/2024	30/09/2024
Qualifications	MCOM,MBA	B.E, MBA	B.sc in Chemistry and Dietetics
Expertise in specific functional area	<p>Shri Shashank B Sandu (DIN:00678098) possesses a Masters degree in Commerce and Masters Degree in Marketing. He has wide experience in areas of Marketing, International Marketing and Finance. He is an International speaker in different countries on Ayurveda and Herbal Sector, Member of Ayush Advisory Panel of Pharmexcil, Treasurer of Ayurvedic Drugs Manufacturers Association, Special invitee to Sub-Committee on Research and Industry of the Steering Committee of AYUSH of the 12th five year plan, Commission of Government of India.</p>	<p>Shri. Vijay Kottapalli (DIN:10245156) has done engineering from Indian Institute of Management, Calcutta, MBA in Finance / Information Systems, Regional Engineering College, Rourkela, India</p> <p>Shri. Vijay Kottapalli have built a strong track-record of successfully delivering transformational IT solutions designed to deliver the right information at the right time to the right person in the right format in order to enable optimized decision making at all levels in the organization. Shri. Vijay Kottapalli have drawn upon skills in AI/ML Advanced Analytical techniques, and Database technologies to accomplish this.</p> <p>He Lead large, highly skilled teams for delivery of best-in-class Analytics solutions leveraging cutting edge AI and Machine Learning techniques. Developed and implemented Analytics Roadmap – covering data acquisition, data processing, and data dissemination – for the entire organization. Designed and developed a balanced scorecard for the CEO and senior management team. Implemented process changes and design systems to significantly enhance productivity, quality, and consistency of deliverables, including Data Quality and Data Governance regimes. Prepared the go-to architecture plan for</p>	<p>Smt Jayashree Sandu has completed BSC (Home Science) in the year 1961 from Nagpur University and further he has completed B.sc (Dietetics) in the year 1970 from Mumbai University and has worked as a Honorary Executive on a World Health Organisation (WHO) Programme on Nutrition in pregnant indian women and infants especially in Economically Poor and weaker strata of Society and its impact on their long term health from the year 1972 to 1980. Further she has worked with Charitable trust Inlaks Hospital(NGO) as a Senior Dietician guiding / helping poor needy patients on holistic food for all round health and well being from the year 1982 till 1992.</p> <p>Presently working as a senior guide at Sakhee located in Mumbai from 2002 till date in inculcating Entrepreneurship in women and working mothers to alleviate them out of the poverty and guiding them to become self employed and starting small business from home at least capital.</p>

Particulars	Resolution No 3	Resolution No 6	Resolution No 7
		organization-wide Data Lake / Data Warehouse optimizing cost vs efficiency. Represent the organization	
		Represent the organization in Governmental, Regulatory, and Industry for a to align organizational priorities with emerging trends in the marketplace. Managed delivery of IT projects – defining scope, planning and executing delivery/release cycles, testing, and post-implementation monitoring and service – to ensure primary objectives are met with adherence to quality, security, cost, and compliance imperatives.	
Number of shares held in the company	13,88,693	0	7,37,000
List of the directorship held in other Companies.	Sandu Phytochemicals Private Limited	NIL	NIL
Chairman/Member in the Committee of the Boards of Companies in which he is Director (including Pvt Company)	1. Chairman of Stakeholders Relationship Committee of Sandu Pharmaceuticals Limited. 2. Member of Nomination and Remuneration Committee of Sandu Pharmaceuticals Limited	NA	NA
Relationship between directors interse and relationships with other Key Managerial Personnel of the Company	Shri Shashank Sandu is related to Shri Umesh Sandu and proposed Director Smt Jayashree Sandu	NA	Smt Jayshree Bhasker Sandu (DIN:07480177) is Promoter of the Company and is Related to Managing Director Shri Umesh Sandu and Director Shri Shashank Sandu and Dr Shubhada Sandu
Terms & conditions of appointment/reappointments	The Appointment shall be governed by the Resolution passed by the Shareholders.	The Appointment shall be governed by the Resolution passed by the Shareholders.	The Appointment shall be governed by the Resolution passed by the Shareholders
Remuneration paid for the Financial Year	NA	NA	NA
Remuneration proposed to be paid	NA	NA	NA
Name of the Listed entities from which the person has resigned in the past 03 years	Nil	Nil	NA

DIRECTOR'S REPORT

TO THE MEMBERS,

The Directors have pleasure in presenting before you the **THIRTY NINE** Annual Report of **SANDU PHARMACEUTICALS LIMITED** together with Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2024.

1. FINANCIAL RESULTS:-

The Company's financial performance, for the year ended March 31, 2024 is summarized below:

(in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations (Gross)	6,728.07	6534.90	6,728.07	6534.90
Other Income	42.13	32.72	42.36	32.72
Total Income	6,770.20	6567.62	6,770.43	6567.62
Total Expenses	6,562.97	6,345.61	6,563.14	6345.95
Profit/(loss) before exceptional items and tax	207.24	222.00	207.39	221.67
Exceptional Items / Prior Period Adjustment	0.00	0	0.00	0
Profit/Loss Before Tax	207.24	222.01	207.29	221.67
Tax Expenses				
Current Tax	58.71	62.85	58.71	62.85
Deferred Tax	2.46	3.38	2.46	3.42
Short/(excess) tax provision	0.00	3.39	0.00	3.39
Total Tax Expenses	61.18	69.62	61.17	69.66
Profit/(Loss) for the Period	146.06	152.39	146.12	152.01
Total Other Comprehensive Income (Net of Tax)	61.79	56.96	61.49	56.96
Total Comprehensive Income for the period (Net of Tax)	207.55	209.35	207.61	208.98
Earnings per equity shares				
Basic	1.51	1.62	1.510	1.99
Diluted	1.51	1.62	1.510	1.87

2. REVIEW OF OPERATIONS (in lakhs)

Standalone

In the financial year 2023-24, the company achieved an Income from operations of ₹ 6,728.07 as compared to ₹ 6,534.90 in the previous year.

Profit before tax was ₹ 207.24 for the year ending 31st March, 2024 as compared to Profit of ₹ 222.01 in the previous year.

Profit after tax was ₹ 146.06 for the year ended 31st March, 2024 as compared to a Profit of ₹ 152.39 in the previous year.

Consolidated

In the financial year 2023-24, the company achieved an Income from operations of ₹ 6,728.07 as compared to ₹ 6,534.90 in the previous year.

Profit before tax was ₹ 207.29 for the year ending 31st March, 2024 as compared to Profit of ₹ 221.67 in the previous year.

Profit after tax was ₹ 146.12 for the year ended 31st March, 2024 as compared to a Profit of ₹ 152.01 in the previous year.

There were no material changes and commitments affecting the financial position of the Company

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from the end of the financial year till the date of the Directors Report.

3. SUBSIDIARY COMPANY

As on 31st March 2024, your Company had only 01 unlisted wholly owned subsidiary named Sandu Phytoceuticals Private Limited. In accordance with the provisions of Regulation 16(1)(C) of the Listing Regulations pertaining to the threshold for determining Material Subsidiary of the Company, there was no Material Subsidiary of the Company during the financial year.

In accordance with Section 136 of the Companies Act 2013, The audited financials statements, including consolidated financials statements will be available on our website www.sandu.in. The Company would provide the Annual Accounts of the Subsidiaries and the related detailed information to the Shareholders of the Company on specific request made to it in this regard. The same will also be available at the Registered Office of the Company for inspection during the office hours.

The financial statements of the Company are prepared in accordance with Section 129(3) of the Companies Act, 2013. Further, a statement containing salient features of the financial statements of our subsidiaries in prescribed format AOC-1 is appended as Annexure I.

The statement also provides the details of performance and financial position of each subsidiary.

The Board of Directors at its Meeting held on 30th May 2024 has approved sale of 100 % investment in its wholly owned Subsidiary in favour of Shri Umesh Sandu and Shri Shashank Sandu. The consideration amount payable has been arrived based on valuation report issued by CA Murli Chandak, IBBI Registered valuer of Securities and financial assets. The process of sale of investment has already been initiated, Once completed Sandu Phytoceuticals Private Limited shall cease to be Subsidiary of Sandu Pharmaceuticals Limited.

Sandu Phytoceuticals Private Limited is unlisted / Not Material Subsidiary to Sandu Pharmaceuticals Limited but still Company has formulated Policy on Material Subsidiary and has been uploaded on Company's Website at <https://sandu.in/wp-content/uploads/2023/07/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf>

4. DECLARATION AND PAYMENT OF DIVIDEND

The Company has a track record of rewarding its shareholders. An Final dividend of ₹ 0.80 paisee per equity share (i.e 8% on the paid up capital) for the FY 2023-24 has been recommended by Board of Directors subject to approval of Shareholders. This recommendation is a reflection of the Company's improved financial performance and its commitment to enhancing shareholder value.

5. SHARE CAPITAL:

As on 31st March 2024, the authorised, issued, subscribed and paid-up Share Capital is as follows :

Authorised Capital	₹ 10,00,00,000 (Ten Crore Only)
Issued, Subscribed and Paid-up Share Capital	₹ 9,66,09,900 (Nine Crore Sixty Six Lakhs Nine Thousand and Nine Hundred Only)

6. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year, no applications have been made and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016.

7. RISK MANAGEMENT:

The Board has laid down a clear Risk Management Policy to identify potential business risks and install effective mitigation processes to protect Company's assets and business Risks. Risk Management Policy and the details of this policy are available on the website of the Company under the web link <https://sandu.in/image/catalog/info-pages/Announcement/policies/Risk-Management-Policy.pdf>

8. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate Internal Financial Control Systems, commensurate with the size, scale and complexity of its operations. The Management evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company on an ongoing basis.

9. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board

and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Whistle Blower. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. Whistleblower Policy approved and adopted by the Board of Directors which can be accessed in our website <https://sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf>

9.1 BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committee. The manner in which the evaluation has been carried out has been given in the Corporate Governance Report. The Weblink of familiarization Programme undertaken for Independent Director is also available <https://sandu.in/wp-content/uploads/2024/03/Familiarisation-programme-for-Independent-Director.pdf>

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the Management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board Members and motivating and providing guidance to the Managing Director/Executive Director.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

9.2 NOMINATION AND REMUNERATION POLICY

The policy of the Company on Directors Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matter, as required under sub section (3) of Section 178 of the Companies Act, 2013 is available on our website <https://sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf>. There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

9.3 MEETINGS

During the year 05 (five) Board Meetings and 05 (Five) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act 2013.

9.4 AUDIT COMMITTEE

The details of the Composition of the Audit Committee are given in the Corporate Governance Report. During the year all the recommendations of the Audit Committee were accepted by the Board.

9.5 POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all Listed companies. All our Corporate Governance policies are available on our website www.sandu.in. The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

(a) Key Managerial Personnel.

Shi Umesh Sandu-Managing Director, Shri Rakesh Parekh-Chief Financial Officer upto 31st December 2023, Smt Pratika Mhambray-Company Secretary have been designated as Key Managerial Personnel in accordance with the provisions of Section 203 of the Companies Act 2013.

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Shri Vijay Kajarekar has been appointed as Chief Financial Officer with effect from 30th March 2024 pursuant to resignation of Shri Rakesh Parekh.

(b) Appointment and Reappointment of Directors

In accordance with the provision of the Act and Articles of Association of the Company, Shri Shashank B Sandu Non Executive Director of the Company retires by rotation and being eligible offers himself for reappointment. A resolution seeking members approval for his reappointment forms part of the Notice Shashank B Sandu holding DIN:00678098 (Non Executive Director) retires by rotation and, being eligible offer himself for Re appointment.

The Board of Directors on recommendation of Nomination and Remuneration Committee and in accordance with Article of Association and Securities and Exchange Board of India (LODR) 2015 has appointed Shri Vijay Kottapalli (DIN: 10245156) as Additional Non Executive Director at its meeting held on 12th August 2024 for the term of 05 years w.e.f 12th August 2024 and who have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013. Resolution seeking Shareholders approval is mentioned in the Notice of the Annual General Meeting.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed candidature of Smt Jayshree Sandu (DIN:07480177) as Non Executive Non Independent Director aged above 75 years in respect of which company has also received notice in writing under Section 160 proposing

her candidature with effect from 30th September 2024 subjected to approval of Shareholders in the forthcoming AGM.

During the year under review, the Non Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

(c) Declaration by Independent Director

Pursuant to sub section (7) of Section 149 of the Companies Act 2013 read with rules made thereunder, all the Independent Directors of the Company have given the declaration that they meet criteria of Independence as laid down in subsection (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

(d) Retirement of Independent Director

The 02nd term of 05 years Tenure of the below mentioned Independent Directors was over on the closure of Business hour i.e 31st March 2024. The Board of Directors placed on record its appreciation for the Exemplary and outstanding contribution made by outgoing Directors.

- A. Shri Vinay Kumar Kottapalli (DIN:02322747) Non Executive Independent Director and Chairman.
- B. Shri Dilip Salgaocar (DIN:00044240) Non Executive Independent Director.
- C. Shri Dr Madan Kapre (DIN:03113515) Non Executive Independent Director.
- D. Shri Dr Krishna Deshpande (DIN:06557518) Non Executive Independent Director.

In addition to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows:

Name of the Policy	Brief Description	Web link
Whistleblower Policy	The Company has adopted the whistleblower mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected frauds, or violation of the Company's code of conduct and ethics. There has been no change to the Whistleblower Policy adopted by the Company during the fiscal 2016	https://sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a Director (Executive/ Non Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other employees.	https://sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf

Name of the Policy	Brief Description	Web link
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Materiality_and_%20Dealing_with_Related_Party_Transactions.pdf
Insider Trading Policy	The Policy provides framework in dealing with securities of the Company	https://sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf
Policy for determining Materiality of event or Information	This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the Management of Sandu Pharmaceuticals Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).	https://sandu.in/wp-content/uploads/2023/08/POLICY-ON-DISCLOSURE-OF-MATERIAL-EVENTS-INFORMATION.pdf
Archival Policy	The Policy deals archival of corporate records of Sandu Pharmaceuticals Limited	https://sandu.in/image/catalog/info-pages/Announcement/policies/Archival_Policy.pdf
Board Diversity Policy	This policy aims to set out the approach to achieve diversity on the Board of Directors ("Board") of Sandu Pharmaceuticals Limited	https://sandu.in/image/catalog/info-pages/Announcement/policies/Policy-on-Board-Diversity.pdf
Risk Management Policy	The Risk management policy of Sandu Pharmaceuticals Limited will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.	https://sandu.in/image/catalog/info-pages/Announcement/policies/Risk-Management-Policy.pdf
Material Subsidiary Policy	The Policy for determining 'Material' Subsidiaries (hereinafter referred as "the/this Policy") has been framed in accordance with the requirements of the Regulation 16 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations").	https://sandu.in/wp-content/uploads/2023/07/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf

11. DIRECTORS RESPONSIBILITY STATEMENT:-

In accordance with the provisions of section 134(3) (c) read with section 134(5) of the Companies Act 2013, your Directors confirm that:

- | | |
|--|--|
| <p>a) In the preparation of annual accounts, for the year ended 31st March 2024, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.</p> <p>b) Appropriate accounting policies have been selected and applied consistently and judgments</p> | <p>c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.</p> <p>d) The annual accounts have been prepared on a 'Going Concern Basis'.</p> |
|--|--|

and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2024 and of the profit of the Company for the year ended on that date.

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- e) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and are operating effectively
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

12. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

13. THE AMOUNT IF ANY WHICH IT PROPOSES TO CARRY TO ANY RESERVE

The Company has not transferred any amount to Reserve and hence it is NIL.

14 RELATED PARTY TRANSACTIONS:

The Related Party Contracts entered into between Related Parties, does not fall under the ambit of Section 188(1) of the Act.

All the Related Party Transactions entered during the financial year were at arm's length and in the ordinary course of business. In compliance with the provisions of the Companies Act 2013 and Regulation 23(2) of the SEBI Regulation 2015, all Related Party Transactions had been placed before the Audit Committee for prior approval. Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 information pertaining to Related Parties are given in Form AOC-2 as Annexure I of this Report.

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant material orders passed by the Regulators/Courts which could impact the going concern status of the Company and its future operations.

16. AUDITORS

16.1 STATUTORY AUDITORS

M/s Dileep and Prithvi, are the Statutory Auditor of the Company appointed for the term of 5 years i.e for the Financial Year 2021-2026 as recommended by Members of Audit Committee /Board of Directors

and subsequently approved by the Members at the 36th Annual General Meeting.

Based on the recommendation of Audit Committee, Board of Directors at its Meeting held on 12th August 2024 has proposed to increased remuneration payable to Statutory Auditor for the Financial Year 2024-25 and 2025-26 subjected to approval of Shareholders in the forthcoming Annual General Meeting.

16.2 SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Shri. Swapnil Dixit, Company Secretary in practice to undertake the Secretarial Audit of the Company for the Financial Year 2023-24. The Secretarial Audit report for the financial year 2023-24 is annexed herewith as "ANNEXURE B".

16.3 INTERNAL COMPLAINTS COMMITTEE

As per provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee for Redressal of complaints against sexual harassment and there were no complaints received during the financial year.

16.4 DISCLOSURE REQUIREMENTS

Your Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

- Management Discussion and Analysis is annexed as "ANNEXURE A" to the report
- Secretarial Audit Report as "ANNEXURE B".
- As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges, a separate section on the corporate governance is annexed as "Annexure C"
- Auditors Certificate on Corporate Governance "Annexure D"
- Certificate from Chief Financial Officer under Regulation 17(8) of SEBI (LODR) Regulation "Annexure E",
- Declaration from Managing Director "Annexure F"
- Certificate of Non Disqualification of Director "Annexure G"

17. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

A) CONSERVATION OF ENERGY:

- Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- No specific investment has been made in reduction in energy consumption.
- As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.
- The required data with regard to conservation of energy as applicable to our company is furnished below:

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
I. ELECTRICITY		
Purchased (units)	3,12,416	2,96,924
Total Amount ₹	26,78,665	26,01,373
Rate/Units in ₹	8.57	8.76
FUEL CONSUMED		
Quantity-Furnace Oil	47970	38.84
LDO	0	24000
Diesel	3826	4570
Total amount-		
Furnace Oil	29,84,402	17,94,966
LDO	0	20,88,480
Diesel	3,45,049	4,12,976
Rate per Ltr-		
Furnace Oil	62.21	46214.37
LDO	0.00	87.02
Diesel	90.19	90.37

B) TECHNOLOGY ABSORPTION:

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review there was no foreign exchange earnings or out flow.

18. EXTRACT OF ANNUAL RETURN

As provided under section 92 (3) of the Act, the extract of the Annual Return in form MGT- 9 is annexed herewith as "Annexure H" which forms part of this report.

As per the requirement of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management & Administrative) Rule, 2014 .The Annual Return in the prescribed form is available on the Companies Site www.sandu.in

19. STATEMENT OF PARTICULARS OF APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL

The information required under section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is annexed as "Annexure – H" to this report.

20. FIXED DEPOSITS:-

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits from Public) Rules 2014 during the financial year 2023-24.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:-

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.The details of the Investments made by the Company are given in the notes to the financial statements.

22. PARTICULARS OF CONTRACT OR ARRANGMENTS WITH RELATED PARTY

The Company has Related Party Transaction with Sandu Brother Private Limited which is in ordinary course of Business and on Arm Length Basis duly approved by the Members.

23. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code of Conduct for Directors <https://sandu.in/image/catalog/info-pages/Announcement/policies/Code-of-Conduct-for-Senior-Management.pdf> has been posted on companies Website.

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The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the designated employees and personnel have confirmed compliance with the Code. The Declaration signed by the Managing Director pursuant to Regulation 26(3) read with Schedule V (Part D) of the SEBI (LODR) Regulation 2015 is published in this report.

24. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prohibition of Insider Trading with a view to regulate trading in securities by the Directors and Designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

Code of Conduct for Prohibition of Insider Trading is available on website of the Company under the web link <https://sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf>

The Company has in place a Structured Digital Database wherein details of persons with whom UPSI is shared on need to know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database.

The Structured Digital Database is maintained internally by the Company and is not outsourced in accordance with the provisions of the SEBI Insider Trading Regulations.

25. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided

upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

26. AUDITORS REPORT AND SECRETARIAL AUDIT REPORT

The Statutory Audit Report and Secretarial Audit Report doesn't contain any qualification, reservation or adverse remarks.

27. ONE TIME SETTLEMENT

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
NOT APPLICABLE

28. REPORTING OF FRAUDS

There Have Been No Instances Of Fraud Reported By The Auditors Under Section 143(12) Of The Act And Rules Framed Thereunder Either To The Company Or To The Central Government.

29. ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

**For and on behalf of Board of Directors
of Sandu Pharmaceuticals Limited**

Sd/- Sd/-

Umesh B Sandu Shashank B Sandu

DIN:01132141 DIN:00678098

Managing Director Director

Dated: 12/08/2024

Place: Mumbai

ANNEXURE-A

MANAGEMENT DISCUSSION AND ANALYSIS:-

Pursuant to Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, your Directors wish to report as follows:

i. Industry Structure & Development:

Ayurveda (a Sanskrit word that means "science of life" or "knowledge of life") is one of the world's oldest whole-body healing systems that rely on a "natural" and holistic approach to physical and mental health. Over the years Ayurveda has gained significant acceptance amongst the masses as an alternative medicine. However, the Ayurvedic medicines industry has remained a highly fragmented industry with many less organized industry players. A large part of the medicine manufacture process has been passed on through traditions. Further, the propagation of the industry has been without any significant governmental support for a long time.

The current economic policies of the Government of India are quite favorable to the present business of your Company. This year's National Ayush Mission launch is a major step towards increasing the nation's knowledge of and use of Ayurvedic medicine.

Being one of the few companies currently in its third decade of operations to establish world-class manufacturing facilities in Goa, Sandu Pharmaceuticals is well-positioned to benefit from these developments. We continue to follow globally recognised good manufacturing practices, conduct stringent quality control and research and development, to ensure the safety, efficacy, and compliance of our products through rigorous testing and validation.

Post pandemic, we have observed a gradual shift towards Ayurveda and more and more people are opting for Ayurvedic medicines. This is expected to benefit your Company in the long run.

ii. Opportunities and Threats :

While there are manifold opportunities for new product development through appropriate research and development in the Ayurvedic industry, maintaining a healthy product portfolio and sustaining oneself is a problem for smaller, less organised sector participants. At Sandu Pharmaceuticals, we have been at the forefront of establishing scientific product development, stringent quality control, resulting in superior product quality and efficacy. Our strong

financial position complements our product strength and will support developing new products and foray into newer markets.

Your Company also has identified good opportunities in the export markets. Your Company has been making concerted efforts to reach out to the export markets through active participation in Exports Industry Trade Shows. The results of these efforts are now beginning to bear fruit, and we expect more success in the coming years.

Low-quality, disorganised players that continue to offer their medications without meeting proper manufacturing and quality standards continue to plague the Industry. Because of this, there has been a significant impact on the perception of Ayurveda as a workable healthcare product.

Another difficulty faced by your Company is the unpredictability and ongoing rise in the cost of raw materials, which puts more strain on your Company's profitability. Because of this, even while the price increases are not as large as the cost increases, we are nevertheless forced to raise the price of our products, which puts more pressure on your Company to maintain process efficiency.

iii. Segment wise performance:

Segment wise analysis of performance is not applicable to your Company under Accounting Standards 17 because there is only one segment i.e. Pharmaceutical.

iv. Outlook:

The outlook for the industry and consequently for your Company during the current financial year is reasonably good subject to the effects of government policies, inflationary pressure and general global slowdown which is bound to affect your company.

v. GST (Goods and Service Tax)

The Central Excise Law, the Central and State Sales Tax Law, and all other indirect tax laws were repealed when the Indian Government adopted the Goods and Services Tax (GST) Law. Your Company anticipates a positive outcome in the long run from the implementation of the GST Law, but it is too soon to assess whether the revised law will have any long-term benefits. In the short term, however, your company has encountered a great deal of anxiety from its vendors and channel partners.

The Company anticipates that it will be able to access different set-offs as well as input credits that it was

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not receiving under the previous Central Excise Law. This will result in efficient cash flow management and benefit the Company in the long run .

vi. Bio-Diversity Act

The Central Government has promulgated a Bio Diversity Act and vested all the State Bio-Diversity Boards with the task of collecting the access benefits share from the Companies which are buying their natural resources from the forest or forest producers.

The Company feels that this is an Act whereby unnecessary tax is being levied on the Company's under the guise of access benefit sharing (ABS). The Industry through their Association is in the process of protecting the interest of Member Companies to represent before the Government and even take appropriate steps to file proceedings before higher judiciary.

vii. Risk and concerns:

Domestic and international market conditions would be the only risk which may be faced by your Company apart from raw material input costs which are causing adverse impact on your Company's profitability. Other risks and concerns related to market, operations, inventory and finance, are being managed adequately and efficiently by your Company. Your Company's risks are adequately insured commensurate to its size and operations.

xi. Material Financial and Commercial Transaction:

There are no material significant financial and commercial transactions with related parties viz. Promoters, Directors or the Management, their companies / firms or relatives conflicting with the interest of your Company. The promoters and the Directors are not dealing in the shares of your Company.

xii. Details of significant changes (i.e change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore including)

Debtors turnover	Current Year 13.93 as compared to Previous Year 14.88
Inventory turnover	Current year 2.45 as well to Previous year 2.44
Interest Coverage Ratio	NIL
Current Ratio	Current Year 2.10 as compared to Previous Year 1.84
Debt Equity Ratio	Current Year NIL as compared to Previous Year NIL
Profit Ratio	Current Year 2.17 % as compared to Previous Year 2.33 %
Net Profit Ratio or sector specific equivalents ratio as applicable	Current year as 2.17% compared to Previous year 2.33 %

xiii Return on Net Worth CY 1.51% as compared to LY 1.58% as Net Profit after Tax for the FY 2023-24 have increased due to increase in Sales & reduction of Expenses as compared to FY 2022-23, as compared to marginal increase in Net Worth for the FY 2023-24 as compared to FY 2022-23.

viii. Internal Control Systems and their adequacy:

Your Company has put effective internal control systems into operation and has an adequate Internal Audit mechanism to monitor and review the same under the overall control and supervision of the Internal Auditor and the Audit Committee of the Independent Directors. Continuous improvements as suggested by our Internal Auditors are being implemented.

ix. Discussion of Financial performance with respect to operational Performance:

The financial performance with respect to the operational performance during the year under review was satisfactory. Your Company was successful in maintaining the profit level only because of the higher volumes and higher sales realization in spite of increased raw material prices.

x. Material Development in Human Resource / Industrial Relations:

Your Company is constantly endeavoring to introduce Human Resource Development activities for the overall improvement of its team and the induction of professional manpower. Your Company has good industrial relations. Your Company has continued to maintain good relationships with all employees at all levels which also resulted in achieving higher production and sales.

ANNEXURE – B

**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 of Managerial Personnel) Rules, 2014]
Issued Under ICSI UDIN:A034739F000941502

The Members,
Sandu Pharmaceuticals Limited,
Pilerne industrial Estate, Marra,
Bardez, Goa – 403511.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sandu Pharmaceuticals Limited (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 my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31stMarch, 2024 (hereinafter referred as to the “Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31stMarch, 2024 according to the applicable 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 rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings –

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

- (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 –

Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Audit Period;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June, 2021) –

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Provisions not applicable to the Company as there was no reportable event during the Audit Period;and

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- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The following Laws and Regulations applicable specifically to the Company (as per the representations made by the Company) Viz.,
- Drugs and Cosmetics Act, 1940
 - Drugs (Prices Control Order 2013)
 - The Narcotic Drugs and Psychotropic Substances Act, 1985 and the rules made thereunder;
 - Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
 - Food Safety and Standards Act, 2006 and the rules made thereunder.
 - The Medicinal and Toilet Preparations (Excise Duties) Act, 1955

Other Laws covered in the Scope of Audit

- Biological Diversity Act, 2002
- The Indian Copyright Act, 1957
- The Environment (Protection) Act, 1986;
- The Water (Prevention and Control of Pollution) Act, 1974;
- The Air (Prevention and Control of Pollution) Act, 1981;
- The Electricity Act, 2003;
- The Legal Metrology Act, 2009 and Rules made thereunder;
- Indian Boilers Act 1923
- Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act 2013
- Employees' Pension Provident Fund and Miscellaneous Provisions Act 1952
- Employees State Insurance Act 1948
- Factories Act 1948
- Labour Relations Act 2002
- The Apprentices Act 1961

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

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

- The Listing Agreements entered into by the Company with BSE Limited

During the Audit period, based on our inspection and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

- Compliance under Section 203 of the Act: The Company has a full time Company secretary and a Chief Financial Officer duly appointed as required under the Act.

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 Audit period.

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 decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Swapnil J Dixit & Associates,**
Company Secretaries

ICSI Unique Code No: S2017GO544800

Sd/-

CS Swapnil Jayant Dixit
Proprietor

M. No. A 34739 / C. P. No. 12942
ICSI Peer Review Cert. No.: 1499/2021

Place: Bicholim - Goa

Date: 9th Day of August, 2024

Issued Under ICSI UDIN: A034739F000941502

Note: Our report of even date Issued Under ICSI UDIN: A034739F000941502 is to be read along with the letter in Annexure A – forming part and parcel of this report.

**Annexure A Forming Part of Secretarial Audit Report
for year ended 31st March 2024**

To,
The Members,
Sandu Pharmaceuticals Limited,
Pilerne industrial Estate, Marra,
Bardez, Goa – 403511.

**Our report of even date issued under ICSI UDIN:
A034739F000941502 is to be read along with this letter.**

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Swapnil J Dixit And Associates,
Company Secretaries
Sd/-**

**CS Swapnil Jayant Dixit
Proprietor
M. No. A34739 / C. P. No. 12942**

Place: Bicholim - Goa

Date: 9th Day of August, 2024.

ANNEXURE-C

CORPORATE GOVERNANCE REPORT

In accordance with Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with BSE Limited (BSE) the report containing the details of Corporate Governance systems and processes at Sandu Pharmaceuticals Limited is as follows:

1. Company’s Philosophy on Corporate Governance:

Your Company believes in adopting best Corporate Governance practices and envisages the attainment of the highest levels of transparency, accountability and ethics, in all facets of its operations. Company recognizes the rights and interests of its stakeholders and is committed to protect the same. Company considers that all operations and actions must serve the underlying goal of increasing employee and customer satisfaction and enhancing overall shareholder value together with fair treatment to its stakeholders.

2. Board of Directors

A. Composition and Category of Directors

As on 31st March 2024, Board had comprised of 9 Members consisting of 1 Executive Director and 8 Non Executive Directors out of which 6 are Independent Directors. The name and category of each Director are given below.

Name of the Director	Category
Vinay Kumar Kottapalli	Chairman, Non Executive Independent Director
Dilip R. Salgaocar	Non Executive Independent Director
Dr. Krishna B. Deshpande	Non Executive Independent Director
Dr. Shubhada P. Sandu	Non Executive Director and Women Director
Dr. Madan L. Kapre	Non Executive Independent Director
Shashank B. Sandu	Non Executive Non Independent Director
Umesh B. Sandu	Executive Director
CA Balram Viswanathan	Non Executive Independent Director
Adv Ajit Kantik	Non Executive Independent Director

Notes:

1. CA Balram Viswanathan and Adv Ajit Kantik has been appointed as Non Executive Independent Director with effect from 13th August 2023.
2. Shri Vinay Kumar Kottapalli, Shri Dilip R. Salgaocar, Shri Dr. Krishna B. Deshpande, Shri Dr. Madan L. Kapre vacated their office pursuant to completion of second term of Independent Directorship on 31st March 2024.
3. CA Balram Viswanathan, Non Executive Independent Director has been appointed as Chairman of the Board w.e.f 01st April 2024.

B. Board Training and Induction

At the time of Appointment/Reappointment of an Independent Directors, a formal letter of appointment are given to them, which inter alia explains the role, function, duties and responsibilities expected of them as a Director of the Company. The Directors are also explained in detail the compliances required from them under the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 and their affirmation taken with respect to the same as per the relevant Act/Regulation.

C. Board Meetings, Board Committee Meetings and Procedure

The Board of Directors are the apex body constituted by Shareholders for overseeing the Company’s overall functioning. The Board provides and evaluates the Company’s strategic direction, Management policies and their effectiveness, and also ensures that shareholder’s long term interest are being served.

The Board has Constituted three Committees, namely Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

a) Board Agenda

The Board meetings are scheduled well in advance and the Board members are given a notice of atleast 7 days prior to the meeting date. All major items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to take informed decisions.

b) Scheduling and selection of agenda items for Board Meeting

Minimum four Board Meetings are held annually. Additional Board meetings are convened by giving appropriate notice to address the Company's specific needs.

The meetings are usually held at Company's Corporate office at Sandu Nagar, D.K. Marg, Chembur, Mumbai -400 071 or at Registered Office at Plot No 25,26,29 & 30,Pilerne Industrial Estate, Marra, Saligao, Bardez Goa 403511.

During the year ended on 31st March, 2024, the Board of Directors had 05(Five) meetings 30/05/2023, 14/08/2023, 13/11/2023, 14/02/2024, 30/03/2024. The last Annual General Meeting (AGM) was held on 30/09/2023. The attendance record of the Directors at the Board Meetings during the year ended on 31/03/2024, and at the last AGM is as under:-

Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and Number of other Directorship and Chairmanships/Memberships of Committees of each Director in various Companies (upto 31st March 2024)

Name of the Director	Category	Attendance of Directors in the Company		Shareholding of Directors in the Company
		Board	AGM	
Dilip R. Salgaocar	Non Executive Independent Director	5	0	NIL
Dr. Krishna B. Deshpande	Non Executive Independent Director	2	1	NIL
Dr. Madan L. Kapre	Non Executive Independent Director	5	1	NIL
Vinay Kumar Kottapalli	Non Executive Independent Director	5	1	NIL
Shashank B. Sandu	Non Executive Non Independent Director	5	1	13,68,755
Umesh B. Sandu	Executive Director	5	1	13,88,693
Dr. Shubhada Sandu	Non Executive, Non Independent women Director	3	1	10,000
CA Balram Viswanathan	Non Executive, Independent Director	4	1	NIL
Adv Ajit Kantak	Non Executive, Independent Director	4	1	NIL

- The Directorship held by Directors as mentioned above, do not include Directorships in foreign Companies.
- Non Executive Independent Directors Shri Vinay Kumar Kottapalli , Shri Dilip R. Salgaocar, Dr. Shri Madan L. Kapre, Dr. Shri Krishna B. Deshpande has vacated office in the capacity of Independent Director end of the Business Hours on 31st March 2024 due to completion of 02nd term of Independent Directorship.
- CA Balram Viswanathan has taken up the Chairmanship with effect from 01st April 2024.
- None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees [as prescribed in SEBI (Listing Obligations and Disclosures Requirements)

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Regulations, 2015] across all the companies in which he/she is a Director.

Name	Directorship	Committee Position		Name of the Listed Companies in which Directors of the Company are Director	Category of Directorship in Listed Company
		Member	Chairperson		
Shri Dilip R. Salgaocar	<ol style="list-style-type: none"> Sandu Pharmaceuticals Limited. Geno Pharmaceuticals Pvt Limited Geno Sports Club 	Member of Audit and Nomination Committee of Sandu Pharmaceuticals Limited	NA	NA	NA
Dr. Shri Krishna B. Deshpande	Sandu Pharmaceuticals Limited.	NA	NA	NA	NA
Dr. Shri Madan L. Kapre	<ol style="list-style-type: none"> Sandu Pharmaceuticals Limited. Neeti Clinic Pvt Ltd 	Member of Audit Committee and Stakeholder Relationship Committee of Sandu Pharmaceuticals Limited	Chairman of Nomination and Remuneration of Sandu Pharmaceuticals Limited	NA	NA
Shri Vinay Kumar Kottapalli	<ol style="list-style-type: none"> Sandu Pharmaceuticals Limited Nexus Flight operations India Pvt Ltd Inclusive Services and Technologies Pvt Ltd Datawise Management Services India Pvt Ltd Eternalgreen Innovations Pvt Ltd 	Member Nomination and Remuneration Committee of Sandu Pharmaceuticals Limited	Chairman of Audit Committee of Sandu Pharmaceuticals Limited	NA	NA
Shri Shashank B. Sandu	<ol style="list-style-type: none"> Sandu Pharmaceuticals Limited Bombay Presidency Golf Club Ltd 	Member of Nomination and Remuneration Committee	Chairman of Stakeholder Relationship Committee	NA	NA
Shri Umesh B. Sandu	Sandu Pharmaceuticals Limited	Member of Audit Committee and Stakeholder Relationship Committee of Sandu Pharmaceuticals Ltd	NA	NA	NA
Dr. Smt Shubhada Sandu	Sandu Pharmaceuticals Limited	NA	NA	NA	NA

Name	Directorship	Committee Position		Name of the Listed Companies in which Directors of the Company are Director	Category of Directorship in Listed Company
		Member	Chairperson		
CA Shri Balram Viswanathan	Sandu Pharmaceuticals Limited	Member of Nomination and Remuneration Committee Meeting	Chairman of Audit Committee	NA	NA
Adv Shri Ajit Kantak	Sandu Pharmaceuticals Limited	Member of Audit and Stakeholders Relationship Committee	Chairman of Nomination and Remuneration Committee	NA	NA

- None of the Directors held Directorship in more than 10 public limited companies.
- All Independent Directors of the Company have been appointed as per the provisions of the Companies, Act 2013 (the Act). Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website: https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Terms_and_Conditions_of_Independent_Directors_Appointment.pdf
- Board of Directors hereby confirms that, the Independent Directors fulfills the conditions of been Independent Director and are independent of the Management.

(c) Other Directorship

The number of Directorships (including Sandu Pharmaceuticals Limited), Memberships/Chairmanships of the Board and Committees of Public Companies and details of Directorships in Listed Entities for each Director of the Company are as follows:

(d) Key Board Qualifications, expertise and attributes

The Sandu Pharmaceuticals Limited, Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board Members are committed to ensuring that the Sandu Board is in compliance with the highest standards of Corporate Governance.

The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nomination below mentioned candidates to serve on the Board

Definition of Directors Qualification	
Financial	Leadership of financial firm or management of the finance function of an enterprises, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Boards understanding of the needs and viewpoints of our customers, partners, employees, government, and other stakeholder worldwide

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Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a broad perspective on global market opportunities
Leadership	Extended leadership experience for a significant enterprise resulting in a practical understanding of organization, processes strategic planning, and rich management. Demonstrated strengths in developing talent, planning succession and driving change and long term growth.
Technology	A Significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models.
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess build or buy decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions and evaluate operational integration plans.
Board service and governance sales and marketing	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholders interests and observing appropriate governance practices
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhances enterprise reputation.

In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However the absence of a mark against a members name does not necessarily mean the member does not possess the corresponding qualification or skill.

Area of Expertise							
Director	Financial	Diversity	Global Business	Leadership	Technology	Board Service and Governance	Sales and Marketing
Shri Dilip R. Salgaocar	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr Shri Krishna B. Deshpande	Yes	Yes	Yes	Yes	Yes	Yes	No
Dr Shri Madan L. Kapre	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Vinay Kumar Kottapalli	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Shashank B. Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Umesh B. Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr Shri Shubhada Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
CA Shri Balram Viswanathan	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Adv Shri Ajit Kantak	Yes	Yes	Yes	Yes	Yes	Yes	No

(e) Number of Board Meeting held with dates

Five (05) Board Meetings were held during the year, as required under the Act.

The details of Board Meetings are given below:

Date	Board Strength	No. of Directors Present
30/05/2023	7	6
14/08/2023	9	8
13/11/2023	9	8
14/02/2024	9	7
30/03/2024	9	9

D. Independent Directors

I. INDEPENDENT DIRECTORS MEETING:

During the Financial year under review, the Independent Directors met once in the financial year i.e 14th February 2024 inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole.
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

II. BOARD AND DIRECTORS EVALUATION AND CRITERIA FOR EVALUATION

The Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees for the FY 2023-24.

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, Board structure and composition, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings, Qualification, positive attributes and Independence of a Director. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of the meetings.

III. Selection of Independent Director

Considering the requirement of skill sets on the Board, eminent people having independent standing in their respective field/profession, and who can effectively contribute to the company's business and policy decisions are considered by Nomination and Remuneration Committee for appointment, as Independent Directors on the Board. The Committee, inter alia, consider qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for selection of Directors and determining Directors Independence. The Board considers the Committee's recommendation, and takes appropriate decision

Every Independent Director, at the first meeting of the Board in which he participates as Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under the law.

IV. Independent Directors' Familiarization Programme

The Company has familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs. The Company has adopted the familiarization program for Independent Directors and the details of which are uploaded on the website of the company <https://sandu.in/wp-content/uploads/2024/03/Familiarisation-programme-for-Independent-Director.pdf>.

Information provided to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meetings.

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The information supplied to the Board as per Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 includes,

- Annual Operating Plans and Budgets.
- Quarterly, half yearly and yearly results of the Company.
- Minutes of the Meeting of the Board, Audit Committee and other Committee of the Board.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Any issue which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed stricture on the conduct of the listed entity or taken adverse view regarding another enterprises that may have negative implications on the listed entity.
- Statement on compliance with code of conduct.
- Quarterly Corporate Governance Report.
- Details of transactions with Related Party.
- Details of inter corporate Loans, Investments and Guarantees made/given by the Company.
- Non Compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

The Board has periodically reviewed compliance reports of all laws applicable to the Company, prepared by the Company.

V. Confirmation as regards independence of Independent Directors

In the opinion of the Board of Directors of the Company, the existing Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management.

VI. Reasons for resignation of Independent Director before the expiry of term, if any

There were no resignations by Independent Directors of the Company during FY2023-24.

E. BOARD COMMITTEES

Details of Board Committees and other related information are provided hereunder

a) Composition of Board Committee

Composition of Board Committees

<u>Audit Committee:</u>		<u>Stakeholders Relationship Committee:</u>	
1. Shri Vinay kumar Kottapalli (upto 30.03.2024)	Chairman	1. Shri Shashank Sandu	Chairman
2. Dr Shri Madan L Kapre (upto 30.03.2024)	Member	2. Dr Shri Madan L Kapre (upto 30.03.2024)	Member
3. Shri Dilip R Salgaocar (upto 30.03.2024)	Member	3. Shri Umesh B. Sandu	Member
4. Shri Umesh B. Sandu	Member	4. Adv Shri Ajit Katak (from 30.03.2024)	Member
5. CA Shri Balram Viswanathan (from 30.03.2024)	Chairman		
6. Adv Shri Ajit Katak (from 30.03.2024)	Member		

Nomination and Remuneration Committee

1.	Dr Shri Madan L Kapre	Chairman (upto 30.03.2024)
2.	Shri Dilip R. Salgaocar	Member (upto 30.03.2024)
3.	Shri Vinay kumar Kottapalli	Member (upto 30.03.2024)
4.	Shri Shashank Sandu	Member
5.	Adv Shri Ajit Kantak	Chairman (from 30.03.2024)
6.	CA Shri Balram Viswanathan	Member with effect (from 30.03.2024)

**On 30th March, 2024 Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration committee has been duly reconstituted.

b) Meetings of Board Committees held during the year and Directors attendance

Board Committees	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Meeting held	5	4	4
Directors attendance			
Dilip R Salgaocar	5	4	0
Dr Madan L Kapre	5	4	4
Vinay Kumar Kottapalli	5	4	0
Dr Krishna B Deshpande	0	0	0
Shashank B Sandu	0	4	4
Umesh B Sandu	5	0	4
Dr Shubhada Sandu	0	0	0
CA Balram Viswanathan	0	0	0
Adv Ajit Kantak	0	0	0

*** CA Balram Viswanathan was inducted in Audit as Chairman and as Member in Nomination and Remuneration Committee with effect from 30th March 2024

***Adv Ajit Kantak was inducted as Chairman Nomination and Remuneration Committee and Member of Audit Committee and Stakeholders Relationship Committee with effect from 30th March 2024.

c) Terms of Reference and other details of Board Committees

Audit Committee

Composition of the Committee

1. Shri Vinay Kumar Kottapalli - Chairman upto 30.03.2024
2. Dr Shri Madan L. Kapre -Member upto 30.03.2024
3. Shri Dilip R. Salgaocar - Member upto 30.03.2024
4. Shri Umesh B Sandu - Member
5. CA Shri Balram Viswanathan - Chairman from 30.03.2024
6. Adv Shri Ajit Kantak - Member from 30.03.2024

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and are in line with those prescribed by SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Members of the Audit Committee possess financial / accounting expertise/exposure.

Terms of reference as per the Companies Act 2013

1. The Recommendation for appointment, remuneration and terms of the appointment of auditors of the company.
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
3. Examination of the financial statement and auditor's report thereon.
4. Approval or any subsequent modification of transactions of the company with related parties.
5. Scrutiny of inter-corporate Loans and Investments.
6. Valuation of undertakings or assets of the company, wherever it is necessary.
7. Evaluation of internal financial controls and risk management systems.
8. Monitoring the end use of funds raised through public offers and related matters.

Terms of reference as per Regulation 18(3) of SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015.

Powers of the Audit Committee

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of the Audit Committee, inter alia, includes the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon 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 findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. 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 concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder.

Review of information by Audit Committee

The Audit Committee shall mandatory review the following information

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses

5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations.
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Meeting Details

5 (Five) Meetings of the Audit Committee were held during the year. The details of meetings and attendance are given on page no. 43 of this Report.

2. Nomination and Remuneration Committee

Composition of the Committee

1. Dr Shri Madan L. Kapre – Chairman, Independent Director
2. Shri Dilip R. Salgaocar - Independent Director
3. Shri Vinay Kumar Kottapalli - Independent Director
4. Shri Shashank Sandu- Non Executive Director
5. Adv Shri Ajit Kantak- Chairman with effect from 30.03.2024
6. CA Shri Balram Viswanathan- Member from with effect from 30.03.2024

1. Terms of Reference

The Nomination and Remuneration Committee was formed with the responsibility for determining the remuneration for all executive directors and KMP's, including any compensation payments, such as retirement benefits or stock options and also to determine principles, criteria and the basis of remuneration policy of the company and shall also recommend and monitor the level and structure of pay for senior management i.e one level below the Board.

2. Nomination and Remuneration Committee shall perform the following role

- a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, Key managerial personnel and other employees.
- b) Formulation of criteria for evaluation of independent Directors and the Board.
- c) Devising a policy on Board Diversity
- d) 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 their appointment and removal.
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f) Recommend to the board, all remuneration, in whatever form, payable to senior management.

Meeting details

4 (Four) meetings of the Nomination and Remuneration Committee were held during the year. The Details of meeting and attendance are given on page no 43 of this Report.

The details relating to remuneration of Directors have been given under a separate section viz “Directors Remuneration in this report.”

Nomination and Remuneration Policy

- a) The Company has formulated the Nomination and Remuneration Policy to lay down criteria & terms & conditions with regards to identifying persons who are qualified to become Directors and persons who are qualified to be appointed in Senior Management & Key Managerial Positions & to determine their remuneration.
- b) To carry out evaluation of the performance of Director as well as Key Managerial & Senior Managerial Personnel.

3. Stakeholders Relationship Committee

Composition of the Committee

1. Shri Shashank B Sandu
2. Dr Shri Madan L Kapre upto 30.03.2024
3. Shri Umesh B. Sandu
4. Adv Shri Ajit Katak with effect from 30.03.2024

The Stakeholders Relationship Committee is primarily responsible to review all matters connected with the company’s transfer of securities and redressal of shareholders/Investors/security holders’ complaints. The Committee also monitors the implementation and compliance with Company’s Code of Conduct for prohibition of Insider Trading.

The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations) and Provisions of the Companies Act 2013.

Terms of Reference of the Committee, inter alia, includes the following:

- Resolving the grievances of the security holders of the listed entity 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.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Meeting Details

4 (Four) meetings of the Committee were held during the year. The details of meetings and attendance are given on page no. 43 of this Report.

F. Code of Conduct

The Company has adopted a 'Code of Conduct' for the Directors and Senior Management of the Company as per Regulation 17(5) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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Regulation 17(5)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that the duties of Independent Directors as laid down in the Companies Act, 2013 should be included in the Code of Conduct to Directors. Hence duties of Independent Directors were included in Sandu Pharmaceuticals Code of Conduct. The Code of Conduct has been uploaded on the website of the Company. The code promotes conducting business in an ethical efficient and transparent manner so as to meet its obligations to its shareholders and all other stakeholders.

G. Prevention of Insider Trading Code:

As per SEBI (Prevention of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees at Senior Management and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The Trading Window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mrs. Pratika Mhambray as the Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

H. Means of Communication

Quarterly results: The Company's quarterly results are published in Navhind Times and Navprabha (Regional Newspaper) and are displayed on company's website www.sandu.in

Website: The Company's website www.sandu.in contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

Annual Report: The Annual Report containing, inter alia, Audited Financial Statement, Directors Report, Auditors Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website www.sandu.in

I. General Shareholders Information.

(a) Location and time, where last three AGM were held:

Location	Date	Time
Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez ,Goa 403511	Thursday, 30 th September 2021 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p.m
	Friday, 30 th September 2022 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p.m
	Saturday, 30 th September 2023 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p.m

(b) Special Resolution passed

Particulars	Yes/No
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2023	Yes
1. Appointment of CA Balram Vishwanathan (DIN: 10245195) as an Non Executive Independent Director.	
2. Appointment of Advocate Adv Ajit Rajaram kantik (DIN:10269866) as an Non Executive Independent Director	
3. Reappointment of Umesh Sandu (DIN:01132141) as Managing Director	
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2022	NA
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2021.	Yes
1. Authorisation under Section 186 of the Companies Act 2013.	
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2020.	Yes
a) Approval for continuation of Dilip R Salgaocar (DIN:00044240) as Non Executive Independent Director	
b) Re appointment of Shri Umesh B Sandu (DIN:01132141) as Managing Director of the Company for a period of Three Year with effect from 01 st April 2021	
c) Issuance of Equity Shares to Promoters and Non Promoters on a Preferential Basis.	

(c) Postal Ballot:

For the year ended March 31, 2024 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

(d) Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of Investors during the year under review and their break-up are as under from company and RTA:

Type of Requests	Number of Complain
Opening Balance	0
Received during the year	6
Resolved during the Year	6
Closing Balance	0

J. Means of Communication

Quarterly Results	Published in Newspaper
Newspaper in which normally published	Navhind Times and Navprabha
Any website ,where displayed	www.sandu.in
Whether it also displays official news releases	No
The presentations made to institution investors or to the analysts	N.A

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K. General Shareholders Information.

(1) Annual General Meeting

The Annual Reports are emailed to Members and others entitled to receive them. The Annual Report is also available on the Company's website <https://sandu.in/>. The Notice of the AGM along with the Annual Report for FY2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. **However, Members desiring a physical copy of the Annual Report for FY2023-24, may either write to us or email us on corp.sec@sandu.in to enable the Company to dispatch a copy of the same.**

Please include details of Folio No./DP ID and Client ID and holding details in the said communication.

Date	Monday,30 th September 2024
Time	04:30 pm
Venue	Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez Goa-403511 through Video Conferencing (VC) /Other Audio Visual Means

(2) Financial Calendar (tentative) Results for the quarter ending

June 30, 2024 – Second Week of August 2024

September 30, 2024 - Second week of November, 2024

December 31, 2024 - Second week of February, 2025

March 31, 2025– Fourth week of May, 2025

(3) Dividend Payment date

The dividend will paid on or before Friday, 25th October 2024.

(4) Date of Book closure

Friday, 20th September 2024 to Monday, 30th September 2024 (both days inclusive)

(5) Listing on Stock Exchange (Equity Shares)

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Scrip Code: 524703

a) Payment of Listing Fees

Annual listing fee for the year 2024-25 has been paid by the Company to BSE

b) Payment of Depository Fees

Annual Custody/Issuer fee for the year 2024-25 has been paid to NSDL and CDSL.

(6) Stock Market Price Data (Bombay Stock Exchange)

(A) MARKET CLOSING PRICE DATA DURING APRIL 2023 TO MARCH 2024 (BSE)

Month	BSE Index		BSE Price	
	High	Low	High	Low
April 2023	61209.46	58793.08	67.49	52.1
May 2023	63036.12	61002.17	59.95	52.1

Month	BSE Index		BSE Price	
	High	Low	High	Low
June 2023	64768.58	62359.14	62.95	55
July 2023	67619.17	64836.16	58.3	49
August 2023	66658.12	64723.63	64	50.1
September 2023	67927.23	64818.37	82.6	54.4
October 2023	66592.16	63092.98	74	59.01
November 2023	67069.89	63550.46	72.9	58.01
December 2023	72484.34	67149.07	74	62.9
January 2024	73427.59	70001.6	76.86	68.2
February 2024	73413.93	70809.84	85	67.45
March 2024	74245.17	71674.42	71.79	55.15

[Source: This information is compiled from the data available from the websites of BSE]

(B) PERFORMANCE IN COMPARISON WITH SENSEX IS GIVEN BELOW

Month	Closing Sensex	% Movement of Sensex Month to Month	Closing Price	% Movement of Share Price Month to Month
April 2023	61112.44	3.60	56.11	7.49
May 2023	62622.24	2.47	56.82	1.27
June 2023	64718.56	3.35	55.73	-1.92
July 2023	66527.67	2.80	52.47	-5.85
August 2023	64831.41	-2.55	56.79	8.23
September 2023	65828.41	1.54	74.1	30.48
October 2023	63874.93	-2.97	60.61	-18.21
November 2023	66988.44	4.87	65.77	8.51
December 2023	72240.26	7.84	68.1	3.54
January 2024	71752.11	-0.68	71.77	5.39
February 2024	72500.3	1.04	69.57	-3.07
March 2024	73651.35	1.59	57.39	-17.51

(7) Distributing of Shareholding as on 31st March 2024.

Size of Holdings	No. of Shareholders	Percentage % Holders	No. of Shares	Percentage of Shareholding
1 -5000	9146	91.451	11037510	11.425
5001-10000	368	3.680	3056020	3.163
10001-20000	181	1.810	2755280	2.852

Size of Holdings	No. of Shareholders	Percentage % Holders	No. of Shares	Percentage of Shareholding
20001-30000	151	1.510	3793680	3.927
30001-40000	37	0.370	1322820	1.369
40001-50000	33	0.330	1575570	1.631
50001-100000	39	0.390	2776480	2.874
100001-*****	46	0.460	70292540	72.759
Total	10001	100.00	96609900	100.00

(8) Registrars and Transfer Agents

M/s Link Intime India Private Limited
 C101,247 Park, LBS Marg, Vikhroli West,
 Mumbai, Maharashtra 400083
 Tel: 022 - 4918 6270
 E-mail: rnt.helpdesk@linkintime.co.in
 Website: linkintime.co.in

(9) Compliance Officer

Pratika P Mhambray is the Company Secretary and Compliance Officer of the Company.

(10) Shares held in physical and dematerialized form:

88,16,440 number of shares amounting to 91.26 % of the total paid up capital are held in dematerialized form and 8,44,550 number of shares amounting to 08.74% in physical form as on March 31, 2024.

(11) Share Transfer System

Share transfers are processed and share certificates duly endorsed are delivered within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Managing Director/authorized Representative. A summary of transfer/transmission of securities of the Company so approved by the Managing Director/Company Secretary is placed at every Board meeting.

(12) SEBI Complaints Redressal System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status. Further, SEBI vide Circular dated 20th September 2023 read with Circular dated 1st December 2023 has notified the revised framework for handling and monitoring of investor complaints received through SCORES platform by the Company and designated Stock Exchanges effective from 1st April 2024. The Members can access the new version of SCORES 2.0 at <https://scores.sebi.gov.in>

(13) Online Dispute Resolution:

SEBI vide Circular dated 31st July 2023, read with Master Circular dated 28th December 2023, as amended, expanded the scope of investors complaints and by establishing a common Online Dispute Resolution Portal ('ODR Portal') which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

(14) General Shareholder Information

Distribution of Shareholding as on March 31, 2024

Category code	Category of Shareholder	Number of Shareholders	Total number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	7	41,44,730	42.90
(2)	Foreign	0	0	0
	Total Shareholding of Promoter and Promoters Group	7	41,44,730	42.90
(B)	Public Shareholding			
(1)	Institution	1	500	0.01
(2)	Non Institution	9993	5515760	57.09
	Total Public Shareholding	9994	5516260	57.10
(C)	Shares held by Custodian and against which Depository Receipt have been issued			
(1)	Promoter and Promoters Group	0	0	0
(2)	Public	0	0	0
	Total(A)+(B)+(C)	10001	9660990	100

(15) Global depository receipts (GDR) or any Convertible instruments, conversion dates and likely impact on Equity

N.A

(16) Dematerialization of Shares and Liquidity

The total number of shares in dematerialized form as on 31st March, 2024 is 88,16,440 representing 91.26 % of the total number of shares of the Company. The equity shares of the Company are actively traded on BSE.

Effective 1st April 2019, transfer of shares of the Company can be done only in the dematerialised form. However, shareholders' are not barred from holding shares in the physical form. As per the decision of SEBI, "any investor who is desirous of transferring shares (which are held in physical form) after 1st April 2019 can do so only after the shares are dematerialised. This decision is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance/ succession) and transposition (i.e. re-arrangement/ interchanging of the order of name of shareholders) cases."

(17) Reconciliation of Share Capital

As stipulated by SEBI, a Qualified Practising Company Secretary carried out Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the stock exchange where the company's shares are listed. The audit confirms that the total Listed and paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

(18) Unclaimed /Undelivered Share Certificates

Pursuant to Regulation 39(4) read with Schedule VI of the SEBI (LODR) Regulations, 2015 the Company is required to send at least three reminders at the last available address as per the records to the shareholders whose certificates were undelivered and returned to the Company.

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Thereafter, in case of non receipt of response to the reminder, unclaimed physical shares will be dematerialized and will be held in "Unclaimed Suspense Account", with details of shareholding of each individual allottee whose shares are credited to such unclaimed suspense account. All corporate benefits shall also be credited to such suspense account for a period of 7 years and thereafter shall be transferred to IEPF. There were no unclaimed / undelivered Share Certificate during the financial year ended 31st March 2024.

(19) Plant Location

Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa 403511.

(20) Address for correspondence

The Company Secretary Plot No 25,26,29 & 30 Pilerne Industrials Estate, Marra, Bardez, Goa 403511 Email:-corp.sec@sandu.in Contact no:0832 6715217	M/s Link Intime India Private Limited C101,247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083 Tel: 022 - 4918 6270 E-mail:rnt.helpdesk@linkintime.co.in Website:https://linkintime.co.in/
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(21) Senior Management

Particulars of Senior Management Personnel and Changes since the Close of the previous Financial Year.

Name of the Senior Management Personnel	Designation	Changes, if any, during the Financial Year 2023-24 (Yes/No)	Nature of Change and effective Date
Key Managerial Personnel			
Shri Umesh Sandu	Managing Director	No	
Shri Rakesh Parekh	Chief Financial Officer	Yes	Resignation with effect from 31.12.2023
Smt Pratika Mhambray	Company Secretary	No	
Shri Vijay Kajarekar	Chief Financial Officer	Yes	Appointment with effect from 30.03.2024

(22) DISCLOSURES

(a) Related Party Transactions

Details of transactions with related parties, as specified in Indian Accounting Standards (IND AS 24), have been reported in the Financial Statements. The Company has in place a policy on dealing with related party transactions and the same has been uploaded and available on the Company's website https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Materiality_and_Dealing_with_Related_Party_Transactions.pdf

The related party contracts entered into by the Company with below mentioned related parties do not fall under the ambit of Section 188(1) of the Act and all related party transactions during the financial year were at arm's length and in the ordinary course of business. In compliance with the provisions of the Act and Regulation 23(2) of the SEBI Regulation 2015, all related party transactions had been placed before the Audit Committee for prior approval. Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 information pertaining to related parties are given in Form AOC-2 as Annexure - I of this Report.

Accordance with Regulation 27(2) (b) of SEBI (Regulation) 2015 all material transactions with related parties have been disclosed quarterly along with Compliance report on Corporate Governance.

Sr No	Name of the Company	Relationship	Nature of Transaction	Amount
1.	Sandu Brothers Private Limited	Relative of Directors are members	Sales of goods	65,69,362.85
			Purchases	23,26,28,766.01
			Royalty Paid	1,19,47,355.97
			Directors Remuneration	84,48,000

(b) Strictures and Penalties

No Stricture or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

- (c) The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the Audit Committee.

(23) Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations. The Company has partially adopted the non- mandatory requirements. Disclosures of the extent to which the discretionary requirements have been adopted are given in Item No. 20 of this report

(24) Commodity price risks or foreign exchange risks and hedging activities

The Company does not have any exposure to commodity price rise or foreign exchange risk and hedging activities.

(25) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 37(7A).

The Company has issued 25,79,990 nos of Equity Warrants to be converted into Equity Shares on 30th March 2021, further first trench of 8,39,997 nos of Equity Warrants conversion into Equity Shares was done on 31st March 2021.

The company has realized the 25% upfront money amounting to ₹ 1,33,44,999/- on or before 30.03.2021 against the allotment of 25,79,990 warrants at the price of ₹ 20.69 per warrant and further the company has also realized the balance 75% allotment monies amounting to ₹ 1,30,34,654/-, from the bank account of the respective allottees on or before 30.03.2021 against allotment of the equity shares on conversion of the 8,39,997 warrants from the applicants of the aforesaid shares. The Company has not utilized amount raised through first trench of Equity Warrants conversion into Equity Shares as on 31st March 2021.

The 02nd Tranche of Equity Warrants conversion into Equity shares was done on 28th February 2022 wherein 8,89,667 Equity Warrants were converted into Equity Shares. The company has received ₹ 1,38,05,408 from the bank account of the respective allottees amounting to the balance 75% allotment monies against the allotment of 8,89,667 equity shares on the conversion of 8,89,667 Warrants at the price of ₹ 20.69 per warrant on February 28, 2022 and there is no circulation of funds or mere passing of book entries in this regard.

Third Tranche of Equity Warrants conversion into Equity Shares was approved by Warrants and Share Allotment Committee dated 14th July 2022 and 8,50,326 nos of Equity Warrants into Equity Shares were allotted.

The company has realized the 25% upfront money amounting to ₹ 43,98,312/- on or before 30.03.2021 against the allotment of 8,50,326 warrants at the price of ₹ 20.69 per warrant and further the company has also realized the balance 75% allotment monies amounting to ₹ 1,31,94,934/-, from the bank account of the respective allottees on or before 14.07.2022 against allotment of the equity shares on conversion of the 8,50,326 warrants from the applicants of the aforesaid shares.

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As on 31st March 2024 The Company has used ₹ 3,53,60,682 proceeds from the proposed issue towards the revamping of the existing capital machinery, developing marketing infrastructure, civil work, required for major plant and machinery, purchase of new/ additional plant and machinery of the company, working capital requirement, investment in technologies and for general purpose which shall enhance the business of the Company. The unutilized amounts of the issue as at 31st March 2024 i.e ₹ 1,80,19,313 have been temporarily deployed in fixed deposit/current deposit with bank.

(26) Certificate from PCS undersub-para 10(1) of Part C of Schedule V of Listing Regulations.

A certificate from Practising Company Secretary stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

(27) Confirmation by the Board of Directors acceptance of recommendation of mandatory committees.

In terms of the amended SEBI Listing regulations, the Board of Directors of the Company confirm that during the year under review, it has accepted all recommendations received from its mandatory committees.

(28) Details of total fees paid to the Statutory Auditors of the Company

The Details of the total fees paid to M/s Dileep and Prithvi, Chartered Accountant, Statutory Auditors of the Company during the Financial Year ended 31st March 2024 is given below:

Sr No	Description of fees paid to Statutory Auditor	Total Fees (in lakhs)
1.	Quarterly, Statutory Audit & Limited Review, Final Audit, Tax Audit & Filing and uploading of Tax Return Including tax	9.65

(29) Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

A	Number of complaints held during the period 1 st April 2023 to 31 st March 2024.	NIL
B	Number of complaints disposed of during the period 1 st April 2023 to 31 st March 2024.	NIL
C	Number of complaints pending as on 1 st April 2023 to 31 st March 2024.	NIL

(30) Details of non-compliance with requirements of Corporate Governance Report

The Company has complied with all the requirements of the Corporate Governance Report as specified in sub-paragraphs (2) to (10) of Part C of Schedule V of the Listing Regulations.

(31) Details of compliance with Corporate Governance requirements

The Company has complied with the applicable Corporate Governance requirements as stipulated in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

(32) Certificate on Corporate Governance

As required by the Listing requirements, the Compliance from the Practising Chartered Accountant regarding Compliance of conditions of the Corporate Governance is annexed to the Directors Report.

(33) Compliance with mandatory requirements and adoption of the non-mandatory requirements All mandatory requirements prescribed in the Listing Regulations have been complied with by the Company.

The status of compliance with the non-mandatory (Discretionary) requirements, as stated under Part E of Schedule-II to the Listing Regulations is as under:

- The Board: The Non-Executive Chairperson does not maintain any office at the expense of the Company.

- Shareholders' rights: The Quarterly, Half yearly and Annual financial results of the Company are intimated to Stock Exchanges, published in English and vernacular newspapers and are also posted on the website of the Company. Further, significant events are informed to the Stock Exchanges from time to time and then the same is also posted on the website of the Company. These are not sent individually to the Members.
- Separate posts of Chairperson and Chief Executive Officer: The Chairperson of the Board, CA Shri Balram Viswanathan is an Independent Director, and his position is separate from that of the Managing Director.
- Audit qualifications: The Statutory Auditors of the Company have issued Audit report with unmodified opinion on the financial statements of the Company for the year ended March 31, 2024.
- Reporting of Internal auditor: In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who reports to the Audit Committee. Internal audit reports submitted on quarterly basis are reviewed by the Audit Committee and suggestion / directions, if any, are given for necessary action.

(34) Credit Rating.

The Company has not obtained any Credit Rating during the Financial Year 2023-24 pertaining to debt instruments or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

(35) Details of material subsidiaries of the Company and Policy for Determining Material Subsidiaries

Your Company does not have any material subsidiary. The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI Listing Regulations. The Policy, as approved by the Board is uploaded on the Company's website: <https://sandu.in/wp-content/uploads/2023/07/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf>

(36) Demat Suspense Account / Unclaimed Suspense Account

Your Company did not have any Shares to be transferred to Unclaimed Suspense Account. The details of the said Shares in Demat Suspense Account of the Company were:

Sr No	Particulars	No of Shareholders	No of Shares
1	Aggregate Number of Shareholders and the outstanding Shares held in Demat Suspense Account lying at the beginning of the year.	NIL	NIL
2	Aggregate Number of Shareholders and the outstanding Shares in the Suspense Account lying at the end of the year	3	300
3	The Voting Rights on these Shares shall remain frozen till the rightful owner of such Shares claims the Shares	3	300
4	Number of Shareholders who approached the Company for transfer of Shares from Suspense Account during the year.	Nil	Nil
5	Number of Shareholders to whom Shares were transferred from Suspense Account during the year	Nil	Nil

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(37) Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:

During the year under review, no loans or advances in the nature of loans were provided by the Company to its holding company or to firms/companies in which directors are interested.

For and on behalf of Board of Directors
Of Sandu Pharmaceuticals Limited

Sd/-

Sd/-

Dated: 12/08/2024
Place: Mumbai

Umesh B Sandu
DIN:01132141
Managing Director

Shashank B Sandu
DIN:00678098
Director

ANNEXURE – D
INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Sandu Pharmaceuticals Limited,

We have examined the compliance of conditions of Corporate Governance by **SANDU PHARMACEUTICALS LIMITED** (the Company), for the year ended 31st March, 2024, as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”), pursuant to the Listing Agreement of the Company with Stock exchange.

Management's Responsibility

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

Pursuant to the requirements of the above mentioned Listing Regulations, our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the company.

We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India (“ICAI”). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Opinion

Based on our examination of the relevant records and according to the information and explanations given to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the relevant Listing Regulations.

We 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.

Restriction on Use

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose.

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Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Dileep and Prithvi
Chartered Accountants
FRN : 122290W

Place: Mumbai
Date: 12th August, 2024
UDIN- 24183378BKDAZC1902

Sd/-
Himmat Mali
(Partner)
M.No 183378

ANNEXURE - E
CERTIFICATION BY THE CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8)
READ WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015.

To,
The Board of Directors of
Sandu Pharmaceuticals Limited

- A. I have reviewed financial statements and the cash flow statement for the year ended 31st March 2024 and that to the best of my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. I accept the responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls if any, of which they are aware and the steps have taken or propose to take to rectify the deficiencies if any.
- D. I have indicated to the auditors and the Audit committee
- Significant changes in internal control over financial reporting during the year;
- Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which i have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Sandu Pharmaceuticals Limited

Sd/-
Rakesh Parekh
Chief Financial Officer

Place: Mumbai
Date: 31/03/2024

ANNEXURE - F
DECLARATION OF MANAGING DIRECTOR

As provided under Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. I, Shri Umesh B Sandu, Managing Director (DIN: 01132141) affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the financial year ended 31st March 2024.

For Sandu Pharmaceuticals Limited

Sd/-
Umesh B. Sandu
Managing Director
DIN: 01132141

Place: Mumbai
Date: 31/03/2024

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ANNEXURE - G

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

Issued under UDIN: A034739E000755327

To,
The Members,
Sandu Pharmaceuticals Limited,
Pilerne industrial Estate, Marra,
Bardez, Goa – 403511.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of by Sandu Pharmaceuticals Limited having CIN L24233GA1985PLC001587 and having registered office at PLOT NO 25,26,29 & 30 PILERNE INDUSTRIAL ESTATE MARRA BARDEZ GOA 403511 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No	Name of Director	DIN	Designation	Date of appointment in Company
1.	Shri. DilipSalgaocar*	00044240	Independent Director	20/09/1993
2.	Dr Krishna Deshpande*	06557518	Independent Director	14/08/2013
3.	Dr Madan Kapre*	03113515	Independent Director	30/09/2006
4.	Shri. Vinay Kumar Kottapalli *	02322747	Independent Director	17/07/2010
5.	Shri. Shashank Sandu	00678098	Non-Executive Director	01/06/2011
6.	DrShubhada Sandu	07148834	Non-Executive Director	01/04/2015
7.	Shri. Umesh Sandu	01132141	Managing Director	23/03/1992
8.	CA Balram Viswanathan	10245195	Independent Director	14/08/2023
9.	Adv Adv Ajit Katak	10269866	Independent Director	14/08/2023

* Directors at Sr. No. 1 to 4 in the above table vacated their office as Independent Directors on 31/03/2024

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

For Swapnil J Dixit and Associates,
Company Secretaries

Sd/-
Cs Swapnil Jayant Dixit
Proprietor

M. NO. ACS 34739
C. P. NO. 12942

Issued under UDIN: A034739E000755327

Place: Bicholim - Goa
Date: 09th Day of August, 2024

**ANNEXURE - H
FORM NO. MGT-9**

Extract of Annual Return

As on the financial year ended on 31st March, 2024

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS		
1.	CIN	L24233GA1985PLC001587
2.	Registration Date	15/11/1985
3.	Name of the Company	Sandu Pharmaceuticals Limited
4.	Category/Sub category of the Company	Public Company Limited by shares
5.	Whether listed Company(Yes/No)	Yes
6.	Address of the Registered office and contact details	Plot No 25, 26, 29 & 30,Pilerne Industrial Estate, Marra, Bardez Goa-403511
7.	Name Address and Contact details of Registrar and Transfer Agent	M/s Link In time India Private Limited C101,247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083 Tel: 022 - 4918 6270 E-mail:rnt.helpdesk@linkintime.co.in Website: linkintime.co.in
II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY		
	All the business activities contributing 10% or more of the total turnover of the Company	As per Attachment A
III	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Attachment B
IV	SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
	i) Category –wise Share Holding	As per Attachment C
	ii) Shareholding of Promoter	As per Attachment D
	iii) Change in promoter's Shareholding	As per attachment E
	iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
	v) Shareholding of Directors and Key Managerial Personnel	As per Attachment G
V INDEBTEDNESS		
	Indebtedness of the Company including interest outstanding/ accrued but not due for payment	As per Attachment H
VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
	A) Remuneration to Managing Director ,WTD, and /or Manager	As per Attachment I
	B) Remuneration to Directors	As per Attachment J
	C) Remuneration to Key Managerial Personnel other than MD/Managers/WTD	As per Attachment K
VII	PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES	As per Attachment L

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ATTACHMENT A

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the turnover of the Company shall be stated

Sr. No	Name and Description of main product/services	NIC Code of the Product	% to total turnover of the company
1.	Manufacture of Ayurvedic Medicine	3043	100%

*As per National Industrial Classification-Ministry of Statistics and Program implementation

ATTACHMENT B

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE

Sr. No	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
1	Sandu Phytoceuticals Private Limited	U24230GA2022PTC015422	Subsidiary	100%	2(87) of Companies Act 2013

ATTACHMENT C

IV. SHAREHOLDING PATTERN

i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2023				Shareholding at the End of the year - 2024				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	3565548	0	3565548	'36.9067	3650548	0	3650548	'37.7865	'0.8798
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	1413085	0	1413085	'14.6267	494182	0	494182	'5.1152	'-9.5115
	Sub Total (A)(1)	4978633	0	4978633	'51.5334	4144730	0	4144730	'42.9017	'-8.6317
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	4978633	0	4978633	'51.5334	4144730	0	4144730	'42.9017	'-8.6317
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(f)	Financial Institutions / Banks	0	500	500	'0.0052	0	500	500	'0.0052	'0.0000
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	500	500	'0.0052	0	500	500	'0.0052	'0.0000

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Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2023				Shareholding at the End of the year - 2024				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	1636477	862250	2498727	25.8641	1682183	834850	2517033	26.0536	0.1895
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1036988	0	1036988	10.7338	1749433	0	1749433	18.1082	7.3744
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Any Other (Specify)									
	Trusts	1100	0	1100	0.0114	1100	0	1100	0.0114	0.0000
	Hindu Undivided Family	171225	300	171525	1.7754	158352	300	158652	1.6422	-0.1332
	Non Resident Indians (Non Repat)	97133	0	97133	1.0054	49010	0	49010	0.5073	-0.4981
	Escrow Account	0	0	0	0.0000	300	0	300	0.0031	0.0031
	Non Resident Indians (Repat)	64731	0	64731	0.6700	67935	0	67935	0.7032	0.0332
	Body Corp-Ltd Liability Partnership	19600	0	19600	0.2029	31171	0	31171	0.3226	0.1197
	Clearing Member	667	0	667	0.0069	660	0	660	0.0068	-0.0001
	Bodies Corporate	782486	8900	791386	8.1916	931566	8900	940466	9.7347	1.5431
	Sub Total (B)(3)	3810407	871450	4681857	48.4615	4671710	844050	5515760	57.0931	8.6316
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	3810407	871950	4682357	48.4666	4671710	844550	5516260	57.0983	8.6317
	Total (A)+(B)	8789040	871950	9660990	100.0000	8816440	844550	9660990	100.0000	0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	8789040	871950	9660990	100.0000	8816440	844550	9660990	100.0000	

ATTACHMENT D

V. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

Shareholding Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2023			Shareholding at the End of the year - 2024			% change in shareholding during the year
		No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	
1	UMESH B SANDU	1388693	14.3742	0.0000	1388693	14.3742	0.0000	0.0000
2	SHASHANK BHASKAR SANDU	1368755	14.1679	0.0000	1368755	14.1679	0.0000	0.0000
3	JAYSHREE BHASKAR SANDU	737000	7.6286	0.0000	737000	7.6286	0.0000	0.0000
4	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	5.6302	0.0000	0	0.0000	0.0000	-5.6302
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	494182	5.1152	0.0000	494182	5.1152	0.0000	0.0000
6	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	2.2670	0.0000	0	0.0000	0.0000	-2.2670
7	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	1.6144	0.0000	0	0.0000	0.0000	-1.6144
8	MINAL SHASHANK SANDU	61100	0.6324	0.0000	61100	0.6324	0.0000	0.0000
9	SHUBHADA PRABHAKAR SANDU	10000	0.1035	0.0000	10000	0.1035	0.0000	0.0000
10	GEETA U SANDU	85000	0.8798	0.0000	85000	0.8798	0.0000	0.0000
	Total	5063633	52.4132	0.0000	4144730	42.9017	0.0000	9.5116

Note:

M/S. Sanmark Realty and Finance Private Limited, M/S. Noumura Realty and Constructions Private Limited, M/S. Phybrichem Engineers Private Limited has been classified from Promoter into Public via BSE Approval dated 16th August 2023 due to which their shareholding is Nil at the end of the Financial Year 2024.

ATTACHMENT E

VI. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

Change in Promoter's Shareholdings (please specify if there is no change)

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2023		Transactions during the year		Cumulative Shareholding at the end of the year - 2024	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	UMESH B SANDU	1388693	14.3742	-	-	1388693	14.3742
	AT THE END OF THE YEAR					1388693	14.3742
2	SHASHANK BHASKAR SANDU	1368755	14.1679	-	-	1368755	14.1679
	AT THE END OF THE YEAR					1368755	14.1679
3	JAYSHREE BHASKAR SANDU	737000	7.6286	-	-	737000	7.6286
	AT THE END OF THE YEAR					737000	7.6286
4	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	5.6302	Reclassification of Promoters into Public	-	0	0
	AT THE END OF THE YEAR					0	0
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	494182	5.1152	-	-	494182	5.1152
	AT THE END OF THE YEAR					494182	5.1152
6	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	2.2670	Reclassification of Promoters into Public	-	0	0
	AT THE END OF THE YEAR					0	0
7	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	1.6144	Reclassification of Promoters into Public	-	0	0
	AT THE END OF THE YEAR					0	0
8	GEETA U SANDU	85000	0.8798	-	-	85000	0.8798
	AT THE END OF THE YEAR					85000	0.8798
9	MINAL SHASHANK SANDU	61100	0.6324	-	-	61100	0.6324
	AT THE END OF THE YEAR					61100	0.6324
10	SHUBHADA PRABHAKAR SANDU	10000	0.1035	-	-	10000	0.1035
	AT THE END OF THE YEAR					10000	0.1035

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 9660990 Shares.
 2. The details of holding has been clubbed based on PAN.
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.
 4. M/S. Sanmark Realty and Finance Private Limited, M/S. Noumura Realty and Constructions Private Limited, M/S. Phybrichem Engineers Private Limited has been classified from Promoter into Public via BSE Approval dated 16th August 2023 due to which their shareholding is Nil at the end of the Financial Year 2024.

SR NO	SHAREHOLDER NAME	DPID/Folio	SHARES	BENPOS_DATE
1	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2023
2	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2024
3	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2023
4	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2024
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	494182	31/03/2023
6	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	494182	31/03/2024
7	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2023
8	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2024
9	SHUBHADA PRABHAKAR SANDU	IN30051319693845	10000	31/03/2023
10	SHUBHADA PRABHAKAR SANDU	IN30051319693845	10000	31/03/2024
11	UMESH B SANDU	IN30133018748151	1386600	31/03/2023
12	UMESH B SANDU	IN30133018748151	1386600	31/03/2024
13	UMESH BHASKAR SANDU	IN30154957543660	2093	31/03/2023
14	UMESH BHASKAR SANDU	IN30154957543660	2093	31/03/2024
15	SHASHANK BHASKAR SANDU	IN30133017696833	1367400	31/03/2023
16	SHASHANK BHASKAR SANDU	IN30133017696833	1367400	31/03/2024
17	SHASHANK BHASKAR SANDU	IN30154957542396	1355	31/03/2023
18	SHASHANK BHASKAR SANDU	IN30154957542396	1355	31/03/2024
19	MINAL SHASHANK SANDU	IN30429514165680	61100	31/03/2023
20	MINAL SHASHANK SANDU	IN30429514165680	61100	31/03/2024
21	JAYSHREE BHASKAR SANDU	IN30133041178071	737000	31/03/2023
22	JAYSHREE BHASKAR SANDU	IN30133041178071	737000	31/03/2024
23	GEETA U SANDU	IN30133018748134	85000	31/03/2023
24	GEETA U SANDU	IN30133018748134	85000	31/03/2024

ATTACHMENT F

VII. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

Shareholding Pattern of Top ten Shareholders (other than Directors, Promoters and Holders of GDR AND ADR)

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2023		Transactions during the year		Cumulative Shareholding at the end of the year - 2024	
		No. Of shares held	% Of total shares of the company	Date of transaction	No. Of shares	No of shares held	% Of total shares of the company
1	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	5.6302	-	-	543930	5.6302
	AT THE END OF THE YEAR					543930	5.6302
2	NEELAMBER LEASING AND FINVEST PRIVATE LIMITED	455495	4.7148	-	-	455495	4.7148
	AT THE END OF THE YEAR					455495	4.7148
3	SANBRO MARKETING SERVICES PVT LTD	250000	2.5877	-	-	250000	2.5877
	AT THE END OF THE YEAR					250000	2.5877
4	TANVI JIGNESH MEHTA	272781	2.8235	-	-	272781	2.8235
	Transfer			12 May 2023	(898)	271883	2.8142
	Transfer			09 Jun 2023	(640)	271243	2.8076
	Transfer			16 Jun 2023	(1386)	269857	2.7933
	Transfer			23 Jun 2023	(1000)	268857	2.7829
	Transfer			07 Jul 2023	(6912)	261945	2.7114
	Transfer			01 Sep 2023	(500)	261445	2.7062
	Transfer			08 Sep 2023	(5000)	256445	2.6544
	Transfer			15 Sep 2023	(500)	255945	2.6493
	Transfer			22 Sep 2023	(1945)	254000	2.6291
	Transfer			10 Nov 2023	(2000)	252000	2.6084
	Transfer			24 Nov 2023	(500)	251500	2.6033
	Transfer			16 Feb 2024	(2204)	249296	2.5804
	Transfer			15 Mar 2024	(1000)	248296	2.5701
	AT THE END OF THE YEAR					248296	2.5701
5	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	2.2670	-	-	219010	2.2670
	AT THE END OF THE YEAR					219010	2.2670

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2023		Transactions during the year		Cumulative Shareholding at the end of the year - 2024	
6	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	1.6144			155963	1.6144
	AT THE END OF THE YEAR					155963	1.6144
7	HITESH KUVELKAR	121427	1.2569			121427	1.2569
	AT THE END OF THE YEAR					121427	1.2569
8	YOGISH SHETTY	106077	1.0980			106077	1.0980
	AT THE END OF THE YEAR					106077	1.0980
9	TRANS SCAN SECURITIES PRIVATE LIMITED	0	0.0000			0	0.0000
	Transfer			22 Mar 2024	106000	106000	1.0972
	AT THE END OF THE YEAR					106000	1.0972
10	GEETA U SANDU	85000	0.8798			85000	0.8798
	AT THE END OF THE YEAR					85000	0.8798
11	AMIT KUMAR SARAOGI	54000	0.5589			54000	0.5589
	Transfer			07 Apr 2023	1000	55000	0.5693
	Transfer			23 Feb 2024	(5500)	49500	0.5124
	AT THE END OF THE YEAR					49500	0.5124

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 9660990 Shares.
 2. The details of holding has been clubbed based on PAN.
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

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SR NO	SHAREHOLDER NAME	DPID/Folio	SHARES	BENPOS_DATE
1	NEELAMBER LEASING AND FINVEST PRIVATE LIMITED	IN30133020610449	455495	31/03/2023
2	NEELAMBER LEASING AND FINVEST PRIVATE LIMITED	IN30133020610449	455495	31/03/2024
3	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2023
4	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2024
5	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2023
6	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2024
7	TRANS SCAN SECURITIES PRIVATE LIMITED	IN30249610000264	106000	31/03/2024
8	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2023
9	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2024
10	SANBRO MARKETING SERVICES PVT LTD	IN30133040537677	250000	31/03/2023
11	SANBRO MARKETING SERVICES PVT LTD	IN30133040537677	250000	31/03/2024
12	TANVI JIGNESH MEHTA	1204200000178481	272781	31/03/2023
13	TANVI JIGNESH MEHTA	1204200000178481	248296	31/03/2024
14	YOGISH SHETTY	IN30307710737536	60846	31/03/2023
15	YOGISH SHETTY	IN30307710737536	60846	31/03/2024
16	YOGISH SHETTY	IN30307710806237	45231	31/03/2023
17	YOGISH SHETTY	IN30307710806237	45231	31/03/2024
18	GEETA U SANDU	IN30133018748134	85000	31/03/2023
19	GEETA U SANDU	IN30133018748134	85000	31/03/2024
20	HITESH ANAND KUVELKAR	1204470003659700	12813	31/03/2023
21	HITESH ANAND KUVELKAR	1204470003659700	12813	31/03/2024
22	HITESH KUVELKAR	IN30018310586179	108614	31/03/2023
23	HITESH KUVELKAR	IN30018310586179	108614	31/03/2024
24	AMIT KUMAR SARAOGI	IN30210510784244	54000	31/03/2023
25	AMIT KUMAR SARAOGI	IN30210510784244	49500	31/03/2024

ATTACHMENT G

VIII. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name	Shareholding at the beginning of the year		Shareholding at the end of the year		Reason for change
		No. of Shares at the beginning	% of the Shares of the company	No. of shares at the end	% of total Shares of the company	
1	Shashank B Sandu	1368755	14.17	1368755	14.17	NA
2	Umesh B Sandu	1388693	14.37	1388693	14.37	NA
3	Shubhada Sandu	10000	0.10	10000	0.10	NA
4	Dilip R Salgaocar (upto 31.03.2024)	NIL	NIL	NIL	NIL	NA
5	Dr Krishna Deshpande (upto 31.03.2024)	NIL	NIL	NIL	NIL	NA
6	Dr Madan Kapre (upto 31.03.2024)	NIL	NIL	NIL	NIL	NA
7	Vinay Kumar Kottapalli (upto 31.03.2024)	NIL	NIL	NIL	NIL	NA
8	Balram Viswanathan (from 13.08.2024)	NIL	NIL	NIL	NIL	NA
9	Ajit Katak (from 13.08.2024)	NIL	NIL	NIL	NIL	NA
10	Pratika Mhambray (KMP)	NIL	NIL	NIL	NIL	NA
11	Rakesh Parekh (KMP) (upto 31.12.2023)	NIL	NIL	NIL	NIL	NA
12	Vijay Kajarekar (KMP) (from 30.03.2024)	NIL	NIL	NIL	NIL	NA

ATTACHMENT H

IX. INDEBTEDNESS

Indebtedness of the company including interest outstanding / accrued but not due for payment.

Particulars	Secured Loans Excluding Deposits (₹)	Unsecured Loans	Deposits	Total Indebtedness (₹)
Indebtedness at the beginning of the financial year 01.04.2023				
1. Principal Amount	NIL	NIL	NIL	NIL
2. Interest due but not paid	NIL	NIL	NIL	NIL
3. Interest accrued but not due	NIL	NIL	NIL	NIL
Total of (1+2+3)	NIL	NIL	NIL	NIL
Change in indebtedness during the financial year				
+Addition	NIL	NIL	NIL	NIL
-Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year 31.03.2024				
1. Principal Amount	NIL	NIL	NIL	NIL
2. Interest due but not paid	NIL	NIL	NIL	NIL
3. Interest accrued but not due	NIL	NIL	NIL	NIL
Total of (1+2+3)	NIL	NIL	NIL	NIL

ATTACHMENT I

X. REMUNERATION TO MANAGING DIRECTOR/WHOLETIME DIRECTOR/MANAGER

Sr. No	Particulars of Remuneration	(In ₹)
		Shri. Umesh Sandu Managing Director
1.	Gross Salary	
	(a) Salary as per provisions in section 17(1) of the Income Tax Act.	79,68,480
	(b) Value of perquisites u/s 17(2) Income Tax, 1961.	NIL
	© Profit in lieu of salary under section 17(3) Income Tax Act, 1961	NIL
2.	Stock option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
	- As % of profit	
	- Others, specify	
5.	Others, please specify	
	Provident Fund & other fund	4,79,520
	Total (A)	84,48,000
	Ceiling as per the Act	84,00,000

**The Remuneration payable to Managing Director has been approved by the Shareholders at 38th Annual General Meeting held on 30th September 2023 by passing Special Resolution.

ATTACHMENT J

XI. REMUNERATION OF DIRECTOR

(a) Independent Directors:-

Particulars of Remuneration	Name of Directors						Total Amount (In ₹)
	Dilip R. Salgaocar	Dr Krishna B. Deshpande	Dr Madan L. Kapre	Vinay Kumar Kottapalli	CA Balram Viswanathan	Adv Ajit Kantak	
Fees for attending Board /Committee Meetings	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(b) Other Non-Executive Directors:-

Other Non Executive Director	Shashank B Sandu	Dr Shubhada P Sandu	Total Amount (In ₹)
Fees for attending Board /Committee Meetings	NIL	NIL	NIL
Commission	NIL	NIL	NIL
Others	NIL	NIL	NIL
Total	NIL	NIL	NIL

ATTACHMENT K

XII. REMUNERATION OF KEY MANAGERIAL PERSONNEL AND OTHER THAN MD/MANAGER/WTD

					(In ₹)
Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total
1.	Gross Salary	Rakesh Parekh- CFO upto 31.12.2023	Vijay Kajarekar- CFO From 30.03.2024	Pratika Mhambray Company Secretary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	11,68,864	4,808	8,17,085	19,90,757
	(b) Value of perquisites u/s 17(2) Income Tax Act	NIL	NIL	NIL	NIL
	(c) Profit in lieu of salary under section 17(3) Income Tax Act	NIL	NIL	NIL	NIL
2.	Stock option	NIL	NIL	NIL	NIL
3.	Sweat Equity Shares	NIL	NIL	NIL	NIL
4.	Commission -As % of profit -others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify contribution to PF	NIL	NIL	30,919	30,919
6.	Performance Bonus	NIL	NIL	NIL	NIL
	Total	11,68,864	4,808	8,48,004	20,21,676

ATTACHMENT L

XIII. Penalties /Punishment/Compounding of Offences (under the Companies Act)

Type	Section Of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding					
B. Directors					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. Any other officer in default					
NA					

ANNEXURE - H

STATEMENT OF PARTICULARS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- (i) The Ratio of the Remuneration of each Director to the Median Remuneration of the employees of the Company for the Financial Year 2023-24.

Sr No	Directors	Ratio to Median Remuneration
1	Vinay Kumar Kottapalli Non Executive Independent Director	
2	Dilip R. Salgaocar-Non Executive/Independent Director	-
3	Krishna B. Deshpande Non Executive/Independent Director	-
4	Dr Madan L. Kapre Non Executive/Independent Director	-
5	Shashank B. Sandu- Non Executive Director	-
6	Dr Shubhada P Sandu Non Executive Director	-
7	Umesh B Sandu Managing Director	3.24 %
8	CA Balram Viswanathan	-
9	Adv Ajit Kantak	-

The Median remuneration of all employees of the Company for the Financial year 2023-24 was ₹ 2,73,992

- (ii) The percentage increase in Remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2023-24.

Sr No	Director, Chief Financial Officer, Company Secretary	% Increase /(Decrease) of remuneration in the Financial Year.
1	Dilip R Salgaocar-Non Executive Independent Director	
2	Krishna B Deshpande Non Executive Independent Director	
3.	Dr Madan L Kapre Non Executive Independent Director	
4.	Vinay Kumar Kottapalli Non Executive Independent Director	
5.	Shashank B Sandu- Non Executive Director	
6.	Dr Shubhada P Sandu Non Executive Director	
7.	Umesh B Sandu Managing Director	
8.	CA Balram Viswanathan- Non Executive Independent Director	
9.	Adv Ajit Kantak- Non Executive Independent Director	
10	Rakesh Parekh Chief Financial Officer upto 31.12.2023	NA**
11	Vijay Kajarekar Chief Financial Officer from 30.03.2024	NA**
12	Pratika Mhambray Company Secretary	9.7%

**The comparison of the Remuneration of Shri Rakesh Parekh could not be done due to resignation with effect from 31.12.2023 and Shri Vijay Kajarekar appointment with effect from 30.03.2024

- (iii) The percentage increase in the median remuneration of employees in the Financial Year: 8.68%
- (iv) The Number of permanent employees on roll of the Company: 283
- (v) The explanation on the relationship between average increase in remuneration and company Performance Average Increase in remuneration of all employees was (7.30%)

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- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

	(In ₹)
Aggregate of Remuneration paid to Key Managerial Personnel (KMP)	
Total Revenue	1,04,64,868
Remuneration of KMP's as a % of total revenue	67,28,07,000
Profit Before Tax (PBT)	2,07,24,000
Remuneration of KMP's as a % PBT	50.49%

- (vii) Variations in the market capitalization of the company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer, the variation in the net worth of the company as at the close of the current financial year and previous financial year

Particulars	As on 31.03.2024	As on 31.03.2023	% Increase
Share Price			
BSE	57.39	52.2	9.04
Market Capitalization	554444216	504303678	9.04
BSE			
Price Earning Ratio	38	32.42	14.68
Net worth	30,47,50,076	30,39,88,000	0.25

*Share Price at BSE is considered for calculation of Price Earnings Ratio

- (viii) 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 thereto and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average salary increase of Non Managerial Employees is 3.46%

Average Salary increase of Managerial employees is (7.98%)

There is no exceptional circumstances in increase in Managerial Remuneration.

- (ix) Comparison of each remuneration of the key managerial personnel (KMPs) against the performance of the Company.

KMPs	Remuneration in FY 2023-24	Total Revenue	Remuneration a % of Revenue	Profit Before Tax(PBT)	Remuneration of KMPs as a % of PBT
Umesh B. Sandu Managing Director	84,48,000	67,28,07,000	1.26%	2,07,24,000	40.76%
Rakesh Parekh Chief Financial Officer	11,68,864		0.17%		5.64%
Pratika Mhambray Company Secretary	848004		0.13%		4.09%

- x) The Key parameter for any variable component of remuneration availed by the Director
There are no variable payment is made to the Whole Time Director based on the performance during the year.
- xi) The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the Year
Managing Director is highest paid Director. No employee received remuneration higher than the Managing Director.
- xii) Affirmation that the remuneration is as per the remuneration policy of the Company
Remuneration paid during the year ended 31.03.2024 is as per remuneration policy of the Company

**ANNEXURE - I
FORM NO. AOC- 1**

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

S L . No.	Particulars	Details
1	Name of the Subsidiary	Sandu Phytoceuticals Private Limited
2.	The date since when Subsidiary was acquired/incorporated	27 th July 2023
3.	Reporting period for the subsidiary concerned ,if different from the holding company's reporting period	NA
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
5.	Share Capital	1,00,000
6.	Reserve and Surplus	-27,726
7.	Total Assets	86,274
8	Total Liabilities	14,000
9	Investments	0
10	Turnover	0
11	Profit/Loss before Taxation	5,599
12	Provision for Taxation	0
13	Profit/Loss after Taxation	5,599
14	Other Comprehensive Income	0
15	Total Comprehensive Income for the year	0
16	Proposed Dividend	0
17	Extent of shareholding (in percentage)	100

Note: 1) There are no other subsidiaries of the Company
2) Part B^o Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act 2013 related to Associates Companies and Joint Ventures-NOT APPLICABLE

For and on behalf of Board of Directors

Sd/-

Sd/-

Dated: 12.08.2024
Place: Mumbai

Umesh B Sandu
Managing Director
DIN:01132141

Shashank B Sandu
Director
DIN:00678098

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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 transactions under third proviso thereto.

I. Details of contracts or arrangements or transactions not at Arm's length basis.- N. A

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	
2.	Nature of contracts/arrangements/transaction	
3.	Duration of the contracts/arrangements/transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions'	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

Particulars	Details
Name of the related party	Sandu Brothers Private Limited
Nature of relationship	Director and Relative of Director are member
Nature of contracts/arrangements/transaction	The agreement has been entered into for Purchase /Sale / Marketing /Royalty Payment
Duration of Contracts/arrangements/transaction	Purchase and sale of finished Ayurvedic Medicine is valid upto 30 th September 2029 Royalty agreement is valid upto 30 th September 2029
Salient terms of the contracts or arrangements or transactions including value ,if any	Note 1
Date of board approval	10 th August 2023
Amount paid as advances if any	Nil

Note 1:

M/s Sandu Brothers Private Limited manufacture's and process and pack the Ayurvedic Drugs and Formulation in accordance with specifications provided to it by M/s Sandu Pharmaceuticals Limited and pack them in bulk or in such other packs in the manner as may be stipulated or specified by M/s Sandu Pharmaceuticals Limited to enable to market the same by buying the said products on its account.

Note 2:

M/s Sandu Brothers Pvt Ltd is the owner, proprietor and prior user for some of the proprietary products of which some are duly registered under The Trade Mark Act, 1999 (the said Act) and some of the mark is applied for and/or in process to apply for some of the products. Your Company is desirous to manufacture various products under the said Trade Mark and for this purpose have requested M/s Sandu Brothers Pvt Ltd to assign the said products and pay Royalty for the assignment of the said Trademark.

The other related information as envisaged under the company's (Meeting of Board and its Power) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished Hereunder.

For and on behalf of Board of Directors

Dated: 12.08.2024

Place: Mumbai

Sd/-
Umesh B Sandu
Managing Director
DIN:01132141

Sd/-
Shashank B Sandu
Director
DIN:00678098

STANDALONE INDEPENDENT AUDITORS' REPORT

To the Members of,
SANDU PHARMACEUTICALS LIMITED
Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying Standalone financial statements of **Sandu Pharmaceuticals Limited** ("the Company") which comprise the Standalone Balance Sheet as at 31st March, 2024, the Standalone Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended and notes to the Standalone financial statements, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements").
2. 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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and its profit including other comprehensive income, its cash flows and the changes in equity and for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.
4. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements for the financial year ended on 31st March, 2024. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	<p>Revenue Recognition</p> <p>Revenue of the Company consists primarily of sale of products and is recognized when control of products being sold is transferred to customer and there is no unfulfilled obligation.</p> <p>Revenue is measured at fair value of the consideration received or receivable and is accounted for net of rebates, trade discounts etc.</p> <p>Considering the materiality of amounts involved, significant judgements related to estimation of rebates and discounts, the same has been considered as a key audit matter.</p> <p>(Refer Sub-note No. M of Note 2 of Accounting Policy).</p>	<p>Our audit procedures included and were not limited to the following –</p> <ul style="list-style-type: none"> • Assessed the appropriateness of the Company’s revenue recognition accounting policies, including those relating to rebates and trade discounts and breakage and leakage by comparing with the applicable accounting standards • Tested the design and operating effectiveness of the general IT control environment and the manual controls for recognition of revenue, calculation of discounts and rebates etc. • On a sample basis we performed testing to verify sales transactions to the underlying supporting documentation which includes goods dispatch notes and shipping documents. • We performed revenue cut-off testing, by reference to bill dates of sales recorded either side of the financial year end had legally completed; and • Selected a sample of sales invoices/contracts and read, analyzed and identified the distinct performance obligations in these invoices/contracts. <p>Based on our audit procedures we have concluded that revenue is appropriately recognized, and that there was no evidence of management bias.</p>

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

6. 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, Director’s Report including Annexure to Director’s Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon, which we obtained prior to the date of this Auditors’ Report, and the remaining sections of Annual Report, which are expected to be made available to us after that date.
7. Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we have to 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.
9. When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Standalone Financial Statements

10. 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 (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material, if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.
12. 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 Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit Procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also Responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place 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 Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Communication with those charged with governance

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

13. 1) As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Government of India -Ministry of Corporate Affairs, in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable.
- 2) As required by Section 143 (3) of the Act, based on our audit, we report, to the extent applicable 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 Standalone Balance sheet, the Standalone statement of Profit and Loss including other comprehensive income, the Standalone Statement Cash Flow and Standalone statement of changes in equity 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 specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 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"; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014 as amended, in our opinion and to the best of our information and according to the explanation given to us:

- I. The Company does not have any pending litigation which would impact its financial position.
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. The Company is not liable to make any payments towards Investor Education and Protection Fund.
- IV.
 - a. The management has represented that, to the best of its knowledge and belief, no funds 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 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, 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 such audit procedures as 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 (iv) (a) and (iv) (b) contain any material misstatement.
- V. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

- VI. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the accounting period for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 is applicable from 01st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended 31st March 2024.

For Dileep & Prithvi
Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali
(Partner)
M. No. 183378
UDIN-24183378BKDAYH7237

Place: Mumbai
Date: 5th June, 2024

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Annexure -A to the Independent Auditor's Report

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the Standalone financial statements for the year ended on 31st March, 2024 of Sandu Pharmaceuticals Limited)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (i.) The Company has maintained proper records showing full particulars including quantitative details and situation of plant, property and equipment, (Capital work-in-progress and relevant details of right-of-use assets).
- (ii.) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the plant, property and equipment have been physically verified by the management in a phased manner at regular intervals based on program designed to cover all the material items. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed by the management on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company. In case of leasehold land, that has been taken on lease and disclosed as right to use assets in the Ind AS Standalone financial statements, the lease agreement is in the name of the company, where the company is the lessee in the agreement.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:
- (a) According to the information and explanations given to us, at the beginning and during the year, the Company has not provided any loans, guarantees and securities to companies and other parties. Accordingly, reporting under clauses 3(iii)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanation provided to us, during the year, the Company has not made any investments in its subsidiary, provided any guarantees, security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.

Particulars	Investment(₹)
Aggregate amount of investment made during the year	Nil
Balance Outstanding as at balance sheet date in respect of Investment made	1,00,000/-

- (c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 & 186 of the Companies Act, 2013 in respect of loans, investments, guarantees or securities, as applicable. Further, the Company has not entered into any transaction covered under section 185.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits, hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the accounts and records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment under Section 148 of the Act, and are of the opinion that prima facie, the prescribed Cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion, and according to the information and explanations given to us, The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, Sales Tax, Custom Duty, Excise Duty, Goods and Service Tax and other material statutory dues, as applicable. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March, 2024, for a period of more than six months from the date they became payable, except dues of Tax Deducted at source aggregating to ₹ 79,706/- (P.Y. ₹ 13,853/-) on account of defaults pertains to prior years.
- (b) According to the information and explanation given to us and examination of records of the Company, details referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded ₹ in Lakh	Amount Paid ₹ in Lakh	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Goods and Service Tax Act, 2017	Demand on account of difference in Taxes/ITC in various GST returns.	54.22 lakh (Includes Interest & penalty amount)	2.77 Lakh	2018-19	Commissioner of State Tax(Appeal)	

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us including confirmations received from banks (if any) and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix) (c) of the Order is not applicable to the Company.

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- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the standalone financial statements of the Company, funds raised by the Company on short term basis (if any) have not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and associate companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any private placement of shares or fully or partly convertible debentures during the year.

According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, in respect of preferential allotment of equity shares made during the past year, the Company has duly complied with the requirements of Section 42 and Section 62 of the Act.

Further, in previous years, the company has realised Amount of ₹ 5,33,79,934/-, which was not fully utilized during the previous years and during the current financial year. Out of total realisation of ₹ 5,33,79,934/- from conversion of all share warrants, the company has utilised to the extent of ₹ 3,53,60,682 /-(up to March 2024) for the purposes for which the funds were raised and balance amount of ₹ 1,80,19,313/- was kept in Fixed deposits and in current accounts, for the time being and same amount will be used as and when required by the company.

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us, there are no whistle blower complaints received by the company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable.
Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

- (xvi)(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and 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 standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Since the Company doesn't satisfy any of the criteria prescribed under Section 135(1) of the Companies Act, 2013 during the immediately preceding financial year, thus there was no requirement for the Company to spend any amount on CSR activities during the year ended 31st March, 2024. Accordingly, the requirement to report on clause 3(xx) (a) and (b) of the Order is not applicable to the Company.
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-24183378BKDAYH7237

Place: Mumbai

Date: 5th June, 2024

Thirty Nine Annual Report 2023-24

Annexure-B to Auditors report

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

1. We have audited the internal financial controls of **Sandu Pharmaceuticals Limited** ("the Company") as of 31st March, 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

2. The Board of Directors of the Company 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls & 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.") Issued by ICAI and the Standards on Auditing, and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 required 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.
4. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of internal financial controls over Financial Reporting

6. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Control over Financial Reporting

7. 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

8. In our opinion, 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 31st March, 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 Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-24183378BKDAYH7237

Place: Mumbai

Date: 5th June, 2024

Thirty Nine Annual Report 2023-24

Standalone Balance Sheet as at 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

PARTICULARS	Note No.	As at	As at
		31 st March, 2024 Amount (₹)	31 st March, 2023 Amount (₹)
ASSETS			
Non-current assets			
Property, Plant and Equipment	3(a)	840.59	721.84
Right of use assets	3(b)	943.73	934.79
Capital Work in Progress	3(c)	0.00	41.96
Other Intangible Assets	4	3.49	5.05
Financial Assets			
Investments	5	1,042.70	965.61
Other Financial Asset	6	181.60	193.87
		3,012.11	2,863.12
Current assets			
Inventories	7	1,225.06	1,432.56
Financial Assets			
Trade Receivables	8	486.83	479.22
Cash and Cash Equivalents	9 (a)	99.55	226.56
Bank Balances other than 9(a) above	9 (b)	20.21	2.00
Other Current Assets	10	397.86	413.17
		2,229.50	2,553.51
		5,241.62	5,416.63
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	966.10	966.10
Other Equity	12	3,093.43	2,958.34
Total equity		4,059.53	3,924.44
Non-current liabilities			
Financial Liabilities			
Finance lease obligations	14	6.03	0.00
Deferred Tax Liabilities (Net)	13	112.11	104.20
		118.14	104.20
Current liabilities			
Financial Liabilities			
Finance lease obligations	14	0.30	0.00
Trade payables Due to :	15		
Micro and Small Enterprises		30.43	118.14
Other than Micro and Small Enterprises		388.95	721.65
Other Financial Liabilities	16	14.71	9.26
Other Current Liabilities	17	131.60	131.64
Provisions	18	497.96	407.32
		1,063.95	1,388.00
		5,241.62	5,416.63

Significant Accounting policies and notes form integral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu
Managing Director
DIN:01132141

Vijay Kajrekar
CFO

Sd/-

Shashank B. Sandu
Director
DIN:00678098

Sd/-
Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 05/06/2024

Place: Mumbai

Dated: 05/06/2024

Standalone Statement of Profit and Loss for the Period Ended 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	Period ended 31 st March, 2024 Amount (₹)	Period ended 31 st March, 2023 Actual Amount (₹)
INCOME			
Revenue From Operations	19	6,728.07	6,534.90
Other Income	20	42.13	32.72
Total Income		6,770.20	6,567.62
EXPENSES			
Cost of materials consumed	21	985.26	1,113.24
Purchases of Stock-in-Trade	22	2,108.28	2,313.46
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	23	163.48	(307.62)
Employee benefits expense	24	1,007.32	1,109.53
Finance costs	25	6.31	7.96
Depreciation and amortization expense	3	58.33	51.68
Other expenses	26	2,234.00	2,057.35
Total expenses		6,562.97	6,345.61
Profit/(loss) before exceptional items and tax		207.24	222.01
Exceptional Items / Prior Period Adjustment		0.00	0.00
PROFIT/(LOSS) BEFORE TAX		207.24	222.01
Tax expense:	27		
Current tax		58.71	62.85
Deferred tax		2.46	3.38
Short / (Excess) Tax Provision pertaining to earlier years		0.00	3.39
Total Tax Expenses		61.17	69.62
PROFIT (LOSS) FOR THE PERIOD		146.06	152.39
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss in Subsequent Periods :			
Remeasurement gains/(losses) on post employment defined benefit plans		-11.96	0.20
Fair value changes of investments		78.90	63.93
Income tax relating to items that will not be reclassified to profit or loss		-5.45	(7.17)
TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		61.49	56.96
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		207.55	209.35
EARNINGS PER EQUITY SHARE [Nominal Value of ₹10 each]:	28		
Basic		1.51	1.62
Diluted		1.51	1.62

Significant Accounting policies and notes form integral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors**Sandu Pharmaceuticals Limited**

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu
Managing Director
DIN:01132141

Vijay Kajrekar
CFO

Sd/-

Shashank B. Sandu
Director
DIN:00678098

Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 05/06/2024

Place: Mumbai

Dated: 05/06/2024

Thirty Nine Annual Report 2023-24

Standalone Statement of changes in equity for the Year ended 31st March 2024

A. Equity Share Capital & Reconciliation of number of shares outstanding at the beginning of the year

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Opening Balance	96,60,990	966.10	88,10,664	881.07
Add: Shares Issued during the year	0.00	0.00	8,50,326	85.03
Closing Balance	96,60,990	966.10	96,60,990	966.10

B. Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Share Application Pending Allotment/ Money received against share warrants (₹)	Reserves and Surplus				Other Comprehensive Income		Total(₹)
		General Reserve	Retained Earnings	Securities Premium reserve account	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other Comprehensive Income -Employee Benefits	
Balance as at 1 st April, 2022	43.98	950.28	667.70	184.91	9.40	897.99	12.14	2,766.40
Profit for the Year	-	-	152.39	-	-	-	-	152.39
Other Comprehensive Income (Net of tax)	-	-	-	-	58.51	-	0.20	58.71
Transfer to retained earnings	-	-	13.80	-	-	-13.80	-	-
Dividend Paid	-	-	-66.08	-	-	-	-	-66.08
Allotment under preferential allotments scheme	-43.98	-	-	90.90	-	-	-	46.92
Transfer to retained earnings on disposal of Equity Instruments	-	-	1.75	-	-1.75	-	-	-
Amount Transferred on account of Deferred Tax on Sale of Investments	-	-	-	-	-	-	-	-
Balance as at 31st March, 2023	-	950.28	769.57	275.81	66.16	884.17	12.34	2,958.34
Profit for the Year	-	-	146.06	-	-	-	-	146.06
Other Comprehensive Income (Net of tax)	-	-	-	-	70.12	-	-8.63	61.49
Transfer to retained earnings	-	-	13.80	-	-	-13.80	-	-
Dividend Paid	-	-	-72.46	-	-	-	-	-72.46
Allotment under Preferential Allotments Scheme	-	-	-	-	-	-	-	-
Transfer to retained earnings on disposal of Equity Instruments	-	-	1.51	-	-1.51	-	-	-
Amount Transferred on account of Deferred Tax on Sale of Investments	-	-	0.30	-	-0.30	-	-	-
Balance as at 31st March , 2024	-	950.28	858.79	275.81	134.47	870.37	3.71	3,093.43

Significant Accounting policies and notes form integral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu
Managing Director
DIN:01132141

Vijay Kajrekar
CFO

Sd/-

Shashank B. Sandu
Director

DIN:00678098

Sd/-
Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 05/06/2024

Place: Mumbai

Dated: 05/06/2024

Standalone Statement of Cash Flow for the year ended 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024		Year ended 31 st March, 2023	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		207.24		222.01
Adjustments for:				
Depreciation and amortisation expenses	58.33		51.68	
Finance costs	6.31		7.96	
Interest income	(15.93)		(15.80)	
Dividend income from equity instruments designated at FVTOCI	0.00		0.00	
Allowance for doubtful debts / expected credit losses - trade receivable	4.27		3.76	
Re-Measurement gains/ Losses on Employee Defined Benefit Plans	(11.96)	41.01	0.20	47.80
Operating profit before changes in operating assets & liabilities		248.25		269.81
Changes in operating assets				
(increase) / decrease in inventories	207.50		(305.34)	
(increase) / decrease in Trade receivables	(11.87)		(83.84)	
(increase) / decrease in other operating assets	65.19		(9.59)	
Changes in operating liabilities				
increase / (decrease) in trade payables	(420.40)		157.98	
increase / (decrease) in other operating liabilities	37.35	(122.23)	63.04	(177.77)
Cash Generated from operation		126.01		92.06
Income Tax Paid		(49.88)		(69.95)
Net Cash flow from Operating activities		76.14		22.12
B. Cash flow from investing activities				
Purchases of Property, Plant and Equipment	(142.51)		(106.88)	
Proceeds from Maturity of Bank Deposits placed with Banks	0.00		133.00	
Fixed deposits placed with Banks	(5.95)		0.00	
Interest received	15.93		15.80	
Dividend income from equity instruments designated at FVTOCI	0.00		0.00	
Investment in Subsidiary Sandu Phytoceuticals P Ltd	0.00		(1.00)	
Purchases of Mutual funds	(100.00)		(40.00)	
Proceeds from Sales of Mutual Funds /Shares	101.82		51.74	
Net cash flow from / (used in) investing activities (B)		(130.71)		52.66

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(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024		Year ended 31 st March, 2023	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
C. Cash flow from financing activities				
Repayment of long-term borrowings	0.00		0.00	
Repayment of Short-term borrowings	0.00		0.00	
Finance lease obligations	6.33			
Finance cost	(6.31)		(7.96)	
Proceeds from Issue of Equity Shares	0.00		131.95	
Dividend Paid	(72.46)		(66.08)	
Net cash flow from / (used in) financing activities (C)		(72.43)		57.91
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(127.01)		132.69
Cash and cash equivalents at the beginning of the year		226.56		93.86
Cash and cash equivalents at the end of the year		99.55		226.56

Notes:

- The above Standalone Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Reconciliation of cash and cash equivalents with the balance sheet :

Particulars	31 st March, 2024	31 st March, 2023
As per Balance Sheet -note 9(a)	99.55	226.56
Balance as per statement of cash flows	99.55	226.56

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi
Chartered Accountants
Firm Reg No 122290W
By the hand of
Himmat Mali
(Partner)
M.No:183378

For and on behalf of the Board of Directors
Sandu Pharmaceuticals Limited
CIN : L24233GA1985PLC001587

Sd/-
Umesh B. Sandu
Managing Director
DIN:01132141

Sd/-
Vijay Kajrekar
CFO

Sd/-
Shashank B. Sandu
Director
DIN:00678098

Sd/-
Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai
Dated : 05/06/2024

Place: Mumbai
Dated: 05/06/2024

NOTES FORMING INTEGRAL PART OF STANDALONE FINANCIAL STATEMENTS STATEMENTS OF SANDU PHARMACEUTICALS LIMITED FOR THE YEAR ENDED MARCH 31, 2024**NOTE 1. Corporate Information**

Sandu Pharmaceuticals Limited referred as “the Company” is domiciled in India and was incorporated in India on November 15, 1985. The registered office of the company is at Plot nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa - 403511. Its equity shares are listed in India on the Bombay Stock Exchange (BSE).

The Company is mainly engaged in the business of manufacturing and trading of

Ayurvedic medicines under the brand name SANDU. The company has its manufacturing plant in Goa.

NOTE 2. Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

a. Basis of Accounting and preparation of financial statements:

- The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies and in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.
- Accounting Policies, not specifically referred to, otherwise are consistent with generally accepted accounting policies. In applying the accounting policies, considerations have been given to prudence, substance over form and materiality. The accounting policies adopted in the presentation of the financial statements are consistent with those followed in the previous year.

b. Presentation of financial statements:

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013. The statement of cash flow has been prepared and presented as per the requirements of Ind AS-7 “Statement of Cash flows”. The disclosure requirements with respect to items in the balance sheet and statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

c. Functional and Presentation Currency:

These financial statements are presented in Indian National Rupee (‘INR’) which is the Company’s functional currency.

d. Current versus Non-current classification :

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An assets is treated as current when it is :

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading-expected to be realized within twelve months after the reporting period; or
- Cash and cash equivalent unless restricted from being used to settle a liability for at least twelve months after the reporting period.

All Other assets are classified as non-current.

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A liability is treated as current when it is :

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All Other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

e. **Use of Judgements and Estimates:**

In preparing these financial statements, management has made judgements, estimates and assumptions that effect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

- **Recoverability of advances / receivables:**

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

- **Provisions:**

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

- **Fair value measurements:**

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and share based payments. This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to standalone financial statements.

- **Inventories:**

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

- **Classification of financial assets:**

Assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

- **Useful lives of depreciable / amortizable assets:**

Management reviews its estimate of the useful lives of depreciable / amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

- **Income taxes:**

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. The extent to which deferred tax assets/minimum alternate tax credit can be recognized is based on management's assessment of the probability of the future taxable income against which the deferred tax assets/minimum alternate tax credit can be utilized..

f. Recognition and Measurement :

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Expenditure is capitalised only if it is probable that there is an increase in future economic benefits associated with the expenditure will flow to the company.

Depreciation on property, plant and equipment :

Based on a technical assessment and a review of past history of asset usage, management of the company has not revised its useful lives to those referred to under schedule III to the Companies Act, 2013.

Depreciation on property, plant and equipments is provided using Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II to the Companies Act, 2013. The estimate of useful life of the assets has been taken as per Part C of Schedule II to the Companies Act, 2013 and has also been assessed by the management which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support etc.

The estimated useful life of property, plant and equipments is mentioned below:

Type of Asset	Period (Years)
a. Leasehold Land	72
b. Buildings & Sheds	60
c. Plant & Machinery	20
d. Furniture & Fixtures	10
e. Electrical Installations	10
f. Motor Vehicles	8
g. Office Equipments	5

Capital work- in- progress

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment.

De-recognition

An item of property, plant and equipment is de recognized upon disposal or when no future benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property,

plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the assets and it recognized in the statement of profit and loss.

g. Intangible Assets and amortization :

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation. All cost and expenses incidental to acquisition and installation attributable to the intangible assets are capitalized.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Computer Software

Costs incurred towards purchase of computer software are depreciated using the straight-line method over a period based on management's estimate of useful lives of such software being 3 years, or over the license period of the software, whichever is shorter.

h. Non-Current assets held for sale:

Non-current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at lower of their carrying amount and fair value less costs to sell. An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortized or depreciated.

i. Impairment of Assets :

At each reporting date, the company reviews the carrying amounts of its PPE, investment property and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's ('CGU') fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its

Recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

j. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- a. Debt instruments at amortized cost.
- b. Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- c. Equity instruments at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. The Company does not have any financial asset under this category.

Debt instrument and equity instrument at FVTPL

FVTPL is a residual category for debt instruments and equity instruments. Any debt and equity instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt and equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and loss account. The Company does not have any financial asset under this category.

In addition, the Company may elect to classify a debt and equity instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, the Company doesn't have any debt and instruments that qualify for FVTPL classification.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL, if any. For all other equity instruments, the Company decides to classify the same as at FVTOCI.

Equity instruments included within the FVTOCI category are measured at fair value with all changes recognized in the OCI.

For financial assets that are measured at FVTOCI, income by way of interest, dividend and exchange difference (on debt instrument) is recognized in profit or loss and changes in fair value (other than on account of such income) are recognized in Other Comprehensive Income and accumulated in other equity. On disposal of debt instruments measured at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments measured at FVTOCI, such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The company assesses on a forward-looking basis the expired credit loss associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable the company applied the simplified approach as permitted by Ind AS 109, financial instruments which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables.

Financial liabilities

Initial recognition and measurement

- The Company's financial liabilities include deposits, and trade and other payables. These are recognized initially at amortized cost net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, they are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

k. Inventories:

Inventories such as Raw Materials, Work in Progress, Finished Goods, Stock in Trade and Stores & Spares are valued at lower of cost and net realizable value. Except scrap /waste which are value at net realizable value. The cost is computed on FIFO basis, finished goods and Process stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Materials and other items held for use in the production of inventories are not written down below cost, if finished goods in which they will be incorporated are expected to be sold at or above cost. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and to make the sale.

l. Revenue Recognition:

Revenue from contracts with customers is recognized when control of the goods and services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods and services.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods are net of discounts, applicable taxes, rebates and estimated returns.

The transaction price is documented on the sales invoice and payment is generally due as per agreed credit terms with customer.

The consideration can be fixed or variable. Variable consideration is only recognised when it is highly probable that a significant reversal will not occur.

Sales return is variable consideration that is recognised and recorded based on historical experience, market conditions and provided for in the year of sale as reduction from revenue.

Provision for sales returns are estimated on the basis of historical experience, market conditions and specific contractual terms and provided for in the year of sale as reduction from revenue. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in line with contractual and legal obligations, trade practices, historical trends, past experience and projected market conditions.

Interest income are recognised on an accrual basis using the effective interest method.

Dividends are recognised when the Company's right to receive the amount has been established.

Other incomes have been recognized on accrual basis in the financial statements, except when there is uncertainty of collection.

m. Foreign Currency Transactions:**Initial recognition**

Foreign currency transactions, if any, are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

Conversion

Foreign currency monetary items, if any, are reported using the spot rate of exchange at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the fair values were determined.

Exchange differences

Exchange differences, if any, arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

Exchange difference arising on the settlement of monetary items not covered above, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

n. Employee Benefits:

Employee benefits include provident fund, gratuity fund and compensated absences.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

1. in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
2. in case of non-accumulating compensated absences, when the absences occur.

Provision for Bonus & Ex-Gratia is made on accrual basis. Expenditure on leave travel concession to employees is recognized in the year of availment due to uncertainties of accruals. Leave encashment is provided on actual basis.

Defined contribution plan

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plan

For defined benefit plan in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date.

Remeasurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognized in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

The company is contributing to the plan taken from LIC of India to mitigate its liability towards payment of Gratuity to the eligible employees. The liability for Gratuity payments has been set off with the fair value of plan assets (i.e. fund balance) and the net value has been recognized in the Balance Sheet accordingly.

o. Taxation:

Tax expense is the aggregate of current tax and deferred tax charged or credited, as the case may be to the statement of Profit and Loss for the year except to the extent is related to items recognised directly in equity or in other comprehensive income for the year in accordance with the Indian Accounting Standard -12 "Taxes on income."

CURRENT TAX:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income tax Act, 1961.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised

in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Short/Excess provision for tax being result of change in estimates of prior period or any subsequent payment of tax.

DEFERRED TAX :

Deferred taxes are recognized for the future tax consequences attributable to timing differences between the carrying amount of assets and liabilities in the company's financial statements and corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax expense/income is the result of changes in the net deferred tax assets and liabilities. Deferred tax assets are recognized and carried forward only if in opinion of the management there is reasonable/virtual certainty of its realization.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date and written down or written up, to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

p. Borrowing Costs:

Borrowing costs directly attributable to development of qualifying asset are capitalized till the date qualifying asset is ready for put to use for its intended purpose as part of cost of that asset. All other Borrowing costs are reduced from corresponding income or recognized as expense in the period in which they are incurred.

q. Leases:

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset the Company assesses whether contract involves the use of an identified asset, the Company has a right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use and the Company has the right to direct the use of the asset.

At the inception date, right-of-use asset is recognised at cost which includes present value of lease payments adjusted for any payments made on or before the commencement of lease and initial direct cost, if any.

It is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

Right-of-use asset is depreciated using the straight-line method from the commencement date over the earlier of useful life of the asset or the lease term. When the Company has purchase option available under lease and cost of right-of-use assets reflects that purchase option will be exercised, right-of-use asset is depreciated over the useful life of underlying asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

At the inception date, lease liability is recognised at present value of lease payments that are not made at the commencement of lease. Lease liability is subsequently measured by adjusting carrying amount to reflect interest, lease payments and remeasurement, if any.

Lease payments will be discounted using the incremental borrowing rate or interest rate implicit in the lease, if the rate can be determined.

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The Company has elected not to apply requirements of Ind AS 116 to leases that has a term of 12 months or less and leases for which the underlying asset is of low value. Lease payments of such lease are recognised as an expense on straight line basis over the lease term.

r. **Provisions, Contingent Liabilities and Contingent Assets**

The company creates a provision when there is a present obligation (legal or constructive) because of past event that will probably result in the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of such obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

s. **Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprises cash on hand and cash at banks and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

t. **Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

u. **Mesurement of fair value**

Financial instrument

The estimated fair value of the company's financial instruments is based on market Prices and valuation techniques.

Valuations are made with the objective to include relevant factors that market participants would consider in setting a price and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

Derivatives

Fair value of financial derivatives is estimated as the present value of future cash flows, calculated by reference to quoted price curves and exchange rates as of the balance sheet date.

v. **Government subsidy / grants:**

Government grant is recognized only when there is a reasonable assurance that the entity will comply with the conditions attached to them and the grants will be received.

- Subsidy related to assets is recognized as deferred income which is recognized in the Standalone Statement of Profit and Loss on systematic basis over the useful life of the assets.
- Purchase of assets and receipts of related grants are separately disclosed in Standalone Statement of Cash Flow.
- Grants related to income are treated as other operating income in Standalone Statement of Profit and Loss subject to due disclosure about the nature of grant.

w. **Cash Dividend:**

The Company recognizes a liability to make cash distributions to the equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the provisions of the Act, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in reduction in other equity.

Notes To Standalone Financial Statements For The Year Ended 31 March, 2023

Note 3 (a) PROPERTY, PLANT AND EQUIPMENT

Particulars	(All amounts are in ₹ Lakhs, unless otherwise stated)									
	Lease hold Land	Building	Plant & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Electric Installation	Tools & Dyes	Total Tangible Assets	
Gross Carrying Amount										
At 1 st April 2022	0.00	813.11	440.01	55.39	45.83	152.15	58.34	2.50	1,567.33	
Additions	0.00	45.29	42.00	8.58	0.00	4.24	9.67	0.00	109.78	
Reclassified to right of use assets (refer note 34)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
At 31st March 2023	0.00	858.40	482.01	63.97	45.83	156.39	68.01	2.50	1,677.11	
Additions	0.00	3.19	156.88	0.17	0.00	0.32	0.00	0.00	160.56	
Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
At 31st March 2024	0.00	861.59	638.52	64.14	45.83	157.08	68.00	2.50	1,837.66	
Depreciation/Amortization										
At 1 st April 2022	0.00	316.62	341.20	44.29	25.76	141.69	47.96	2.38	919.90	
Reclassified to right -of-use assets (refer note 34)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Additions	0.00	10.41	9.21	4.08	5.44	2.65	3.57	0.00	35.36	
Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
At 31st March, 2023	0.00	327.03	350.41	48.37	31.20	144.34	51.53	2.38	955.26	
Additions	0.00	13.71	14.77	1.61	5.45	4.06	2.19	0.00	41.81	
Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
At 31st March, 2024	0.00	340.75	365.18	49.87	36.66	148.40	53.84	2.37	997.06	
Net Carrying Amount										
At 1 st April, 2022	0.00	496.49	98.82	11.09	20.07	10.46	10.37	0.12	647.42	
At 31 st March, 2023	0.00	531.37	131.60	15.60	14.63	12.05	16.47	0.12	721.84	
At 31 st March, 2024	0.00	520.84	273.34	14.26	9.18	8.68	14.17	0.12	840.59	

Notes to Standalone Financial Statements for the Year Ended 31 March, 2024

Note 3 (b) RIGHT OF USE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Right of Use Assets	Total Right of use Assets
Gross Carrying Amount		
At 1 st April, 2022	1,037.00	1,037.00
Additions	0.00	0.00
Reclassified from right of use assets (refer note 34)	0.00	0.00
Disposals	0.00	0.00
At 31 st March, 2023	1,037.00	1,037.00
Additions	23.83	23.83
Disposals	0.00	0.00
At 31 st March, 2024	1,060.83	1,060.83
Depreciation/Amortization:		
At 1 st April, 2022	87.62	87.62
Reclassified from right of use assets (refer note 34)	0.00	0.00
Additions	14.59	14.59
Disposals	0.00	0.00
At 31 st March, 2023	102.21	102.21
Additions	14.89	14.89
Disposals	0.00	0.00
At 31 st March, 2024	117.10	117.10
Net Carrying Amount		
At 1 st April, 2022	949.38	949.38
At 31 st March, 2023	934.79	934.79
At 31 st March , 2024	943.73	943.73

Note 3 (c) CAPITAL WORK IN PROGRESS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Capital WIP	Capital WIP
Gross Carrying Amount		
At 1 st April, 2022	48.18	48.18
Additions	13.24	13.24
Transferred to PPE	-19.46	-19.46
Disposals	0.00	0.00

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Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Capital WIP	Capital WIP
At 31st March, 2023	41.96	41.96
Additions	0.00	0.00
Transferred	41.96	41.96
Disposals		
At 31st March, 2024	0.00	0.00
Depreciation/Amortization:		
At 1st April, 2022	0.00	0.00
Additions	0.00	0.00
Disposals	0.00	0.00
At 31st March, 2023	0.00	0.00
Additions	0.00	0.00
Disposals	0.00	0.00
At 31st March, 2024	0.00	0.00
Net Carrying Amount		
At 1st April, 2022	48.18	48.18
At 31st March, 2023	41.96	41.96
At 31st March, 2024	0.00	0.00

The table below provides details regarding the CWIP ageing schedule as of 31st March,2024:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Captial work in Progress	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	-	-	-	-	-
Total	-	-	-	-	-

The table below provides details regarding the CWIP ageing schedule as of 31st March,2023:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Captial work in Progress	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	-	41.96	-	-	41.96
Total	-	41.96	-	-	41.96

Notes to Standalone Financial Statements (Contd...)

Note 4 INTANGIBLE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Softwares	Total Intangible Assets
Gross Carrying Amount		
At 1 st April, 2022	33.26	33.26
Additions	3.31	3.31
Adjustments	0.00	0.00
Disposals	0.00	0.00
At 31st March, 2023	36.57	36.57
Additions	0.07	0.07
Disposals	0.00	0.00
At 31st March, 2024	36.64	36.64
Depreciation/Amortization:		
At 1 st April, 2022	29.80	29.80
Additions	1.72	1.72
Adjustments	0.00	0.00
Disposals	0.00	0.00
At 31st March, 2023	31.52	31.52
Additions	1.63	1.63
Disposals	0.00	0.00
At 31st March, 2024	33.16	33.16
		-
Net Carrying Amount		
At 1 st April, 2022	3.46	3.46
At 31 st March, 2023	5.05	5.05
At 31 st March, 2024	3.49	3.49

Note 5 INVESTMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2024		As at 31 st March, 2023	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Investments in equity instruments				
Carried at Fair Value Through Other Comprehensive Income :				
<u>Quoted</u>				
Nagarjuna Oil Refinery*				
(Share of ₹ 1 each Fully Paid)	500	0.01	500	0.01
	500.00	0.01	500.00	0.01

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Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2024		As at 31 st March, 2023	
	Nos.	Amount (₹)	Nos.	Amount (₹)
<u>Unquoted</u>				
Carried at Cost				
The Shamrao Vithal Co-op.Bank Ltd. (Share of ₹ 25 each Fully Paid)	400	0.10	400	0.10
Investments in Subsidiary Companies				
Investments in Equity Instruments				
(i) Sandu Phytoceutical P Ltd (Share of ₹ 10 each Fully Paid)	10,000	1.00	10,000	1.00
Total Investment in Equity Instruments	0	1.11	0	1.11
Units of Schemes of Various Funds: (Quoted)				
Carried at Fair Value Through Other Comprehensive Income :				
Aditya Birla Sun Life Arbitrage Fund - Growth-Direct Plan	22,65,375	589.70	22,65,375	544.60
Edelweiss Arbitrage Fund - Regular Plan Growth	3,27,029	58.14	3,27,029	54.01
ICICI Prudential Equity Arbitrage Fund - Growth	1,84,367	57.97	1,84,367	53.91
Tata Arbitrage Fund - Regular Plan-Growth	4,38,213	57.76	4,38,213	53.76
UTI Arbitrage Fund - Regular Growth Plan Growth	1,80,484	57.90	1,80,484	53.82
Bandhan Arbitrage Fund-Growth-(Regular Plan)	1,94,207	57.82	1,94,207	53.79
Invesco India Arbitrage Fund - Growth	77,779	22.75	77,779	21.14
Kotak Equity Arbitrage Fund - Growth (Regular Plan)	2,36,302	81.06	2,36,302	75.18
SBI Arbitrage Opportunities Fund - Regular Plan - Growth	1,88,740	58.49	1,88,740	54.29
Total of Investment in Mutual Funds		1,041.60		964.50
Total Non Current Investments		1,042.70		965.61

Notes:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
Aggregate amount of quoted Investments	1,041.60	964.50
Aggregate Market value of quoted Investments	1,041.60	964.50
Aggregate amount of unquoted Investments -at Cost	1.11	1.11
Aggregate amount of Impairment in value of investments	0.00	0.00

Notes to Standalone Financial Statements (Contd...)

Note 6 Other Non Current Financial Assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Bank balance in deposit accounts (with maturity period exceeding 12 months from the reporting date)	181.60	191.48
Excess of Provision for Gratuity	0.00	2.39
Total	181.60	193.87

Note 7 Inventories

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Closing Stock of Inventories: (Valued at lower of cost and net realisable value)		
(a) Raw materials	87.97	131.98
(b) Work-in-progress	102.19	135.97
(c) Finished goods	479.80	412.67
(d) Stock in Trade	555.10	751.92
Total	1,225.06	1,432.56

Note 8 Trade receivables

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Trade receivables		
Secured, considered good	0.00	0.00
Unsecured, considered good	486.83	479.22
Balance having significant increase in credit risk	8.03	5.97
Credit impaired	0.00	0.00
Less: Allowances for expected credit loss/impaired	-8.03	-5.97
Total	486.83	479.22

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Notes to Standalone Financial Statements (Contd...)

Trade Receivables Ageing as on 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2024					Total
		Upto 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables-considered good	324.74	106.51	25.43	10.06	20.09	0	486.83
Undisputed trade receivables-which have significant increase in credit risk							
Undisputed trade receivables-credit impaired				2.07	3.76	2.20	8.03
Disputed trade receivables-considered good							
Disputed trade receivables-which have significant increase in credit risk							
Disputed trade receivables-credit impaired							
Sub-total	324.74	106.51	25.43	12.13	23.85	2.20	494.86
Less: Allowance for credit impaired				2.07	3.76	2.20	8.03
Total	324.74	106.51	25.43	10.06	20.09	0	486.83

Trade Receivables Ageing as on 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2023					Total
		Upto 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables-considered good	246.90	100.88	11.67	119.78	-	-	479.22
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	3.76	2.20	-	5.96
Disputed trade receivables-considered good	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
Sub-total	246.90	100.88	11.67	123.54	2.20	-	485.18
Less: Allowance for credit impaired	-	-	-	3.76	2.20	0	5.96
Total	246.90	100.88	11.67	119.78	0	0	479.22

Notes to Standalone Financial Statements (Contd...)

Note 9 (a) Cash and Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Balances with banks:		
In current accounts	86.22	91.96
Deposits with original maturity of less than 3 months	9.66	131.00
Cash on hand	3.67	3.60
Total	99.55	226.56

(b) Other Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Balances with banks:		
Deposits with original maturity of more than 3 months but less than 12 months	20.21	2.00
Total	20.21	2.00

Note 10 Other Current Assets

(Unsecured, considered good unless otherwise stated)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Security deposits	9.27	8.27
Capital Advance to GIDC(Plot Allotment)	3.00	3.00
Loans and advances to employees	10.19	10.35
Balances with government authorities	326.99	272.43
Advances paid to Suppliers	30.71	79.80
Prepaid expenses	11.50	7.61
Accrued Interest on Bank deposits	6.19	14.01
Amount Paid for Acquisition of GIDC Plot 114/5	-	17.69
Total	397.86	413.17

Break-up of Security details

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Other Current Assets considered Good -Secured	0.00	0.00
Other Current Assets considered Good - Unsecured	397.86	413.17
Other Current Assets which have significant increase in credit risk	0.00	0.00
Other Current Assets -credit impaired	0.00	0.00
Less: Allowance for Doubtful advance/Debts	0.00	0.00
Total	397.86	413.17

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Notes to Standalone Financial Statements (Contd...)

Note 11 Share Capital

a. The Authorised, Issued, Subscribed and fully paid up share capital are as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Authorised Share Capital		
1,00,00,000 Equity Shares of ₹ 10/- Each (P.Y. 1,00,00,000)	1,000	1,000
	1,000	1,000
Issued, Subscribed & Paid up Share Capital		
96,60,990 Equity Shares of ₹ 10/- Each (P.Y. 1,00,00,000)	966.10	966.10
Total	966.10	966.10

b. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	96,61,000	966.10	88,11,000	881.07
Add: Shares Issued during the year	-	-	8,50,000	85.03
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	-	966.10	-	966.10

c. Terms / Rights attached to equity shares

The Company is having only one class of shares i.e. Equity carrying a nominal value of ` 10/- per share. Every holder of the equity share of the Company is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.

d. Details of shareholders holding more than 5 percent shares in the company:

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares of ₹ 10/- each fully paid				
Jayshree Bhaskar Sandu	7,37,000	7.63	7,37,000	7.63
Late Bhaskar Govind Sandu	-	-	-	-
Shashank Bhaskar Sandu	13,68,755	14.17	13,68,755	14.17
Umesh Bhaskar Sandu	13,88,693	14.37	13,88,693	14.37
Sanmark Realty And Finance Private Ltd.	5,43,930	5.63	5,43,930	5.63
Akshath Finvest & Properties Private Ltd	4,94,182	5.12	4,94,182	5.12

Notes to Standalone Financial Statements (Contd...)

Details of shares held by promoters in the Company:

Name of Promoters	As at 31 st March, 2024		% Change during the year March 31, 2024	As at 31 st March, 2023		% Change during the year March 31, 2023
	No. of shares	% of holding		No. of shares	% of holding	
Jayshree Bhaskar Sandu	7,37,000	7.63	-	7,37,000	7.63	100.00
Late Bhaskar Govind Sandu	-	-	-	-	-	(100.00)
Umesh B Sandu	13,88,693	14.37	-	13,88,693	14.37	20.53
Shashank Bhaskar Sandu	13,68,755	14.17	-	13,68,755	14.17	20.91
Sanmark Realty and Finance Pvt Ltd	-	-	(100.00)	5,43,930	5.63	-
Akshath Finvest And Properties Private Ltd	4,94,182	5.12	-	4,94,182	5.12	-
Noumura Realty And Constructions Pvt Ltd	-	-	(100.00)	2,19,000.00	2.27	-
Phybrichem Engineers Pvt Ltd	-	-	(100.00)	1,56,000.00	1.61	-
Geeta U Sandu	85,000	0.88	100.00	85,000.00	-	-
Minal Shashank Sandu	61,100	0.63	-	61,000.00	0.63	-
Shubhada Prabhakar Sandu	10,000	0.10	-	10,000.00	0.10	-
Total	-	42.91		-	51.54	

- e. The company had not issued any bonus shares for consideration other than cash and no shares have been bought back during the period of five years immediately preceding the reporting date.
- f. There are no calls unpaid on equity shares
- g. No Equity Shares are forfeited

Note 12 Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
General Reserve	950.28	950.28
Retained Earnings (Net Surplus in The Statement of Profit & Loss)	858.79	769.56
Security Premium	275.81	275.81
Share Application Money Pending Allotment	-	-
OCI -		
Equity Instruments through Other Comprehensive Income	134.47	66.16
Revaluation Surplus	870.37	884.19
Other Comprehensive Income - Employee Benefits	3.71	12.34
Total	3,093.43	2,958.34

Notes :- Nature and Purpose of reserves:

1. General Reserve

General Reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend.

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Notes to Standalone Financial Statements (Contd...)

2. Equity Instrument through Other Comprehensive Income

Equity instrument through other Comprehensive income is the increase / decrease in the value of the investments at the end of the year.

3. Revaluation Surplus

Revaluation surplus shows the details of the changes in the fair value of the right -to-use assets such as lease hold land including transfer of depreciation to retained earnings in the year end.

4. Other Comprehensive Income -Employee Benefits

Employee Benefit such as Gratuity valuation is done on yearly basis by the actuary & increase /decrease in the liability is shown through this account

5. Security Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with provisions of the Companies Act, 2013

Note 13 Deferred tax Liabilities (net)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Deferred tax (liability) / asset		
Opening Balance (difference between book balance and tax balance of fixed assets)	104.20	93.65
Add- Deferred Tax recognised during the period in statement of P & L	2.46	3.38
Add- Deferred Tax recognised during the period in OCI	5.45	7.17
Net deferred tax Liabilities	112.11	104.20

Movement in Deferred tax Assets/Liabilities

Deferred tax assets and liabilities in relation to the year ended 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	Recognised in	Recognised in	As at
	31 st March, 2023	the statement of	OCI	31 st March , 2024
	Amount (₹)	Profit & Loss	Amount (₹)	Amount (₹)
		Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	-0.30	2.23	0.00	1.94
Provision for doubtful trade receivables	1.65	0.57	0.00	2.23
Deferred tax liabilities				
Property Plant & Equipment	92.52	5.26	0.00	97.80
Remeasurement gains/(losses) on post employment defined benefit plans	4.74	0.00	-3.33	1.41
Fair value changes of investments	8.29	0.00	8.78	17.07
Net deferred tax liabilities	104.20	2.46	5.45	112.11

Notes to Standalone Financial Statements (Contd...)

Deferred tax assets and liabilities in relation to the year ended 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2022	Recognised in the statement of Profit & Loss	Recognised in OCI	As at 31 st March, 2023
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	0.01	(0.31)	-	(0.30)
Provision for doubtful trade receivables	1.71	(0.06)	-	1.65
Deferred tax liabilities				
Property Plant & Equipment	89.51	3.01	-	92.52
Remeasurement gains/(losses) on post employment defined benefit plans	4.68	-	0.06	4.74
Fair value changes of investments	1.18	-	7.11	8.29
Net deferred tax liabilities	93.65	3.38	7.17	104.20

Note 14 Long-term borrowings

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Borrowing- Current		
Finance Lease Obligations	0.30	0.00
Total	0.30	0.00

Note 14 Lease Liabilities

The break-up of current and non-current lease liabilities as at March 31, 2024 and March 31, 2023 is as follows :

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Current lease liabilities	0.30	0.00
Non-current lease liabilities	4059.53	0.00
Total	4059.83	0.00

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Notes to Standalone Financial Statements (Contd...)

The movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023 is as follows :

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Balance at the beginning	-	-
Additions	6.14	-
Finance cost accrued during the period	0.49	-
Deletions	-	-
Payment of lease liabilities	-0.30	-
Balance at the end	6.33	0.00

Note 15 Trade payable

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Trade payables(refer note below)		
Dues to related Parties	10.84	296.96
Dues to Micro & Small Enterprises	30.43	118.14
Other Than Small & Micro Enterprises	378.11	424.68
Total	419.38	839.78

Note :-

The Company has certain dues to suppliers registered under micro , small and medium enterprises Development Act 2006 (MSMED Act) .the Disclosures pursuant to the said MSMED Act are as follows :

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
a) The Principal amount remaining unpaid to any supplier at the end of the year.	30.43	114.54
b) Interest due remaining to any supplier at the end of the year.	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year .	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	3.60
f) The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues above are actually paid to the small enterprises , for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act ,2006	-	-
Total	30.43	118.14

Notes to Standalone Financial Statements (Contd...)

Disclosure of amount payable to vendors as defined under the " Micro Small and Medium Enterprises Development Act 2006 ", is based on the information available with the company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the company .there are no overdue principal Amounts/ interest payable amounts for delayed payments to such vendors at the Balance sheet date.

Outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Trade Payables Ageing Schedule as on 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding from due date of payment as at March 31, 2024					Total
	Not due for payment	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises		30.43				30.43
Total outstanding dues of creditors other than micro,small & medium enterprises	161.34	203.91	20.56	2.85	0.29	388.95
Disputed dues of micro,small and medium enterprises						-
Disputed dues of creditors other than micro,small and medium enterprises						-
Total	161.34	234.34	20.56	2.85	0.29	419.38

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding from due date of payment as at March 31, 2023					Total
	Not due for payment	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises	-	118.14	-	-	-	118.14
Total outstanding dues of creditors other than micro,small & medium enterprises	271.30	402.44	42.16	4.82	0.92	721.64
Disputed dues of micro,small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro,small and medium enterprises	-	-	-	-	-	-
Total	271.30	520.58	42.16	4.82	0.92	839.78

Note 16 Other current Financial liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Dividend Payable FY 2020-21	3.62	3.71
Dividend Payable FY 2021-22	5.52	5.55
Dividend Payable FY 2022-23	5.57	0.00
Total	14.71	9.26

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Notes to Standalone Financial Statements (Contd...)

Note 17 Other current liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Advances Received from Customers	41.98	39.24
Other payables :		
Statutory Dues	21.63	14.15
Trade / security deposits received	51.50	73.03
Outstanding Liabilities	11.27	0.00
Retention Money of Assets Vendors	3.89	3.89
Gratuity Payable to Employees	1.33	1.33
Total	131.60	131.64

Note 18 Short-term provisions

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
(a) Provision for employee benefits:		
(i) Provision for salaries	177.58	146.69
(ii) Provision for Gratuity (As per Actuarial Report)	5.63	0.00
	183.21	146.70
(b) Provision - Others:		
(i) Provision for Tax	191.16	132.45
(ii) Provision for Expenses	123.60	128.18
	314.76	260.63
Total	497.96	407.32

Note 19 Revenue from operations

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
(a) Sale of Ayurvedic Products	6,728.07	6,534.90
Total	6,728.07	6,534.90

Notes to Standalone Financial Statements (Contd...)

Reconciliation of Revenue from Operation with contract price

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Contract Price	7,878.14	7,543.45
Reduction towards variable considerations components	1,150.07	1,008.55
Revenue from Operations	6,728.07	6,534.90

Note 20 Other Income

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Interest income:		
Deposit with Banks	15.93	15.80
Other Misc. Income	26.19	16.92
Total	42.13	32.72

Note 21 Cost of materials consumed

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Opening stock	131.99	134.27
Add: Purchases	941.24	1,110.96
	1,073.23	1,245.23
Less: Closing stock	87.97	131.99
Cost of material consumed	985.26	1,113.24

Note 22 Cost of Traded Goods

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Purchases of traded goods	2,108.28	2,313.46
Total	2,108.28	2,313.46

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Notes to Standalone Financial Statements (Contd...)

Note 23 Changes in inventories of finished goods and work-in-progress

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
<u>Inventories at the end of the year:</u>		
Finished goods	479.80	412.67
Work-in-progress	102.19	135.98
Stock in Trade	555.10	751.93
	1,137.09	1,300.57
<u>Inventories at the beginning of the year:</u>		
Finished goods	412.67	360.06
Work-in-progress	135.97	57.19
Stock in Trade	751.93	575.70
	1,300.57	992.95
Net (increase) / decrease	163.48	-307.62

Note 24 Employee benefits expense

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Salaries and wages	958.16	1058.43
Contributions to provident and other funds	39.41	38.60
Staff welfare expenses	4.56	7.90
Gratuity Expense (Refer Note 29(b))	5.18	4.60
Total	1,007.32	1,109.53

Note 25 Finance costs

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Interest expense on:		
Borrowings	1.56	2.36
Security Deposits	3.87	4.85
	5.43	7.21
Bank Charges	0.87	0.75
Total	6.31	7.96

Notes to Standalone Financial Statements (Contd...)

Note 26 Other expenses

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Power and fuel	40.79	39.02
R & D Expenses	10.80	12.49
Rent	24.40	22.35
Repairs and maintenance - Buildings	41.43	25.56
Repairs and maintenance - Machinery	22.92	40.10
Repairs and maintenance - Others	142.62	143.57
Rates and taxes	29.02	80.44
Travelling and conveyance	408.94	434.21
Printing and stationery	54.25	37.17
Freight and forwarding	424.03	405.75
Business promotion	747.15	565.56
Royalty Expenses	119.47	106.62
Legal and professional	61.75	49.22
<i>Payments to auditors</i>		
For Statutory Audit	5.50	5.50
For Payments to Auditors	2.00	2.00
For Other Matters	1.00	1.20
Telephone / Internet Expenses	20.51	24.26
Insurance	5.71	6.12
Security Service Charges	11.54	13.19
Laboratory Expenses	4.27	3.87
Provisions for expected credit loss/impaired	4.27	3.76
Postage & Telegram	1.00	2.07
Membership & Subscription	16.71	9.04
Packing Expenses	2.39	2.34
Office Expenses	1.47	1.08
Miscellaneous expenses	30.06	20.86
Total	2,234.00	2,057.35

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Notes to Standalone Financial Statements (Contd...)

Note 27 Income Tax Expenses

Statement of Profit & Loss Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Current Tax :		
Current Income tax Charges	58.71	62.85
Tax reversal of earlier year	0.00	3.39
Deferred Tax :		
Relating to the origination and reversal of temporary differences	2.46	3.38
Income Tax expenses recognised in Statement of Profit & Loss	61.17	69.62

Other comprehensive income Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Remeasurement gains/(losses) on post employment defined benefit plans	-3.33	0.06
Fair value changes of investments	8.78	7.11
Income Tax charged to OCI	5.45	7.17

The income tax expense for the year can be reconciled to the accounting profit as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Accounting Profit before tax	207.23	222.01
Income tax expense calculated at 27.82%	57.65	61.76
Effect of:		
Expenses that are not deductible in determining taxable profit	1.06	1.10
Dep Expenses that are not deductible in determining taxable profit	2.45	3.01
Effect of income that is exempt from taxation	0.00	0.00
Effect of lower tax rates for the long term capital gain	0.00	0.00
Others	0.00	0.36
Tax Reversal of earlier years	0.00	3.39
Income tax expense recognised in Statement of Profit and Loss	61.17	69.62

Notes to Standalone Financial Statements (Contd...)**Note 28 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in basic and diluted EPS computations :

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	Year ended
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Net profit / (loss) for the year after tax	146.06	152.39
Weighted average number of equity shares		
Basic	9,660,990	9,432,683
Diluted	9,660,990	9,432,683
Weighted average number of equity shares for Diluted EPS	9,660,990	9,432,683
Par value per share (₹)	10	10
Earnings per share		
Basic (₹)	1.51	1.62
Diluted (₹)	1.51	1.62

Note 28 Contingent liabilities, contingent assets and commitments

There are demands of Income tax aggregating to ₹ 283 lakhs, (P.Y. ₹283 Lakhs) against which the company had filed an appeal to Hon'ble Mumbai ITAT and the demand has been deleted in view of favourable decision of Mumbai ITAT. Further, against the decision of ITAT, the department filed an appeal to High Court of Mumbai. The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

There are demands of GST aggregating to ₹ 54.22 lakhs, (P.Y. ₹54.22 Lakhs) (including Interest & Penalty) against which the company had filed an appeal to Hon'ble Commissioner of State Tax (Appeal). The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

Note 29 Employee Benefits**a. Disclosures related to defined contribution plan**

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended	Year ended
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Provident fund contribution recognized as expense in the Statement of Profit and Loss	24.66	23.14

b. Disclosures related to defined benefit plan

The Company has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity on departure at last drawn basic salary for each completed year of service or part thereof.

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Notes to Standalone Financial Statements (Contd...)

The plan is funded with Life Insurance Corporation under their Group Gratuity Scheme. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss, the fund status and amounts recognized in the balance sheet:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended	Year ended
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Net employee benefit expense (included under employee benefit expenses)		
Current Service Cost	5.95	5.00
Interest on defined benefit obligation	-0.78	(0.40)
Past Service Cost (vested benefits)		-
Net employee benefit expenses	5.17	4.60
Details of the employee benefits obligations and plan assets are as follows:		
Present value of opening funded obligation	43.11	41.59
Fair value of opening plan assets	48.38	43.07
Net defined benefit (assets)/liability at the beginning of the year	(5.27)	(1.48)
Details of changes in present value of defined benefit obligation are as follows:		
Opening defined benefit obligation	43.11	41.59
Current service cost	5.95	5.00
Interest on defined benefit obligation	2.88	2.73
Past Service Cost (vested benefits)		-
Contribution paid	-3.87	(4.74)
Benefits due but not settled / paid	-3.23	(1.44)
Remeasurement due to:		
Actuarial (Gain)/Loss arising from changes in experience	11.61	0.46
Actuarial (Gain)/Loss arising from changes in financial assumptions	0.78	(0.48)
Return on Plan Assets excluding net interest		
Closing defined benefit obligation	57.23	43.12
Details of changes in fair value of plan assets are as follows:		
Opening fair value of plan assets	48.38	43.07
Interest on plan assets	3.65	3.13
Employer contribution	11.69	6.76
Benefits paid	-3.87	-4.74
Remeasurement due to - actual return on plan assets less interest on plan assets	0.44	0.18
Closing fair value of plan assets	58.19	48.39
Present value of funded obligation	57.25	43.11
Fair value of plan assets	58.19	48.38
Net defined benefit liability/(Assets) at the end of the year	0.94	5.27
Sensitivity analysis		
Defined benefit obligation	57.25	43.12
Defined benefit obligation, using discount rate plus 100 basis points	53.53	40.81
Defined benefit obligation, using discount rate minus 100 basis points	61.50	45.83
Defined benefit obligation, using salary growth rate plus 100 basis points	61.48	45.89
Defined benefit obligation, using salary growth rate minus 100 basis points	53.58	40.73

Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
	Amount (₹)	Amount (₹)
The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:		
Funds managed by insurers	100%	100%
The principal assumptions used in determining gratuity obligations for the Company's plans are shown below		
Discount rate (p.a.)	7.09	7.29
Expected salary increase (p.a.)	3.00	3.00
Expected average remaining service	15.19	16.16
Retirement Age	58 years	58 years
Employee Attrition Rate		
Upto Age of 44	2%	2%
Upto Age of 45 and above	1%	1%

The above informations are certified by the independent actuary and same has been taken into consideration for both the years.

Note 30 Financial instruments – Fair values and risk management**1 I. Fair value measurements****A. Accounting Classifications and Fair Values**

The carrying amounts and fair values of financial instruments by class are as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	Carrying Value/Fair Value			
		As at 31 st March, 2024		As at 31 st March, 2023	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets					
Financial assets measured at fair value					
Investments measured at OCI					
Investments in equity instruments	5				
Investments in mutual fund	5	1,041.60	1,041.60	964.50	964.50
Financial Assets measured at amortised cost					
Investments in Equity Instruments	5	1.11	1.11	1.11	1.11
Other Financial Asset	6				
Non Current		181.60	181.60	193.87	193.87
Current					
Trade receivables	8	486.83	486.83	479.22	479.22
Cash and cash equivalents	9(a)	99.55	99.55	226.56	226.56
Bank balances other than 10(a)	9(b)	20.21	20.21	2.00	2.00
Total		1,830.89	1,830.89	1,867.26	1,867.26
Financial Liabilities					
Trade payables	15				
Dues to Micro & Small Enterprises		30.43	30.43	118.14	118.14
Other Than Micro & Small Enterprises		388.95	388.95	721.64	721.64
Other Financial Liabilities	16	14.71	14.71	9.26	9.26
Total		434.09	434.09	849.04	849.04

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Notes to Standalone Financial Statements (Contd...)

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, loan receivable, trade receivables, short term borrowing, trade payables, at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

B. Fair Value Hierarchy

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded shares, bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

C. Fair Value measurements

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Fair value measurements as at 31st March, 2024					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	0.10		-	0.10	0.10
Investments in mutual fund	1,041.60	1,041.60	-	-	1,041.60
Subtotal	1,041.70	1,041.60	-	0.10	1,041.60
Fair value measurements as at 31st March, 2023					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	0.10		-	0.10	0.10
Investments in mutual fund	964.50	964.50	-	-	964.50
Subtotal	964.60	964.50	-	-	964.60

Financial assets and liabilities measured at fair value as at Balance Sheet date:

1. The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
2. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Notes to Standalone Financial Statements (Contd...)

Other financial assets and liabilities

1. Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets (except derivative financial instruments), trade payables and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.
2. Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

II. Financial risk management**Financial risk management objectives and policies**

The Company's principal financial liabilities, comprises borrowings, trade and other payable. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, includes investments, loan receivable, trade & other receivables, and cash & cash equivalents derived directly from its operations. The Company is exposed primarily to credit risk, liquidity risk and market risk (including interest rate risk and other price risk), which may adversely impact the fair value of its financial instruments. The Company's senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

(i) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, loans and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
Trade Receivables	494.86	485.19
Allowance for doubtful debts (expected credit loss allowance)	8.03	5.97
Percentage	1.62	1.23

(ii) Liquidity risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(iii) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. It also have impact of Interest rate risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of change in market interest rates because it borrows funds at both fixed and floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

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Notes to Standalone Financial Statements (Contd...)

Note 31 Leases

The Company's significant leasing arrangements are in respect of premises used for business, are accounted as a short term lease, Less than one year. The aggregate lease rentals payable are charged as rent in the statement of profit and loss (Refer note 27). These lease arrangements are cancellable in nature and can be terminated by giving notice for a period, which vary from one months to three months.

Amounts recognised in Profit and Loss

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
Depreciation expense of right-of-use assets	0.25	0.00
Interest expense on lease liabilities	0.49	-
Expense relating to short-term leases	24.40	22.35
Expense relating to low value leases	-	-
Total	25.14	22.35

Note 32 Financial Ratios

Explanations have been given where the change in more than 25 %

	Numerator	Denominator	March 31, 2024	March 31, 2023	Variation %
1 Net Profit Ratio	Net Profit After Tax	Revenue from Operations	2.17	2.33	-6.90
2 Net Capital Turnover Ratio	Net Sales	Average Working Capital	5.77	5.58	3.41
Working Capital has been effectively used to generate more sales in current year as compared to last year and company's short term assets & Liabilities has been used efficiently to support more sales.					
3 Return on Capital Employed	Net Profit Before Taxes & Interest	Total Assets -Current Liabilities	5.11	5.51	-7.26
4 Return on Equity Ratio	Net Profit After Tax	Net Worth *	4.58	5.01	-8.58
*In Net Worth Revaluation Surplus is not considered.					
5 Debt Equity Ratio	Debt	Shareholders Equity *	0	0	N.A
*In Shareholders Equity Revaluation Surplus have not been considered.					
6 Current Ratio	Current Assets	Current Liabilities	2.10	1.84	14.13
7 Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.61	2.44	6.97
8 Trade Receivable Turnover Ratio	Net Sales	Average Receivables	13.93	14.88	-6.38
9 Trade Payable Ratio	Net Purchases	Average Payables	4.84	4.5	7.56

Sandu Pharmaceuticals Limited

Notes to Standalone Financial Statements (Contd...)

Note 33 Other Statutory Information

- i) The Company does not have any Benami Property where any proceedings have been initiated or pending against the Company for holding any benami property.
- ii) The Company does not have any transaction with struck off company.
- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) No funds 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.
- v) To the best of its knowledge and belief, no funds 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, 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.
- vi) The Company has not been declared a willful defaulter by any bank or financial institution, or other lender.

Note 34 Related party disclosures

Related parties where control exists and related parties with whom transactions have taken place during the year are listed below:

Names of related parties and description of relationship

A. Enterprises over which key management personnel or their relatives exercise significant influence

Sandu Brothers Private Limited

B. Directors and Key Managerial Personnel

CA Balram Vishwanathan (w.e.f. 30.03.2024)	Chairman
Umesh .B .Sandu	Managing Director
Dilip R Salgoacar	Independent Director
Krishna.B . Deshpande	Independent Director
Dr Madan L Kapre	Independent Director
Shri K Vinay Kumar (up to 30.03.2024)	Independent Director
Vijay Kajrekar (w.e.f 30.03.2024)	Chief Financial Officer
Rakesh Parekh (upto 31.12.2023)	Chief Financial Officer
Pratika Mhambray	Company Secretary
Adv Ajit Kantak	Independent Director
Dr Krishna Deshpande	Independent Director
Dr Shubhada Sandu	Women Director

C. Relative to key managerial personnel

Shashank B. Sandu
Dr Shubhada Sandu

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Notes to Standalone Financial Statements (Contd...)

Transactions with related parties

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2023 to 31 st March, 2024	Balance as at 31 st March, 2024	1 st April, 2022 to 31 st March, 2023	Balance as at 31 st March, 2023
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
A. Remuneration paid to Key Management Personnel [refer note (1) below]							
1	Umesh B. Sandu	Managing Director	Salary and perquisites	84.48		84.66	
			<i>Balance (Payable)/ Receivable</i>		4.79		(7.06)
2	Shashank Sandu	Non Executive Director	Directors Sitting Fees	-	-	0.51	-
3	Dilip R Salgoacar	Non Executive Director	Director's Sitting Fees	-	-	0.44	-
			<i>Balance (Payable)/ Receivable</i>				
4	Dr Madan L Kapre	Non Executive Director	Director's Sitting Fees	-	-	0.51	-
			<i>Balance (Payable)/ Receivable</i>				
5	Shri K Vinay Kumar	Non Executive Director	Director's Sitting Fees	-	-	0.61	-
			<i>Balance (Payable)/ Receivable</i>				
6	Shubhada P. Sandu	Non Executive Director	Director's Sitting Fees	-	-	0.30	-
7	CA Balram Viswanathan						
8	Adv Ajit Kantak						
9	Dr Krishna Deshpande						
10	Rakesh Parekh	Chief Financial Officer	Salary and perquisites	11.69		12.63	
			<i>Balance (Payable)/ Receivable</i>		(0.80)		(0.70)
11	Pratika Mhambray	Company Secretary	Salary and perquisites	8.48		6.27	
			<i>Balance (Payable)/ Receivable</i>		(0.30)		(0.52)
12	Vijay Kajarekar	Chief Financial Officer					

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2023 to 31 st March, 2024	Balance as at 31 st March, 2024	1 st April, 2022 to 31 st March, 2023	Balance as at 31 st March, 2023
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
B.	Sale/purchase of goods, services and other transactions						
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Sales of goods*	65.69		34.46	
			Purchases*	(2,326.29)		(2,329.74)	
			Royalty Paid*	(119.47)		(106.62)	
			<i>Balance (Payable)/ Receivable</i>		(10.83)		(296.96)

Note :

- All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances for trade receivable, trade payable and other payables are unsecured. The Company has not recorded any impairment of balances relating to amounts owed by related parties during the year ended March 31, 2024 (March 31, 2023 Nil). The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.
- * Sales, Purchase & Royalty paid figures mentioned are Net of GST .

Significant Accounting policies

2

The accompanying Notes from 28 to 34 are an integral part of Financial Statements.

As per our report of even date attached.

For Dileep & Prithvi
Chartered Accountants
Firm Reg No 122290W
By the hand of
Himmat Mali
(Partner)
M.No:183378

For and on behalf of the Board of Directors
Sandu Pharmaceuticals Limited
CIN : L24233GA1985PLC001587

Sd/-
Umesh B. Sandu
Managing Director
DIN:01132141

Sd/-
Shashank B. Sandu
Director
DIN:00678098

Sd/-
Vijay Kajrekar
CFO

Sd/-
Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai
Dated : 05/06/2024

Place: Mumbai
Dated: 05/06/2024

CONSOLIDATED INDEPENDENT AUDITORS REPORT

To the Members of,
SANDU PHARMACEUTICALS LIMITED
Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying Consolidated financial statements of **Sandu Pharmaceuticals Limited** (“the Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended and notes to the Consolidated financial statements, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated financial statements”).
2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditor on separate financial statements/financial information of such subsidiary as were audited by the other auditor, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March, 2024, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements’ section of our report. We are independent of the group in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics.
4. We believe that the audit evidence obtained by us along with the consideration of report of the other auditor referred to in paragraph (a) of the “Other Matters” section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended on 31st March, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	How our audit addressed the key audit matter
1	<p>Revenue Recognition</p> <p>Revenue of the Group consists primarily of sale of products and is recognized when control of products being sold is transferred to customer and there is no unfulfilled obligation.</p> <p>Revenue is measured at fair value of the consideration received or receivable and is accounted for net of rebates, trade discounts etc.</p> <p>Considering the materiality of amounts involved, significant judgements related to estimation of rebates and discounts, the same has been considered as a key audit matter.</p> <p>(Refer Sub-note No. M of Note 2 of Accounting Policy)..</p>	<p>Our audit procedures included and were not limited to the following –</p> <ul style="list-style-type: none"> • Assessed the appropriateness of the group’s revenue recognition accounting policies, including those relating to rebates and trade discounts and breakage and leakage by comparing with the applicable accounting standards • Tested the design and operating effectiveness of the general IT control environment and the manual controls for recognition of revenue, calculation of discounts and rebates etc. • On a sample basis we performed testing to verify sales transactions to the underlying supporting documentation which includes goods dispatch notes and shipping documents. • We performed revenue cut-off testing, by reference to bill dates of sales recorded either side of the financial year end had legally completed; and • Selected a sample of sales invoices/contracts and read, analyzed and identified the distinct performance obligations in these invoices/contracts. <p>Based on our audit procedures we have concluded that revenue is appropriately recognized, and that there was no evidence of management bias.</p>

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

6. The Holding Company’s Management and Board of Directors are responsible for the preparation of the other information. The other Information comprises the information included in the Management Discussion and Analysis, Director’s Report including Annexure to Director’s Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon, which we obtained prior to the date of this Auditors’ Report, and the remaining sections of Annual Report, which are expected to be made available to us after that date.
7. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we have to 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.
9. When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

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Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

10. The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and a joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material, if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. 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 Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit Procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also Responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place 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 and Board of Directors.
 - Conclude on the appropriateness of management and Board of Directors 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 Group'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 Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements/financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements/financial information of such entities included in the consolidated financial statements of which we are the independent auditor. For the other entities included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

Communication with those charged with governance

We communicate with those charged with governance of the Holding Company in the consolidated financial statements of which we are the independent auditor 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 consolidated 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.

Other Matters

We did not audit the financial statements / financial information of one subsidiary, whose financial statements/financial information reflects total assets (before consolidation adjustments) of ` 86,275/- as at 31 March 2024, total revenues (before consolidation adjustments) of ` 23,000/- and net cash inflows (before consolidation adjustments) amounting to ` (13401/-) for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

13. 1) With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the report issued by the auditor of the subsidiary, included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company, we report that the auditor of such company has not reported any qualifications or adverse remarks in their CARO report.
- 2) As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements / financial information of such subsidiary as were audited by other auditor, as noted in the "Other Matters" paragraph, we report, to the extent applicable that:

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- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- (c) The Consolidated Balance sheet, the consolidated statement of Profit and Loss including other comprehensive income, the Consolidated Statement Cash Flow and Consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2024 taken on record by the Board of Directors of the holding company and the reports of the statutory auditor of its subsidiary, none of the Directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure-A**”; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by during the year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company are not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014 as amended, in our opinion and to the best of our information and according to the explanation given to us and based on the consideration of the report of the other auditor on separate financial statements of subsidiary, as noted in the “Other Matters” paragraph:
 - I. The Group does not have any pending litigation which would impact its financial position.
 - II. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. The Group is not liable to make any payments towards Investor Education and Protection Fund.
 - IV.
 - a. The respective management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 33 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The respective management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 33 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary company from any person(s) or entity(ies), including

foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. Based on the audit procedures performed 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 (i) and (ii) above, contain any material misstatement.
- V. The final dividend proposed in the previous year, declared and paid by the holding Company during the year is in accordance with section 123 of the Act, as applicable.

The holding company and subsidiary has not declared or paid any dividend during the year and has not proposed final dividend for the year.

- VI. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the accounting period for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended 31st March 2024.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-24183378BKDAYG8010

Place: Mumbai

Date: 5th June, 2024

Thirty Nine Annual Report 2023-24

Annexure-A to the Independent Auditors' report

(Referred to in paragraph 13 point 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2024, we have audited the internal financial controls with reference to consolidated financial statements of Sandu Pharmaceuticals Limited (hereinafter referred to as "Parent") as of that date. Reporting on the adequacy of internal financial controls with reference to the financial statements of the subsidiary, which is incorporated in India, and the operating effectiveness of such controls, under Section 143(3) (i) of the Act is not applicable in view of the exemption available to the subsidiary company in terms of the notification no. G.S.R. 583(E) dated 13 June 2017 issued by the Ministry of Corporate Affairs, Government of India, read with general circular No. 08/2017 dated 25 July 2017.

Management's Responsibility for Internal financial Controls

1. The Board of Directors of the Parent, is responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Parent'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

2. Our responsibility is to express an opinion on the parent's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.
3. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial Controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
4. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Parent's internal financial controls with reference to consolidated financial statements.

Meaning of internal financial controls over Financial Reporting

5. A company's internal financial controls with reference to consolidated financial statements 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 controls with reference to consolidated financial statements 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

6. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 controls with reference to consolidated financial statements may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

7. In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March, 2024, based on the criteria for internal control with reference to consolidated financial statements 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 Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-24183378BKDAYG8010

Place: Mumbai

Date: 5th June, 2024

Thirty Nine Annual Report 2023-24

Consolidated Balance Sheet as at 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

PARTICULARS	Note No.	As at	As at
		31 st March, 2024 Amount (₹)	31 st March, 2023 Amount (₹)
ASSETS			
Non-current assets			
Property, Plant and Equipment	3(a)	840.59	721.84
Right of use assets	3(b)	943.73	934.79
Capital Work in Progress	3(c)	-	41.96
Other Intangible Assets	4	3.49	5.05
Financial Assets			
Investments	5	1,041.70	964.61
Other Financial Asset	6	181.60	193.87
		3,011.11	2,862.12
Current assets			
Inventories	7	1,225.06	1,432.56
Financial Assets			
Trade Receivables	8	486.83	479.22
Cash and Cash Equivalents	9 (a)	100.41	227.56
Bank Balances other than 9(a) above	9 (b)	20.22	2.00
Other Current Assets	10	397.86	413.17
		2,230.37	2,554.50
		5,241.49	5,416.63
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	966.10	966.10
Other Equity	12	3093.16	2,958.01
Total equity		4059.26	3924.10
Non-current liabilities			
Financial Liabilities			
Finance lease obligations	14	6.03	
Deferred Tax Liabilities (Net)	13	112.11	104.20
		118.14	104.20
Current liabilities			
Financial Liabilities			
Finance lease obligations	14	0.30	
Trade payables Due to :			
Micro and Small Enterprises	15	30.43	118.14
Other than Micro and Small Enterprises		389.09	721.64
Other Financial Liabilities	16	14.71	9.26
Other Current Liabilities	17	131.60	131.64
Provisions	18	497.96	407.65
		1,064.09	1,388.33
		5,241.49	5,416.63

Significant Accounting policies and notes form integral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Vijay Kajrekar

CFO

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 05/06/2024

Place: Mumbai

Dated: 05/06/2024

Consolidated Statement of Profit and Loss for the Period Ended 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	Period Ended 31 st March, 2024 Amount (₹)	Period Ended 31 st March, 2023 Amount (₹)
INCOME			
Revenue From Operations	19	6,728.07	6534.90
Other Income	20	42.36	32.72
Total Income		6,770.43	6,567.62
EXPENSES			
Cost of materials consumed	21	985.26	1,113.24
Purchases of Stock-in-Trade	22	2,108.28	2,313.46
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	23	163.48	(307.62)
Employee benefits expense	24	1,007.32	1,109.53
Finance costs	25	6.31	7.96
Depreciation and amortization expense	3	58.33	51.68
Other expenses	26	2,234.17	2,057.68
Total expenses		6,563.14	6,345.95
Profit before exceptional items and tax		207.29	221.67
Exceptional Items / Prior Period Adjustment		-	-
PROFIT BEFORE TAX		207.29	221.67
Tax expense:	27		
Current tax		58.71	62.85
Deferred tax		2.46	3.38
Short / (Excess) Tax Provision		-	3.39
Total tax expense		61.17	69.62
PROFIT FOR THE PERIOD		146.12	152.05
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss in Subsequent Periods :			
Remeasurement gains/(losses) on post employment defined benefit plans		(11.96)	0.2
Fair value changes of investments		78.90	63.93
Income tax relating to items that will not be reclassified to profit or loss		(5.45)	-7.17
TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		61.49	56.96
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		207.61	209.01
EARNINGS PER EQUITY SHARE	28		
Basic		1.51	1.62
Diluted		1.51	1.62

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors**Sandu Pharmaceuticals Limited**

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

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CFO

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 05/06/2024

Place: Mumbai

Dated: 05/06/2024

Thirty Nine Annual Report 2023-24

Consolidated Statement of changes in equity for the Year ended 31st March 2024

A. Equity Share Capital

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Opening Balance	96,60,990.00	966.10	88,10,664.00	881.07
Add: Shares Issued during the year	-	-	8,50,326.00	85.03
Closing Balance	96,60,990.00	966.10	96,60,990.00	966.10

B. Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Share Application Pending Allotment/ Money received against share warrants (₹)	Reserves and Surplus (₹)				Other Comprehensive Income(₹)		Total(₹)
		General Reserve	Retained Earnings	Securities Premium reserve account	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other Comprehensive Income -Employee Benefits	
Balance as at 31 st March 2022	43.98	950.28	667.70	184.91	9.40	897.99	12.14	2,766.40
Profit for the Year	-	-	152.05	-	-	-	-	152.05
Other Comprehensive Income (Net of tax)	-	-	-	-	58.51	-	0.20	58.71
Transfer to retained earnings	-	-	13.80	-	-	(13.80)	-	-
Dividend Paid	-	-	(66.08)	-	-	-	-	(66.08)
Allotment under preferential allotments scheme	(43.98)	-	-	90.90	-	-	-	46.93
Transfer to retained earnings on disposal of Equity Instruments	-	-	1.75	-	(1.75)	-	-	-
Amount Transferred on account of Deferred Tax on Sale of Investments	-	-	-	-	-	-	-	-
Balance as at 31st March, 2023	-	950.28	769.22	275.81	66.16	884.19	12.34	2,958.01
Profit for the Year	-	-	146.12	-	-	-	-	146.12
Other Comprehensive Income (Net of tax)	-	-	-	-	70.12	-	(8.63)	61.49
Transfer to retained earnings	-	-	13.80	-	-	(13.80)	-	(0.00)
Dividend Paid	-	-	(72.46)	-	-	-	-	(72.46)
Allotment under Preferential Allotments Scheme	-	-	-	-	-	-	-	- .00
Transfer to retained earnings on disposal of Equity Instruments	-	-	1.51	-	(1.51)	-	-	(0.00)
Amount Transferred on account of Deferred Tax on Sale of Investments	-	-	0.30	-	(0.30)	-	-	(0.00)
Balance as at 31st March , 2024	-	950.28	858.49	275.81	134.47	870.38	3.71	3093.16

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

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Sd/-

Vijay Kajrekar

CFO

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 05/06/2024

Place: Mumbai

Dated: 05/06/2024

Consolidated Statement of Cash Flows for the year ended 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024		Year ended 31 st March, 2023	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
A. Cash flow from operating activities				
Net Profit before extraordinary items and tax		207.29		221.67
Adjustments for:				
Depreciation and amortisation expenses	58.33		51.68	
Finance costs	6.31		7.96	
Interest income	(15.93)		-15.8	
Allowance for doubtful debts / expected credit losses - trade receivable	4.27		3.76	
Re-Measurement gains/ Losses on Employee Defined Benefit Plans	(11.96)	41.01	0.2	47.80
Operating profit / (loss) before changes in operating assets & liabilities		248.30		269.47
Changes in operating assets				
(increase) / decrease in inventories	207.50		(305.34)	
(increase) / decrease in Trade receivables	(11.87)		(83.84)	
(increase) / decrease in other operating assets	65.19		(9.59)	
Changes in operating liabilities				
increase / (decrease) in trade payables	(420.59)		157.99	
increase / (decrease) in other operating liabilities	37.35	(122.42)	63.36	(177.43)
Cash Generated from operation		125.87		92.06
Income Tax Paid (net of refunds)		(49.88)		(69.95)
Net Cash flow from Operating activities		75.99		22.11
B. Cash flow from investing activities				
Purchases of Property, Plant and Equipment	(142.51)		(106.88)	
Proceeds from Maturity of Fixed Deposits placed with Banks			133.00	
Fixed deposits placed with banks	(5.95)			
Interest received	15.93		15.80	
Purchases of Mutual funds	(100.00)		(40.00)	
Proceeds from Sales of Mutual Funds /Shares	101.82		51.74	
Net cash flow from / (used in) investing activities (B)		(130.71)		53.67
C. Cash flow from financing activities				
Repayment of long-term borrowings	-			
Repayment of Short-term borrowings	6.33			
Finance lease obligations	(6.31)		(7.96)	
Finance cost			131.95	
Proceeds from Issue of Equity Share Capital	(72.46)		(66.08)	
Dividend Paid				

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(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024		Year ended 31 st March, 2023	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Net cash flow from / (used in) financing activities (C)		(72.45)		57.91
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(127.14)		133.69
Cash and cash equivalents at the beginning of the year		227.55		93.86
Cash and cash equivalents at the end of the year		100.41		227.56

Notes:

- The above Standalone Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Reconciliation of cash and cash equivalents with the balance sheet :

Particulars	Year ended 31 st March , 2024	Year ended 31 st March , 2023
As per Balance Sheet -note 11(a)	100.41	227.56
Balance as per statement of cash flows	100.41	227.56

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi
Chartered Accountants
Firm Reg No 122290W
By the hand of

Himmat Mali
(Partner)
M.No:183378

For and on behalf of the Board of Directors
Sandu Pharmaceuticals Limited
CIN : L24233GA1985PLC001587

Sd/-
Umesh B. Sandu
Managing Director
DIN:01132141

Sd/-
Shashank B. Sandu
Director
DIN:00678098

Sd/-
Vijay Kajrekar
CFO

Sd/-
Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai
Dated : 05/06/2024

Place: Mumbai
Dated: 05/06/2024

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**NOTE 1. Corporate Information**

Sandu Pharmaceuticals Limited referred as (“the Company”/ “Holding Company”) is domiciled in India and was incorporated in India on November 15, 1985. The registered office of the company is at Plot nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa - 403511. Its equity shares are listed in India on the Bombay Stock Exchange (BSE).

The consolidated financial statements comprise the financial statements of the Company and its subsidiary (together referred to as “the Group”).

a) Sandu Phytoceuticals Private Limited

The Company is mainly engaged in the business of manufacturing and trading of Ayurvedic medicines under the brand name SANDU. The company has its manufacturing plant in Goa.

NOTE 2. Significant Accounting Policies

The group has consistently applied the following accounting policies to all periods presented in the consolidated financial statements.

a. Basis of Accounting and preparation of the consolidated financial statements:

- The consolidated financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies and in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.
- Accounting Policies, not specifically referred to, otherwise are consistent with generally accepted accounting policies. In applying the accounting policies, considerations have been given to prudence, substance over form and materiality. The accounting policies adopted in the presentation of the consolidated financial statements are consistent with those followed in the previous year.

b. Presentation of the consolidated financial statements:

The consolidated Balance Sheet and the consolidated Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013. The consolidated statement of cash flow has been prepared and presented as per the requirements of Ind AS-7 “Statement of Cash flows”. The disclosure requirements with respect to items in the consolidated balance sheet and consolidated statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of consolidated financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

As per Ind AS as it is first occasion for preparation of Consolidated Financials Statements the comparative figures for the previous period are not given, in the subsequent year full comparative figures for the previous period will be presented in the consolidated financials .

c. Principles of consolidation:

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March, 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- a. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

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- b. Exposure, or rights, to variable returns from its involvement with the investee; and
- c. The ability to use its power over the investee to affect its returns.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e., year ended on 31 March.

In preparing the consolidated financial statements, the Group has used the following key consolidation procedures:

- a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- b. Offset (eliminate) the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary.
- c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and property, plant and equipment, are eliminated in full. However, intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 - Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Subsidiary is consolidated from the date of control or commences until the date control ceases, if any.

d. Functional and Presentation Currency:

These financial statements are presented in Indian National Rupee ('INR') which is the functional currency of the parent Company as well as of subsidiary Company. The consolidated financial statements are presented in ₹ Lakh; except when otherwise indicated.

e. Current versus Non-current classification :

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An assets is treated as current when it is :

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading-expected to be realized within twelve months after the reporting period ;or
- Cash and cash equivalent unless restricted from being used to settle a liability for at least twelve months after the reporting period.

All Other assets are classified as non-current.

A liability is treated as current when it is :

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All Other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

f. Use of Judgements and Estimates:

In preparing these Consolidated financial statements, management has made judgements, estimates and assumptions that effect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

- **Recoverability of advances / receivables:**

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

- **Provisions:**

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

- **Fair value measurements:**

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and share based payments. This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to consolidated financial statements.

- **Inventories:**

The Group estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

- **Classification of financial assets:**

Assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

- **Useful lives of depreciable / amortizable assets:**

Management reviews its estimate of the useful lives of depreciable / amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

- **Income taxes:**

The Parent Company's as well as Subsidiary Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. The extent to which deferred tax assets/minimum alternate tax credit can be recognized is based on management's assessment of the probability of the future taxable income against which the deferred tax assets/minimum alternate tax credit can be utilized.

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g. Property, Plant and Equipment and Depreciation:

Recognition and Measurement :

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Expenditure is capitalised only if it is probable that there is an increase in future economic benefits associated with the expenditure will flow to the company.

Depreciation on property, plant and equipment :

Based on a technical assessment and a review of past history of asset usage, management of the company has not revised its useful lives to those referred to under schedule III to the Companies Act, 2013.

Depreciation on property, plant and equipments is provided using Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II to the Companies Act, 2013. The estimate of useful life of the assets has been taken as per Part C of Schedule II to the Companies Act, 2013 and has also been assessed by the management which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support etc.

The estimated useful life of property, plant and equipments is mentioned below:

Type of Asset	Period (Years)
a. Leasehold Land	72
b. Buildings & Sheds	60
c. Plant & Machinery	20
d. Furniture & Fixtures	10
e. Electrical Installations	10
f. Motor Vehicles	8
g. Office Equipments	5

Capital work- in- progress

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment.

De-recognition

An item of property, plant and equipment is de recognized upon disposal or when no future benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the assets and it recognized in the statement of profit and loss.

h. Intangible Assets and amortization :

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation. All cost and expenses incidental to acquisition and installation attributable to the intangible assets are capitalized.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Computer Software

Costs incurred towards purchase of computer software are depreciated using the straight-line method over a period based on management's estimate of useful lives of such software being 3 years, or over the license period of the software, whichever is shorter.

i. Non-Current assets held for sale:

Non-current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at lower of their carrying amount and fair value less costs to sell. An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortized or depreciated.

j. Impairment of Assets :

At each reporting date, the company reviews the carrying amounts of its PPE, investment property and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's ("CGU") fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its

Recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

k. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- a. Debt instruments at amortized cost.
- b. Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- c. Equity instruments at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. The Company does not have any financial asset under this category.

Debt instrument and equity instrument at FVTPL

FVTPL is a residual category for debt instruments and equity instruments. Any debt and equity instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt and equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and loss account. The Company does not have any financial asset under this category.

In addition, the Company may elect to classify a debt and equity instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, the Company doesn't have any debt and instruments that qualify for FVTPL classification.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL, if any. For all other equity instruments, the Company decides to classify the same as at FVTOCI.

Equity instruments included within the FVTOCI category are measured at fair value with all changes recognized in the OCI.

For financial assets that are measured at FVTOCI, income by way of interest, dividend and exchange difference (on debt instrument) is recognized in profit or loss and changes in fair value (other than on account of such income) are recognized in Other Comprehensive Income and accumulated in other equity. On disposal of debt instruments measured at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments measured at FVTOCI, such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The company assesses on a forward-looking basis the expired credit loss associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable the company applied the simplified approach as permitted by Ind AS 109, financial instruments which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables.

Financial liabilities

Initial recognition and measurement

- The Company's financial liabilities include deposits, and trade and other payables. These are recognized initially at amortized cost net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, they are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

I. Inventories:

Inventories such as Raw Materials, Work in Progress, Finished Goods, Stock in Trade and Stores & Spares are valued at lower of cost and net realizable value. Except scrap /waste which are value at net realizable value. The cost is computed on FIFO basis, finished goods and Process stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Materials and other items held for use in the production of inventories are not written down below cost, if finished goods in which they will be incorporated are expected to be sold at or above cost. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and to make the sale.

m. Revenue Recognition:

Revenue from contracts with customers is recognized when control of the goods and services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods and services.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods are net of discounts, applicable taxes, rebates and estimated returns.

The transaction price is documented on the sales invoice and payment is generally due as per agreed credit terms with customer.

The consideration can be fixed or variable. Variable consideration is only recognised when it is highly probable that a significant reversal will not occur.

Sales return is variable consideration that is recognised and recorded based on historical experience, market conditions and provided for in the year of sale as reduction from revenue.

Provision for sales returns are estimated on the basis of historical experience, market conditions and specific contractual terms and provided for in the year of sale as reduction from revenue. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in line with contractual and legal obligations, trade practices, historical trends, past experience and projected market conditions.

Interest income are recognised on an accrual basis using the effective interest method.

Dividends are recognised when the Company's right to receive the amount has been established.

Other incomes have been recognized on accrual basis in the financial statements, except when there is uncertainty of collection.

n. Foreign Currency Transactions:

Initial recognition

Foreign currency transactions, if any, are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

Conversion

Foreign currency monetary items, if any, are reported using the spot rate of exchange at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the fair values were determined.

Exchange differences

Exchange differences, if any, arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

Exchange differenced arising on the settlement of monetary items not covered above, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

o. Employee Benefits:

Employee benefits include provident fund, gratuity fund and compensated absences.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

1. in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
2. in case of non-accumulating compensated absences, when the absences occur.

Provision for Bonus & Ex-Gratia is made on accrual basis. Expenditure on leave travel concession to employees is recognized in the year of availment due to uncertainties of accruals. Leave encashment is provided on actual basis.

Defined contribution plan

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plan

For defined benefit plan in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date.

Remeasurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognized in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

The company is contributing to the plan taken from LIC of India to mitigate its liability towards payment of Gratuity to the eligible employees. The liability for Gratuity payments has been set off with the fair value of plan assets (i.e. fund balance) and the net value has been recognized in the Balance Sheet accordingly.

p. Taxation:

Tax expense is the aggregate of current tax and deferred tax charged or credited, as the case may be to the statement of Profit and Loss for the year except to the extent is related to items recognised directly in equity or in other comprehensive income for the year in accordance with the Indian Accounting Standard -12 " Taxes on income."

CURRENT TAX:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income tax Act, 1961.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Short/Excess provision for tax being result of change in estimates of prior period or any subsequent payment of tax.

DEFERRED TAX :

Deferred taxes are recognized for the future tax consequences attributable to timing differences between the carrying amount of assets and liabilities in the company's financial statements and corresponding tax bases used in computation

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of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax expense/income is the result of changes in the net deferred tax assets and liabilities. Deferred tax assets are recognized and carried forward only if in opinion of the management there is reasonable/virtual certainty of its realization.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date and written down or written up, to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

q. **Borrowing Costs:**

Borrowing costs directly attributable to development of qualifying asset are capitalized till the date qualifying asset is ready for put to use for its intended purpose as part of cost of that asset. All other Borrowing costs are reduced from corresponding income or recognized as expense in the period in which they are incurred.

r. **Leases:**

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset the Company assesses whether contract involves the use of an identified asset, the Company has a right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use and the Company has the right to direct the use of the asset.

At the inception date, right-of-use asset is recognised at cost which includes present value of lease payments adjusted for any payments made on or before the commencement of lease and initial direct cost, if any.

It is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

Right-of-use asset is depreciated using the straight-line method from the commencement date over the earlier of useful life of the asset or the lease term. When the Company has purchase option available under lease and cost of right-of-use assets reflects that purchase option will be exercised, right-of-use asset is depreciated over the useful life of underlying asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

At the inception date, lease liability is recognised at present value of lease payments that are not made at the commencement of lease. Lease liability is subsequently measured by adjusting carrying amount to reflect interest, lease payments and remeasurement, if any.

Lease payments will be discounted using the incremental borrowing rate or interest rate implicit in the lease, if the rate can be determined

The Company has elected not to apply requirements of Ind AS 116 to leases that has a term of 12 months or less and leases for which the underlying asset is of low value. Lease payments of such lease are recognised as an expense on straight line basis over the lease term.

s. **Provisions, Contingent Liabilities and Contingent Assets**

The company creates a provision when there is a present obligation (legal or constructive) because of past event that will probably result in the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of such obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

t. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises cash on hand and cash at banks and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

u. Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

v. Mesurement of fair value

Financial instrument

The estimated fair value of the company's financial instruments is based on market Prices and valuation techniques.

Valuations are made with the objective to include relevant factors that market participants would consider in setting a price and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

Derivatives

Fair value of financial derivatives is estimated as the present value of future cash flows, calculated by reference to quoted price curves and exchange rates as of the balance sheet date.

w. Government subsidy / grants:

Government grant is recognized only when there is a reasonable assurance that the entity will comply with the conditions attached to them and the grants will be received.

- Subsidy related to assets is recognized as deferred income which is recognized in the Standalone Statement of Profit and Loss on systematic basis over the useful life of the assets.
- Purchase of assets and receipts of related grants are separately disclosed in Standalone Statement of Cash Flow.
- Grants related to income are treated as other operating income in Standalone Statement of Profit and Loss subject to due disclosure about the nature of grant.

x. Cash Dividend:

The Company recognizes a liability to make cash distributions to the equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the provisions of the Act, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in reduction in other equity.

Note 3 (a) PROPERTY, PLANT AND EQUIPMENT

Particulars	(All amounts are in ₹ Lakhs, unless otherwise stated)									
	Lease hold Land	Building	Plant & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Electric Installation	Tools & Dyes	Total Tangible Assets	
Gross Carrying Amount										
At 1 st April, 2022	0	813.11	440.01	55.38	45.83	152.15	58.34	2.50	1,531.40	
Additions	-	45.29	42.00	8.58	-	4.24	9.67	-	109.79	
Reclassified to right of use assets (refer note 34)	-	-	-	-	-	-	-	-	-	
Adjustments	-	-	-	-	-	-	-	-	-	
Disposals	-	-	-	-	-	-	-	-	-	
At 31st March, 2023	-	858.40	482.01	63.97	45.83	156.39	68.01	2.50	1,677.11	
Additions	-	3.19	156.88	0.17	-	0.32	-	-	160.56	
Adjustments	-	-	-	-	-	-	-	-	-	
Disposals	-	-	-	-	-	-	-	-	-	
At 31st March, 2024	-	861.59	638.89	64.14	45.83	156.72	68.01	2.50	1837.67	
Depreciation/Amortization										
At 1 st April, 2022	-	316.62	341.20	44.29	25.76	141.69	47.96	2.38	919.90	
Reclassified to right -of-use assets (refer note 34)	-	-	-	-	-	-	-	-	-	
Additions	-	-	-	-	-	-	-	-	-	
Adjustments	-	10.41	9.21	4.08	5.44	2.65	3.57	-	35.36	
Disposals	-	-	-	-	-	-	-	-	-	
At 31st March, 2023	-	327.03	350.41	48.26	31.20	144.34	51.53	2.38	955.26	
Additions	-	13.71	14.77	1.61	5.45	4.06	2.19	-	41.81	
Adjustments	-	-	-	-	-	-	-	-	-	
Disposals	-	-	-	-	-	-	-	-	-	
At 31st March, 2024	-	340.75	365.18	49.98	36.66	148.40	53.72	2.38	997.07	
Net Carrying Amount										
At 1 st April, 2022	-	496.49	98.82	11.20	20.07	10.46	10.26	0.12	611.50	
At 31 st March, 2023	-	531.37	131.24	15.71	14.63	12.42	16.36	0.12	721.85	
At 31 st March, 2024	-	520.84	273.34	14.26	9.18	8.68	14.17	0.12	840.59	

Notes to Consolidated Financial Statements for the Year Ended 31 March, 2024

Note 3 (b) RIGHT OF USE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Lease hold Land	Total Right of use Assets
Gross Carrying Amount		
At 1 st April, 2022	-	-
Additions	-	-
Reclassified from right of use assets (refer note 34)	1,037.00	1,037.00
Disposals	-	-
At 31st March, 2023	1,037.00	1,037.00
Additions	23.83	23.83
Disposals	-	-
At 31 st March, 2024	1,060.83	1,060.83
Depreciation/Amortization:		
At 1 st April, 2022	-	-
Reclassified from right of use assets (refer note 34)	87.62	87.62
Additions	14.59	14.59
Disposals	-	-
At 31st March, 2023	102.21	102.21
Additions	14.89	14.89
Disposals	-	-
At 31 st March, 2024	117.09	117.09
Net Carrying Amount		
At 1 st April, 2022	978.58	978.58
At 31 st March, 2023	934.79	934.79
At 31 st March , 2024	943.73	943.73

Note 4 INTANGIBLE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Softwares	Total Intangible Assets
Gross Carrying Amount		
At 1 st April, 2022	33.26	33.26
Additions	3.31	3.31
Adjustments	-	-
Disposals	-	-
At 31st March, 2023	36.57	36.57
Additions	0.07	0.07
Disposals	-	-

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Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Softwares	Total Intangible Assets
At 31 st March, 2024	36.64	36.64
Depreciation/Amortization:		
At 1 st April, 2022	29.79	29.79
Additions	1.73	1.73
Adjustments	-	-
Disposals	-	-
At 31 st March, 2023	31.53	31.53
Additions	1.63	1.63
Disposals	-	-
At 31 st March, 2024	33.16	33.16
Net Carrying Amount		
At 1 st April, 2022	3.46	3.46
At 31 st March, 2023	5.05	5.05
At 31 st March, 2024	3.48	3.48

Note 5 INVESTMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2024		As at 31 st March, 2023	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Investments in equity instruments				
Investments in equity instruments				
<u>Carried at Fair Value Through Other Comprehensive Income:</u>				
Quoted				
Nagarjuna Oil Refinery*	500	0.01	500	0.01
(Share of ₹ 1 each Fully Paid)	0	0.01	0	0.01
<u>Unquoted</u>				
Carried at Cost				
The Shamrao Vithal Co-op.Bank Ltd.	400	0.10	400	0.10
(Share of ₹ 25 each Fully Paid)				
Investments in Subsidiary Companies				
Investments in Equity Instruments				
(i) Sandu Phytoceutical P Ltd	10,000	1.00	10,000	1.00
(Share of ₹ 10 each Fully Paid)				
Total Investment in Equity Instruments	0	1.11	0	1.11
Units of Schemes of Various Funds: (Quoted)				
Carried at Fair Value Through Other Comprehensive Income :				
Aditya Birla Sun Life Arbitrage Fund - Growth-Direct Plan	22,65,375	589.70	22,65,375	544.60

Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2024		As at 31 st March, 2023	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Edelweiss Arbitrage Fund - Regular Plan Growth	3,27,029	58.14	3,27,029	54.01
ICICI Prudential Equity Arbitrage Fund - Growth	184367	57.97	1,84,367	53.91
Tata Arbitrage Fund - Regular Plan-Growth	4,38,213	57.76	4,38,213	53.76
UTI Arbitrage Fund - Regular Growth Plan Growth	180484	57.90	1,80,484	53.82
IDFC Arbitrage Fund-Growth-(Regular Plan)	-	-		
Bandhan Arbitrage Fund-Growth-(Regular Plan)	1,94,207	57.82	1,94,207	53.79
Invesco India Arbitrage Fund - Growth	77,779	22.75	77,779	21.14
Kotak Equity Arbitrage Fund - Growth (Regular Plan)	2,36,302	81.06	2,36,302	75.18
SBI Arbitrage Opportunities Fund - Regular Plan - Growth	1,88,740	58.49	1,88,740	54.29
Total of Investment in Mutual Funds	0	1,041.60	0	964.50
Total Non Current Investments	0	1,042.70	0	965.61

Notes:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
Aggregate amount of quoted Investments	1,041.60	964.51
Aggregate Market value of quoted Investments	1,041.60	964.51
Aggregate amount of unquoted Investments -at Cost	1.11	1.11
Aggregate amount of Impairment in value of investments	- .00	- .00

Note 6 Other Non Current Financial Assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Bank balance in deposit accounts (with maturity period exceeding 12 months from the reporting date)	181.60	191.48
Excess of Provision for Gratuity		2.39
Total	181.60	193.87

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Notes to Consolidated Financial Statements (Contd...)

Note 7 Inventories

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Closing Stock of Inventories:		
(Valued at lower of cost and net realisable value)		
(a) Raw materials	87.97	131.98
(b) Work-in-progress	102.19	135.97
(c) Finished goods	555.10	412.67
(d) Stock in Trade	479.80	751.92
Total	1,225.06	1,432.56

Note 8 Trade receivables

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	486.83	479.22
Balance having significant increase in credit risk	8.03	5.97
Credit impaired		
Less: Allowances for expected credit loss/impaired	(8.03)	(5.97)
Total	486.83	479.22

- Trade Receivables are non-Interest bearing and generally on credit terms ranging from 15-45 Days.
- The Holding company's exposure to credit and currency risk and loss allowances related to trade Receivables are disclosed in Note 30.

Notes to Consolidated Financial Statements (Contd...)

Trade Receivables Ageing as on 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2024					Total
		Upto 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	324.74	106.51	25.43	10.06	20.09	0	486.83
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	2.07	3.76	2.20	8.03
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	324.74	106.51	25.43	12.13	23.85	2.20	494.86
Less: Allowance for credit impaired	-	-	-	2.07	3.76	2.20	8.03
Total	324.74	106.51	25.43	10.06	20.09	0	486.83

Trade Receivables Ageing as on 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2023					Total
		Upto 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	246.90	100.88	11.67	119.78	-	-	485.18
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	3.76	2.20	0	5.96
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	246.90	100.88	11.67	123.54	2.20	0	485.18
Less: Allowance for credit impaired	-	-	-	3.76	2.20	0	5.96
Total	246.90	100.88	11.67	119.78	0	0	479.22

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Notes to Consolidated Financial Statements (Contd...)

Note 9 (a) Cash and Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Balances with banks:		
In current accounts	86.22	91.96
Deposits with original maturity of less than 3 months	9.66	131.00
Cash on hand	3.67	3.60
Total	99.55	226.56

(b) Other Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Balances with banks:		
Deposits with original maturity of more than 3 months but less than 12 months	20.21	2.00
Total	20.21	2.00

Note 10 Other Current Assets

(Unsecured, considered good unless otherwise stated)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Security deposits	9.27	8.27
Capital Advance to GIDC(Plot Allotment)	3.00	3.00
Loans and advances to employees	10.19	10.35
Balances with government authorities	326.99	272.43
Advances paid to Suppliers	30.71	79.80
Prepaid expenses	11.50	7.61
Accrued Interest on Bank deposits	6.19	14.01
Amount Paid for Acquisition of GIDC Plot 114/5	-	17.69
Total	397.86	413.17

Notes to Consolidated Financial Statements (Contd...)

Break-up of Security details

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Other Current Assets considered Good -Secured	-	-
Other Current Assets considered Good - Unsecured	397.86	413.17
Other Current Assets which have significant increase in credit risk	-	-
Other Current Assets -credit impaired	-	-
Less: Allowance for Doubtful advance/Debts		
Total	397.86	413.17

Note 11 Share Capital

a. The Authorised, Issued, Subscribed and fully paid up share capital are as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Authorised Share Capital		
1,00,00,000 Equity Shares of ₹ 10/- Each (P.Y. 1,00,00,000)	1,000.00	1,000.00
	1,000.00	1,000.00
Issued, Subscribed & Paid up Share Capital		
96,60,990 Equity Shares of ₹ 10/- Each (31 st March 2022 ,96,60,990 Equity shares of ₹ 10 Each) (P.Y. 1,00,00,000)	966.10	966.10
Total	966.10	966.10

b. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	96,61,000	966.10	88,11,000	881.07
Add: Shares Issued during the year	- .00	- .00	8,50,000	85.03
Less: Shares bought back during the year	- .00	- .00	- .00	- .00
Shares outstanding at the end of the year	-	966.10	-	966.10

c. Terms / Rights attached to equity shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the company in proportion to the number of and amounts paid on shares held

d. During the year no share was reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment.

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Notes to Consolidated Financial Statements (Contd...)

d. Details of shareholders holding more than 5 percent shares in the company:

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares of ₹ 10/- each fully paid				
Jayshree Bhaskar Sandu	7,37,000	7.63	7,37,000	7.63
Shashank Bhaskar Sandu	13,68,755	14.17	13,68,755	14.17
Umesh Bhaskar Sandu	13,88,693	14.37	13,88,693	14.37
Sanmark Realty And Finance Private Ltd.	5,43,930	5.63	5,43,930	5.63
Akshath Finvest & Properties Ltd.	4,94,182	5.12	4,94,182	5.12

Details of shares held by promoters in the Company:

Name of Promoters	As at 31 st March, 2024			As at 31 st March, 2023		
	No. of shares	% of holding	% Change during the year March 31, 2024	No. of shares	% of holding	% Change during the year March 31, 2023
Jayshree Bhaskar Sandu	737,000	7.63		737,000	7.63	100.00
Late Bhaskar Govind Sandu						
Umesh B Sandu	1,388,693	14.37		1,388,693	14.37	20.53
Shashank Bhaskar Sandu	1,368,755	14.17		1,368,755	14.17	20.91
Sanmark Realty And Finance Private Ltd.	0		-100.00	543,930	5.63	
Akshath Finvest & Properties private Ltd.	4,94,182	5.12		4,94,182	5.12	
Noumura Realty & Constructions Pvt Ltd.	0		-100.00	219,000	2.27	
Phybrichem Engineers Pvt. Ltd.	0		-100.00	156,000	1.61	
Geeta U Sandu	85000	0.88	-100.00	85,000	0.88	-
Minal Shashank Sandu	61100	0.63		61,000	0.63	-
Shubhada Prabhakar Sandu	10000	0.10		10,000	0.10	-
Total	-	42.90		-	52.42	

- e. The company had not issued any bonus shares for consideration other than cash and no shares have been bought back during the period of five years immediately preceding the reporting date.
- f. There are no calls unpaid on equity shares
- g. No Equity Shares are forfeited

Notes to Consolidated Financial Statements (Contd...)

Note 12 Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
General Reserve	950.28	950.28
Retained Earnings (Net Surplus in The Statement of Profit & Loss)	858.49	769.22
Security Premium	275.81	275.81
Share Application Money Pending Allotment	- .00	
OCI -		
Equity Instruments through Other Comprehensive Income	134.47	66.16
Revaluation Surplus	870.38	884.19
Other Comprehensive Income - Employee Benefits	3.71	12.34
Total	3,093.16	2,958.01

Notes :- Nature and Purpose of reserves:

1. General Reserve

General Reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend

2. Equity Instrument through Other Comprehensive Income

Equity instrument through other Comprehensive income is the increase / decrease in the value of the investments at the end of the year

3. Revaluation Surplus

Revaluation surplus shows the details of the changes in the fair value of the right -to-use assets such as lease hold land including transfer of depreciation to retained earnings in the year end.

4. Other Comprehensive Income -Employee Benefits

Employee Benefit such as Gratuity valuation is done on yearly basis by the actuary & increase /decrease in the liability is shown through this account

5. Security Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with provisions of the Companies Act, 2013

* The Company through preferential basis allotted 889667 equity shares to the eligible Allottees at a issue price of ₹ 20.69/- per equity share (including a premium of ₹ 10.69 per equity share) aggregating to approximately ₹88.96 lakhs on 31st March, 2022. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue"). Funds received pursuant to Preferential basis are being utilised towards the object stated in the placement document.

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Notes to Consolidated Financial Statements (Contd...)

Note 13 Deferred tax Liabilities (net)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Deferred tax (liability) / asset		
Opening Balance (difference between book balance and tax balance of fixed assets)	104.20	93.65
Add- Deferred Tax recognised during the period in statement of P & L	2.46	3.38
Add- Deferred Tax recognised during the period in OCI	5.45	7.17
Net deferred tax Liabilities	112.11	104.20

Movement in Deferred tax Assets/Liabilities

Deferred tax assets and liabilities in relation to the year ended 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	Recognised in	Recognised in	As at
	31 st March, 2023	the statement of	OCI	31 st March , 2024
	Amount (₹)	Profit & Loss	Amount (₹)	Amount (₹)
		Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	(0.30)	2.23	-	1.93
Provision for doubtful trade receivables	1.65	0.58	-	2.23
Deferred tax liabilities				
Property Plant & Equipment	92.52	5.27	-	97.79
Remeasurement gains/(losses) on post employment defined benefit plans	4.74	-	(3.33)	1.41
Fair value changes of investments	8.29	-	8.78	17.07
Net deferred tax liabilities	104.20	2.46	5.45	112.11

Deferred tax assets and liabilities in relation to the year ended 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	Recognised in	Recognised in	As at
	31 st March, 2022	the statement of	OCI	31 st March , 2023
	Amount (₹)	Profit & Loss	Amount (₹)	Amount (₹)
		Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	0.01	(0.31)	-	(0.30)
Provision for doubtful trade receivables	1.71	(0.06)	-	1.65
Deferred tax liabilities				
Property Plant & Equipment	89.51	3.01	-	92.52
Remeasurement gains/(losses) on post employment defined benefit plans	4.68	-	0.06	4.74
Fair value changes of investments	1.18	-	7.11	8.29
Net deferred tax liabilities	93.65	3.38	7.17	104.20

Notes to Consolidated Financial Statements (Contd...)

Note 14 Long-term borrowings

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Borrowing- Non Current		
Finance Lease obligations	6.33	-
Total	6.33	-

Note 14 Lease Liabilities

The break-up of current and non-current lease liabilities as at March 31, 2024 and March 31, 2023 is as follows :

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Current lease liabilities	0.30	0.00
Non-current lease liabilities	4059.53	0.00
Total	4059.83	0.00

The movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023 is as follows :

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Balance at the beginning	-	-
Additions	6.14	-
Finance cost accrued during the period	0.49	-
Deletions	-	-
Payment of lease liabilities	-0.30	-
Balance at the end	6.33	0.00

Note 14 Short-term borrowings

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024
	Amount (₹)
Loans repayable on demand	
From banks :	
(Secured against exclusive charge on entire current assets of the company and personal guarantee of Directors)	-
Total	-

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Notes to Consolidated Financial Statements (Contd...)

Note 15 Trade payable

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Trade payables(refer note below)		
Dues to related Parties	10.84	296.96
Dues to Micro & Small Enterprises	30.43	118.14
Other Than Small & Micro Enterprises	378.25	424.68
Total	419.52	839.78

Note :-

The Company has certain dues to suppliers registered under micro , small and medium enterprises Development Act 2006 (MSMED Act) .the Disclosures pursuant to the said MSMED Act are as follows

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
a) The Principal amount remaining unpaid to any supplier at the end of the year.	30.43	114.54
b) Interest due remaining to any supplier at the end of the year.	0	- .0
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year .	0	- .0
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	0	- .0
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	0	3.60
f) The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues above are actually paid to the small enterprises , for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act ,2006	-	-
Total	30.43	118.14

Disclosure of amount payable to vendors as defined under the " Micro Small and Medium Enterprises Development Act . 2006 ",is based on the information available with the company regarding the status of registration of such vendors under the said Act ,as per the intimation received from them on requests made by the company .the are no overdue principal Amounts/ interest payable amounts for delayed payments to such vendors at the Balance sheet date . Outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Notes to Consolidated Financial Statements (Contd...)

Trade Payables Ageing Schedule as on 31st March 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding from due date of payment as at March 31, 2024					Total
	Not due for payment	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises	-	30.43	-	-	-	30.43
Total outstanding dues of creditors other than micro, small & medium enterprises	161.33	203.91	20.56	2.85	0.29	388.94
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
Total	161.33	234.34	20.56	2.85	0.29	419.37

Trade Payables Ageing Schedule as on 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding from due date of payment as at March 31, 2023					Total
	Not due for payment	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises	-	118.14	-	-	-	118.14
Total outstanding dues of creditors other than micro, small & medium enterprises	271.30	402.44	42.16	4.82	0.92	721.64
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
Total	271.30	520.58	42.16	4.82	0.92	839.78

Note 16 Other current Financial liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
	Amount (₹)	Amount (₹)
Dividend Payable FY 2020-21	3.62	3.71
Dividend Payable FY 2021-22	5.52	5.55
Dividend Payable FY 2022-23	5.57	-
Total	14.71	9.26

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Notes to Consolidated Financial Statements (Contd...)

Note 17 Other current liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Advances Received from Customers	41.98	39.24
Other payables :		
Statutory Dues	21.63	14.15
Trade / security deposits received	51.50	73.03
Outstanding Liabilities	11.27	-
Retention Money of Assets Vendors	3.89	3.89
Gratuity Payable to Employees	1.33	1.33
Total	131.60	131.64

Note 18 Short-term provisions

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
(a) Provision for employee benefits:		
(i) Provision for salaries	177.58	146.69
(ii) Provision for Gratuity (As per Actuarial Report)	5.63	
	183.21	146.69
(b) Provision - Others:		
(i) Provision for Tax	191.16	132.45
(ii) Provision for Expenses	123.60	128.51
	314.76	260.96
Total	497.96	407.65

Note 19 Revenue from operations

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
(a) Sale of Ayurvedic Products	6,728.07	6,534.90
Total	6,728.07	6,534.90

Reconciliation of Revenue from Operation with contract price

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
Contract Price	7,878.14	7,543.45
Reduction towards variable considerations components*	1,150.07	1,008.55
Revenue from Operations	6,728.07	6,534.90

* The reduction towards variable consideration comprises of volume discounts, scheme discounts, price concessions etc.

Notes to Consolidated Financial Statements (Contd...)

Note 20 Other Income

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Interest income:		
Deposit with Banks	15.93	15.80
Dividend income:		
Other Misc. Income	26.42	16.92
Total	42.36	32.72

Note 21 Cost of materials consumed

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Opening stock	131.99	134.27
Add: Purchases	941.24	1,110.96
	1,073.23	1,245.23
Less: Closing stock	87.97	131.99
Cost of material consumed	985.26	1,113.24

Note 22 Cost of Traded Goods

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Purchases of traded goods	2,108.28	2,313.46
Total	2,108.28	2,313.46

Note 23 Changes in inventories of finished goods and work-in-progress and Stock in Trade

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
<u>Inventories at the end of the year:</u>		
Finished goods	555.10	412.67
Work-in-progress	102.19	135.98
Stock in Trade	479.80	751.92
	1,137	1,300.57

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Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Inventories at the beginning of the year:		
Finished goods	412.67	360.06
Work-in-progress	135.97	57.19
Stock in Trade	751.93	575.70
	1,301	992.95
Net (increase) / decrease	163.48	(307.62)

Note 24 Employee benefits expense

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Salaries and wages	958.16	1,058.43
Contributions to provident and other funds	39.41	38.60
Staff welfare expenses	4.56	7.90
Gratuity Expense (Refer Note 32 (b))	5.18	4.60
Total	1,007.32	1,109.53

Note 25 Finance costs

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2024
	Amount (₹)	Amount (₹)
Interest expense on:		
Borrowings	1.56	2.36
Security Deposits	3.87	4.85
	5.43	7.21
Bank Charges	0.87	0.75
Total	6.31	7.96

Notes to Consolidated Financial Statements (Contd...)

Note 26 Other expenses

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Power and fuel	40.79	39.02
R & D Expenses	10.80	12.49
Rent	24.40	22.35
Repairs and maintenance - Buildings	41.43	25.56
Repairs and maintenance - Machinery	22.92	40.10
Repairs and maintenance - Others	142.62	143.57
Rates and taxes	29.02	80.44
Travelling and conveyance	408.94	434.21
Printing and stationery	54.25	37.17
Freight and forwarding	424.03	405.75
Business promotion	747.15	565.56
Royalty Expenses	119.47	106.62
Legal and professional	61.75	49.55
<i>Payments to auditors</i>	-	-
For Statutory Audit	5.50	5.50
For Payments to Auditors	2.00	-
For Other Matters	1.00	1.20
For Tax Audit	-	2.00
Telephone / Internet Expenses	20.51	24.26
Insurance	5.71	6.12
Security Service Charges	11.54	13.19
Laboratory Expenses	4.27	3.87
Provisions for expected credit loss/impaired	4.27	3.76
Postage & Telegram	1.00	2.07
Membership & Subscription	16.71	9.04
Packing Expenses	2.39	2.34
Office Expenses	1.47	1.08
Miscellaneous expenses	30.23	20.86
Total	2,234.17	2,057.68

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Notes to Consolidated Financial Statements (Contd...)

Note 27 Income Tax Expenses

Statement of Profit & Loss Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Current Tax :		
Current Income tax Charges	58.71	62.85
Tax reversal of earlier year	-	3.39
Deferred Tax :		
Relating to the origination and reversal of temporary differences	2.46	3.38
Income Tax expenses recognised in Statement of Profit & Loss	61.17	69.62

Other comprehensive income Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Remeasurement gains/(losses) on post employment defined benefit plans	(3.33)	0.06
Fair value changes of investments	8.78	7.11
Income Tax charged to OCI	5.45	7.17

The income tax expense for the year can be reconciled to the accounting profit as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Accounting Profit before tax	207.29	221.67
Income tax expense calculated at 27.82%	57.67	61.67
Effect of:		
Expenses that are not deductible in determining taxable profit	1.06	1.10
Dep Expenses that are not deductible in determining taxable profit	2.45	3.01
Effect of income that is exempt from taxation	-	-
Effect of lower tax rates for the long term capital gain	-	0.09
Others	-	0.36
Tax Reversal of earlier years	-	3.39
Income tax expense recognised in Statement of Profit and Loss	61.17	69.62

Notes to Consolidated Financial Statements (Contd...)**Note 28 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in basic and diluted EPS computations :

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March 2024	Year ended 31 st March 2023
	Amount (₹)	Amount (₹)
Net profit / (loss) for the year (after Tax)	146.12	152.05
Weighted average number of equity shares		
Basic	9,660,990	8,810,664
Diluted		622,019
Par value per share	9,660,990	9,432,683
Weighted average number of equity shares for Diluted EPS (F=D+E)	9,660,990	9,432,683
Par value per share	10.00	10.00
Earnings per share		
Basic	1.51	1.61
Diluted	1.51	1.61

Note 28 Contingent liabilities, contingent assets and commitments

There are demands of Income tax aggregating to ₹ 283 lakhs (₹ 283 Lakhs), against which the company had filed an appeal to Hon'ble Mumbai ITAT and the demand has been deleted in view of favourable decision of Mumbai ITAT. Further, against the decision of ITAT, the department filed an appeal to High Court of Mumbai. The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

There are demands of GST aggregating to ₹ 54.22 lakhs, P.Y (₹ 54.22 Lakhs) including Interest & Penalty) against which the company had filed an appeal to Hon'ble Commissioner of State Tax (Appeal). The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

Note 29 Employee Benefits**a. Disclosures related to defined contribution plan**

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
	Amount (₹)	Amount (₹)
Provident fund contribution recognized as expense in the Statement of Profit and Loss	25.84	23.14

b. Disclosures related to defined benefit plan

The Company has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity on departure at last drawn basic salary for each completed year of service or part thereof.

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Notes to Consolidated Financial Statements (Contd...)

The plan is funded with Life Insurance Corporation under their Group Gratuity Scheme. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss, the fund status and amounts recognized in the balance sheet:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended	Year ended
	31 st March, 2024	31 st March, 2023
	Amount (₹)	Amount (₹)
Net employee benefit expense (included under employee benefit expenses)		
Current Service Cost	5.95	5.00
Interest on defined benefit obligation	-0.78	(0.40)
Past Service Cost (vested benefits)		-
	5.17	4.60
Net employee benefit expenses		
Details of the employee benefits obligations and plan assets are as follows:		
Present value of opening funded obligation	43.11	41.59
Fair value of opening plan assets	48.38	43.07
	(5.27)	(1.48)
Net defined benefit (assets)/liability at the beginning of the year		
Details of changes in present value of defined benefit obligation are as follows:		
Opening defined benefit obligation	43.11	41.59
Current service cost	5.95	5.00
Interest on defined benefit obligation	2.88	2.73
Past Service Cost (vested benefits)		-
Contribution paid	-3.87	(4.74)
Benefits due but not settled / paid	-3.23	(1.44)
Remeasurement due to:		
Actuarial (Gain)/Loss arising from changes in experience	11.61	0.46
Actuarial (Gain)/Loss arising from changes in financial assumptions	0.78	(0.48)
Return on Plan Assets excluding net interest		
	57.23	43.12
Closing defined benefit obligation		
Details of changes in fair value of plan assets are as follows:		
Opening fair value of plan assets	48.38	43.07
Interest on plan assets	3.65	3.13
Employer contribution	11.69	6.76
Benefits paid	-3.87	-4.74
Remeasurement due to - actual return on plan assets less interest on plan assets	0.44	0.18
Closing fair value of plan assets	58.19	48.39
Present value of funded obligation	57.25	43.11
Fair value of plan assets	58.19	48.38
	0.94	5.27
Net defined benefit liability/(Assets) at the end of the year		
Sensitivity analysis		
Defined benefit obligation	57.25	43.12
Defined benefit obligation, using discount rate plus 100 basis points	53.53	40.81
Defined benefit obligation, using discount rate minus 100 basis points	61.50	45.83
Defined benefit obligation, using salary growth rate plus 100 basis points	61.48	45.89
Defined benefit obligation, using salary growth rate minus 100 basis points	53.58	40.73

Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
	Amount (₹)	Amount (₹)
The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:		
Funds managed by insurers	100%	100%
The principal assumptions used in determining gratuity obligations for the Company's plans are shown below		
Discount rate (p.a.)	7.09	7.29
Expected salary increase (p.a.)	3.00	3.00
Expected average remaining service	15.19	16.16
Retirement Age	58 years	58 years
Employee Attrition Rate		
Upto Age of 44	2%	2%
Upto Age of 45 and above	1%	1%

The above informations are certified by the independent actuary and same has been taken into consideration for both the years.

Note 30 Financial instruments – Fair values and risk management

A. Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	Year ended 31 st March 2024		Year ended 31 st March 2023	
		Amount (₹)		Amount (₹)	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets					
Financial assets measured at fair value					
Investments measured at OCI					
Investment in Mutual funds	5	1,041.60	1,041.60	964.50	964.50
Financial assets measured at amortised cost					
Investment in equity instruments	5	1.11	1.11	0.11	0.11
Other Financial Assets					
Non Current	6	181.60	181.60	193.87	193.87
Current					
Trade receivables	8	486.83	486.83	479.22	479.22
Cash and cash equivalents	9a	99.55	99.55	227.56	227.56
Bank balances other than 10(a)	9b	20.21	20.21	2.00	2.00
Total		1,830.89	1,830.89	1,867.25	1,867.25
Financial Liabilities					
Trade payables					
Dues to Micro & Small Enterprises	15	30.43	30.43	118.14	118.14
Other Than Micro & Small Enterprises	15	389.09	389.09	721.64	721.64
Other Financial Liabilities	16	14.71	14.71	9.26	9.26
Total		434.23	434.23	849.04	849.04

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, loan receivable, trade receivables, short term borrowing, trade payables, at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

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Notes to Consolidated Financial Statements (Contd...)

B. Fair Value Hierarchy

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded shares, bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

C. Fair Value measurements

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Fair value measurements as at 31st March, 2024					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	1.11		-	0	1.11
Investments in mutual fund	1,041.61	1,041.61	-	0	1,041.61
	1,042.72	1,041.61	-	1.11	1,042.72

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Fair value measurements as at 31st March, 2023					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	0.11		0.00	0.11	0.11
Investments in mutual fund	964.50	964.50	0.00	0.00	964.50
	964.61	964.50	0.00	0.11	964.61

Financial assets and liabilities measured at fair value as at Balance Sheet date:

1. The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
2. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Notes to Consolidated Financial Statements (Contd...)

Other financial assets and liabilities

1. Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets (except derivative financial instruments), trade payables and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.
2. Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

II. Financial risk management

Financial risk management objectives and policies

The Company's principal financial liabilities, comprises borrowings, trade and other payable. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, includes investments, loan receivable, trade & other receivables, and cash & cash equivalents derived directly from its operations.

The Company is exposed primarily to credit risk, liquidity risk and market risk (including interest rate risk and other price risk), which may adversely impact the fair value of its financial instruments. The Company's senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

(i) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, loans and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2024
Trade Receivables	494.86	485.19
Allowance for doubtful debts (expected credit loss allowance)	8.03	5.97
Percentage	1.62	1.23

(ii) Liquidity risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(iii) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. It also have impact of Interest rate risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of change in market interest rates because it borrows funds at both fixed and floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

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Notes to Consolidated Financial Statements (Contd...)

Note 31 Leases

The Company's significant leasing arrangements are in respect of premises used for business, are accounted as a short term lease, Less than one year. The aggregate lease rentals payable are charged as rent in the statement of profit and loss (Refer note 27). These lease arrangements are cancellable in nature and can be terminated by giving notice for a period, which vary from one months to three months.

Amounts recognised in Profit and Loss

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
Depreciation expense of right-of-use assets	0.25	0.00
Interest expense on lease liabilities	0.49	-
Expense relating to short-term leases	24.40	22.35
Expense relating to low value leases	-	-
Total	25.14	22.35

Note 32 Impact of COVID-19 - Financial Ratios

Explanations have been given where the change in more than 25 %

Sr. No.	Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	Variation %
1	Net Profit Ratio	Net Profit After Tax	Revenue from Operations	2.17	2.33	-6.9
2	Net Capital Turnover Ratio	Net Sales	Average Working Capital	5.77	5.58	3.41
3	Return on Capital Employed	Net Profit Before Taxes & Interest	Total Assets - Current Liabilities	5.11	5.51	-7.26
4	Return on Equity Ratio	Net Profit After Tax	Net Worth *	4.58	5.01	-8.58
*In Net Worth Revaluation Surplus is not considered.						
5	Debt Equity Ratio	Debt	Shareholders Equity *	N .A	N .A	
*In Shareholders Equity Revaluation Surplus have not been considered.						
6	Current Ratio	Current Assets	Current Liabilities	2.1	1.84	14.13
7	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.61	2.44	6.97
8	Trade Receivable Turnover Ratio	Net Sales	Average Receivables	13.93	14.88	-6.38
9	Trade Payable Ratio	Net Purchases	Average Payables	4.84	4.50	7.56

Notes to Consolidated Financial Statements (Contd...)**Note 33 Other Statutory Information**

- i) The Company does not have any Benami Property where any proceedings have been initiated or pending against the Company for holding nay benami property.
- ii) The Company does not have any transaction with struck off company.
- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) No funds 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.
- v) To the best of its knowlgedge and belief, no funds have been received by the Company f'om,any person or entity, including foreign entity ("Funding Parlies"), with the understanding,whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner r,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.
- vi) The Company has not been declared a willful defaulter by any bank or financial institution,or other lender.

Note 34 Related party disclosures

Related parties where control exists and related parties with whom transactions have taken place during the year are listed below:

Names of related parties and description of relationship**A. Enterprises over which key management personnel or their relatives exercise significant influence**

Sandu Brothers Private Limited

B Directors and Key Managerial Personnel

CA Balram Vishwanathan (w.e.f. 30.03.2024)	Chairman
Umesh .B .Sandu	Managing Director
Dilip R Salgoacar	Independent Director
Krishna.B . Deshpande	Independent Director
Dr Madan L Kapre	Independent Director
Shri K Vinay Kumar (up to 30.03.2024)	Independent Director
Vijay Kajrekar (w.e.f 30.03.2024)	Chief Financial Officer
Rakesh Parekh (upto 31.12.2023)	Chief Financial Officer
Pratika Mhambray	Company Secretary
Adv Ajit Kantak	Independent Director
Dr Krishna Deshpande	Independent Director
Dr Shubhada Sandu	Women Director

C Relative to key managerial personnel

Shashank B. Sandu
Dr Shubhada Sandu

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Notes to Consolidated Financial Statements (Contd...)

Transactions with related parties

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2023 to 31 st March, 2024	Balance as at 31 st March, 2024	1 st April, 2022 to 31 st March, 2023	Balance as at 31 st March, 2023
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
A. Remuneration paid to Key Management Personnel [refer note (1) below]							
1	Umesh B. Sandu	Managing Director	Salary and perquisites <i>Balance (Payable)/ Receivable</i>	84.48		84.66	
					(4.79)		(7.06)
2	Shashank Sandu	Non Executive Director	Directors Sitting Fees	-	-	0.51	-
3	Dilip R Salgoacar	Non Executive Director	Director's Sitting Fees <i>Balance (Payable)/ Receivable</i>	-	-	0.44	-
4	Dr Madan L Kapre	Non Executive Director	<i>Director's Sitting Fees</i> <i>Balance (Payable)/ Receivable</i>	-	-	0.51	-
5	Shri K Vinay Kumar	Non Executive Director	<i>Director's Sitting Fees</i> <i>Balance (Payable)/ Receivable</i>	-	-	0.61	-
6	Shubhada P. Sandu	Non Executive Director	<i>Director's Sitting Fees</i>	-	-	0.30	-
7	CA Balram Viswanathan						
8	Adv Ajit Kantak						
9	Dr Krishna Deshpande						
10	Rakesh Parekh	Chief Financial Officer	Salary and perquisites <i>Balance (Payable)/ Receivable</i>	11.69		12.63	
					(0.80)		(0.70)
11	Pratika Mhambray	Company Secretary	Salary and perquisites <i>Balance (Payable)/ Receivable</i>	8.48		6.27	
					(0.30)		(0.52)
12	Vijay Kajarekar	CFO					

Notes to Consolidated Financial Statements (Contd...)

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2023 to 31 st March, 2024	Balance as at 31 st March, 2024	1 st April, 2022 to 31 st March, 2023	Balance as at 31 st March, 2023
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
B. Sale/purchase of goods, services and other transactions							
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Sales of goods*	65.69		34.46	
			Purchases*	(2,326.29)		(2,329.74)	
			Royalty Paid*	(119.47)		(106.62)	
			<i>Balance (Payable)/ Receivable</i>		(10.83)		(296.96)

Note :

- All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances for trade receivable, trade payable and other payables are unsecured. The Company has not recorded any impairment of balances relating to amounts owed by related parties during the year ended March 31, 2024 (March 31, 2023 Nil). The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.
- * Sales, Purchase & Royalty paid figures mentioned are Net of GST .

D. GROUP INFORMATION

List of subsidiary which is included in the consolidation and the Holding Company's effective holding therein is as under:

Name of the subsidiary	Country of incorporation / Principle place of business	Financial year ends on	Holding Company's ultimate holding as at	
			31 March, 2024	31 March, 2023
Sandu Phytoceuticals Private Limited	India	31/Mar	100%	100%

*The Subsidiary company is incorporated on 27th July, 2022.

FY 2023-24

Name of the entity in the Group	Net Assets. i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (₹ In Lakh)	As % of consolidated profit or loss	Amount (₹ In Lakh)	As % of consolidated other comprehensive income	Amount (₹ In Lakh)	As % of total comprehensive income	Amount (₹ In Lakh)
Sandu Pharmaceuticals Limited	100.01	4,059.53	99.96	146.06	100.00	61.49	99.97	207.55

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Notes to Consolidated Financial Statements (Contd...)

Name of the entity in the Group	Net Assets. i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (₹ In Lakh)	As % of consolidated profit or loss	Amount (₹ In Lakh)	As % of consolidated other comprehensive income	Amount (₹ In Lakh)	As % of total comprehensive income	Amount (₹ In Lakh)
Sandu Phytoceuticals Private Limited	0.01	0.27	0.04	0.06	-	-	0.03	0.06
Consolidation elimination and adjustment effect	-0.02	-1.00	-	-	-	-	-	-
Total	100.00	4,058.80	100.00	146.12	100.00	61.49	100.00	207.61

FY 2022-23

Name of the entity in the Group	Net Assets. i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (₹ In Lakh)	As % of consolidated profit or loss	Amount (₹ In Lakh)	As % of consolidated other comprehensive income	Amount (₹ In Lakh)	As % of total comprehensive income	Amount (₹ In Lakh)
Sandu Pharmaceuticals Limited	100.01	3,924.44	100.22	152.39	100.00	56.96	100.16	209.35
Sandu Phytoceuticals Private Limited	0.02	0.66	-0.22	-0.34	-	-	-0.16	-0.34
Consolidation elimination and adjustment effect	-0.03	-1.00	-	-	-	-	-	-
Total	100.00	3,924.10	100.00	152.05	100.00	56.96	100.00	209.01

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Vijay Kajrekar

Chief Financial Officer

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated: 05/06/2024

Place: Mumbai

Dated: 05/06/2024



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Anti-inflammatory



SHUNTHI
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mucosa,
Liquifies phlegm



PIPPALI
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Anti-inflammatory,
Bioenhancer



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Bronchospasm,
Mucolytic



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"HEALTH & HAPPINESS"

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