



## Ind-Swift Laboratories Limited

(A Recognised Export House)

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**Ref: ISLL:CH:2024**

**Date: 6<sup>th</sup> September, 2024**

**The President  
Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai 400 001**

**The Vice President,  
Listing Compliance Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/2, G-Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051**

**BSE Scrip Code: 532305**

**NSE Symbol: INDSWFTLAB**

**Subject: Submission of Annual Report for the Financial Year 2023-24.**

Dear Sir/Ma'am,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2023-24 along with the Notice convening the 29<sup>th</sup> Annual General Meeting of the Company Scheduled to be held on Monday, 30<sup>th</sup> day of September, 2024 at 11:30 A.M through Video Conference (VC)/Other Audio Visual Means (OAVM).

You are requested to kindly take the same on record.

Thanking You

For **IND-SWIFT LABORATORIES LTD.**

**PARDEEP VERMA  
VP-CORPORATE AFFAIRS &  
COMPANY SECRETARY**





# Creating Value

Ind-Swift Laboratories Limited  
Annual Report 2024



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## Disclaimer

The Annual Report contains the facts, figures and details of activities undertaken by the Company during FY 2023-24 in compliance with the various applicable provisions. As on date, some of the facts and figures may not be relevant in view of the Slump Sale Transaction completed by the Company on 18th March 2024, whereby the Company sold its API and CRAMS business and completely exited the API business. Since the Company carried out API business for almost a full year (01-04-2023 till 18-03-2024), the report carries the details of the API business undertaken during the year.

Over the past 29 years, we have established Ind-Swift Labs as a prominent global pharmaceutical brand.

Throughout this journey, we developed the API and CRAMS business, a venture that took decades to build and nurture. Despite facing numerous challenges, it thrived and achieved remarkable success, thanks to the dedicated efforts of our team.

To enhance value further, we undertook the strategic decision to sell our entire API and CRAMS business through a slump sale transaction. This move was driven by our single objective: to unlock value and bolster our capacity for future growth and innovation.

With our robust legacy and financial strength, we are well-positioned to tackle the challenges ahead and focus on **creating substantial value.**



# Why did we sell our business?

We needed to invest in our business. Increase capacities. Widen capabilities. Grow our product basket. To sustain and improve our position in the increasingly competitive API and CRAMs business spaces. For which we needed a sizeable amount of funds.

## This was our Achilles heel.

We were bogged down with debt, which stood at ₹853.22 crore as of March 31, 2023. This was a high-cost debt for which the average interest rate was ~17.50%.

As we endeavoured to scale our volumes, enhance efficiencies, and expand our business, a significant portion of our efforts and resources were consumed by the overwhelming debt burden we carried. This financial strain meant that only a fraction of our hard work and strategic initiatives translated into actual profits.

Consequently, our ability to generate substantial shareholder value was severely hampered. Despite our best efforts, the heavy debt obligations overshadowed our growth potential, leaving us unable to deliver the desired returns and create meaningful value for those who invested in our vision.

# Should you consider this sale as taking a step back?

Our sale is a thoughtful and strategic pause. It is a showcase of our commitment to progress. It is not a portrayal of a setback but reflects a passionate spirit dedicated to continuous improvement and sustained value creation.

Our strategy underscores the importance of adaptability and foresight in business. It highlights the value of stepping back to gain a broader perspective, ensuring every move forward is informed, intentional, and aligned with the dynamic business landscape.

At Ind Swift Laboratories, we have not moved back but have readied ourselves to leap multiple steps forward.

It is  
sometimes necessary  
to take  
one step  
backward  
to take  
two steps  
forward.  
*- Vladimir Lenin*

# How are we moving forward?

## By eliminating the overhang that held us back all these years

If you look at our financial performance over the last three years, our revenue and EBITDA have grown progressively. But at the bottomline, we remained in the red. Debt was the millstone around our neck that eroded operating profits and jeopardised our profitability and value creation capability.

Hence, at the first opportunity, we completely repaid our debt. We have freed ourselves from the compulsion to generate cash to stay afloat. We have armed ourselves with the freedom to do what we want, when we want and how we want.

That mind space will be the differentiator, allowing us to be mindful of our forward steps and take a mindful call on the way ahead.

## By moving up the value chain.

We were in APIs and CRAMs.

Now, we are getting into Formulations.

We are not new to formulations. Our group company, Ind Swift Limited, has been involved in formulations for decades.

Their product basket comprises cephalosporins, quinolones, aminoglycosides, macrolides, chloramphenicol, tetracyclines, sulphonamides, antianaerobics and anti-fungal.

They manufacture various dosage forms, including oral solutions and suspensions; dry syrups and hard gelatin capsules; tablets; dermatological comprising creams, ointments, and gels; eye and ear drops; and injectables.

Through multiple divisions, they market formulations addressing diverse therapeutic segments, such as diabetology, cardiovascular, anaesthesiology, ophthalmology, neuropsychiatry, gynaecology, pediatric, ENT, surgery, internal medicine, dermatology, urology, cardiology, and dental speciality.

## We are amalgamating **Ind Swift Ltd** with **Ind-Swift Laboratories Ltd**

Post amalgamation, we will be a debt-free company that is well entrenched in a high-value business, earning superior profitability margins and has immense cash in hand to be prudently deployed in strategic growth initiatives, which will elevate the business into a new growth orbit.



## STATEMENT FROM THE CHAIRMAN



The current year will mark our focused effort in driving formulation volumes in India and global markets of our presence. We will work tirelessly to entrench ourselves deeper into existing markets even as we strategise to cherry-pick market expansion. We will carefully utilise the funds to widen our product portfolio and opportunity landscape.

*Dear shareholders,*

I am immensely pleased to write to you after yet another eventful year of progress. We are proud to have continued our industry-leading growth momentum through a year that was relentless with unprecedented inflationary pressures, ongoing war and supply chain constraints.

### **FY24 in retrospect**

Our topline scaled from ₹1,185 crore in FY23 to ₹1,273 crore in FY24. Similarly, the EBITDA increased from ₹249.86 crore in FY23 to ₹299.41 crore in FY24. The growth vindicates the accuracy of our strategies and the team's effort toward delivering

value to our customers. It also validates the resilience of our operating model to deliver value in the face of adversities.

Beyond the financials, the year was crucial as we embarked on a new journey of value creation. We completed the sale of

our business to Synthimed Labs Pvt Ltd, a portfolio company of India Resurgence Fund, for ₹1,650 crore.

This sale was critical for our sustenance. As a company. As a group.

Through this strategic sale, we have successfully settled the entirety of the Company's debt, achieving the significant milestone of becoming a debt-free organisation. This accomplishment has not only alleviated the financial burden but also liberated our mental bandwidth, allowing us to focus on innovation and strategic growth.

With our financial obligations behind us, we now possess the necessary resources and freedom to ideate and explore new business opportunities. This newfound flexibility empowers us to delve into high-value ventures, positioning us to capitalise on future growth prospects and drive sustained value creation for our stakeholders.

### **Our new horizon**

We are moving up the pharmaceutical value-chain – into formulations. This is not a new space as our group company, Ind Swift Limited, has been in formulations since its inception in 1986. Over the years, they have established themselves as a respected player in this business space with a huge product offering that addresses important high-growth lifestyle ailments.

Moreover, we entered into two joint ventures in FY23 to launch finished dosages. This strategic initiative is shaping up quite well.

Post merger with Ind-Swift Limited we shall leverage our position as a reliable partner of oral solid dosage forms like tablets, capsules, dry suspension in bottles & granules in sachet & sticks. The Company is also looking at venturing into high value added formulations facility including injectables, hormones.

Keeping pace with the market trends that show a more robust growth for self-administered formulations like Pre-filled syringes, the Company plans to offer Pre-filled syringes as well in the near future.

With an aim to control supply chain; we are looking to set up manufacturing facility in two different geographical locations globally. This will further help us in complying with local requirements and in getting better prices in various markets.

Oncology is the top therapeutic area for drug sales globally. The Company is planning to launch various generic products in Oncology segment. We will continue to work with an aim to make available value added generics soon at patent expiry & out perform our competitors.

India, the pharmacy of the world, is experiencing a compelling growth trajectory with high single-digit growth. Despite challenges in CIS countries, the global reception of Indian pharmaceuticals remains positive. Moreover, the domestic market has exhibited a healthy double-digit growth. These realities position the domestic industry firmly on the path to reach the US\$130 billion mark by 2030.

Despite India's growth as a global pharmacy, there is significant under-penetration in the domestic market, especially in Tier 2/3+ towns and rural areas. A recent report projects that the Indian domestic formulations market will cross ₹5.5 trillion by 2034, growing at a CAGR of 10%. The report also states that about 30% of volume contribution will accrue from Trade Generics and Jan Aushadhi channels over the next decade.

These and other credible information on the potential of the domestic formulation market herald brighter prospects for the Company.

### **Our blueprint**

The current year will mark our focused effort in driving formulation volumes in

India and global markets of our presence. We will work tirelessly to entrench ourselves deeper into existing markets even as we strategise to cherry-pick market expansion. We will carefully utilise the funds to widen our product portfolio to widen our opportunity landscape.

### **In closing**

As we advance positively towards our aspirations, I would like to express my gratitude for your unwavering trust and confidence in our journey. Your continued support has been instrumental in our progress, and we deeply value the faith you have placed in us.

Looking ahead, I am confident in our ability to deliver sustained and progressive growth in shareholder value year after year. We remain committed to leveraging our strengths, exploring new opportunities, and driving innovation to consistently create and enhance value for our esteemed shareholders.

Warm regards

**N R Munjal**  
Chairman & Managing Director

# What we have left behind?

## A legacy of achievements

We were ranked among the top 10 independent merchant API businesses in India.

We possessed one of the largest cumulative reactor capacities in North India.

Our facilities were approved by some of the leading global regulators, namely USFDA, EU-GMP, EDQM, NMO, KFDA, PMDA, ANVISA, ANSM, Cofepris, TGA and WHO, among others.

We marketed our products to some of the most advanced and quality-conscious markets: the United States, Japan, Korea, the European Union and Brazil.

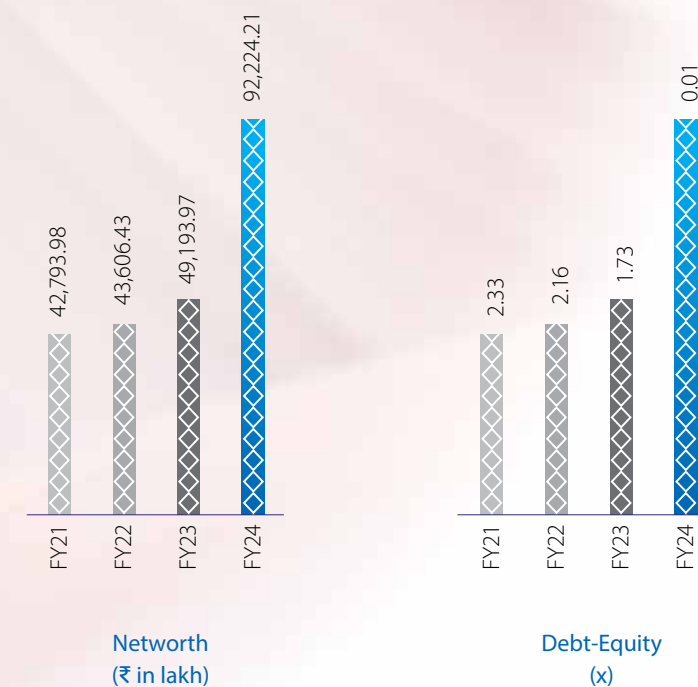
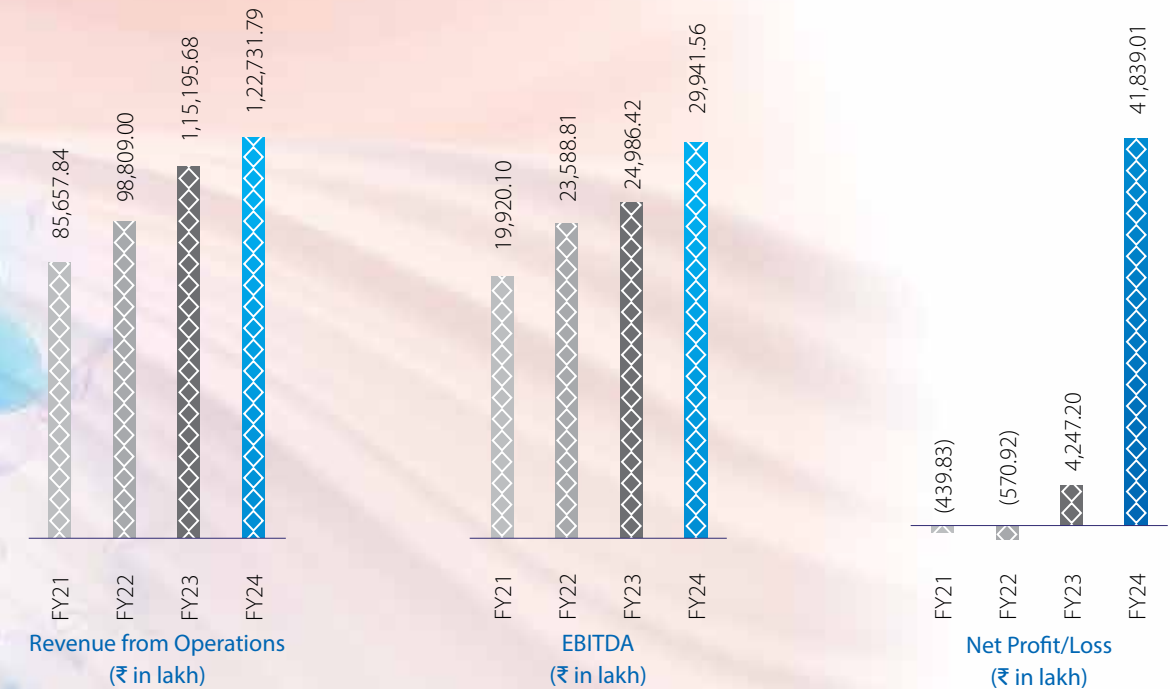
We elevated ourselves to a global leadership position in the macrolide antibiotic segment.

We were honoured with the "Asia's Best Company of the Year 2022" Award by Berkshire Media LLC, USA.

We qualified for the assessment criteria of EcoVadis and attained the "EcoVadis Bronze Medal" in 2022 for our sustainable process flows in the domains of Environment, Safety, HR, Labour, Ethics and Procurement.

**70%**  
More than 70% of our revenue accrued from exports

## A showcase of passionate effort







# Management Discussion & Analysis

## ECONOMIC OVERVIEW

The economic landscape remained resilient despite facing considerable headwinds.

### Global Economy

Against all odds, the global economy has coped with a turbulent world. Not only did it endure, but it also flourished in the face of adversity. The key trends that played out during the year were

#### Positive trends

**Positive growth momentum:** Global economic growth has remained robust in 2023. Consumer spending patterns in China have returned to normal. In the US, economic expansion has accelerated owing to several factors, the primary among them being unexpectedly strong consumer spending. The global economy is estimated to have grown by 3.2%.

**Inflation cooling and steady job market:** Employment and income growth have remained stable because strong demand and supply conditions have supported major economies, despite the aggressive stance by Central Banks across the world in raising interest rates to reign in inflation. By late 2023, overall inflation approached its pre-pandemic levels in most countries. As global inflation decreased from its highest point, economic activity grew steadily, countering fears of stagflation and a global recession.

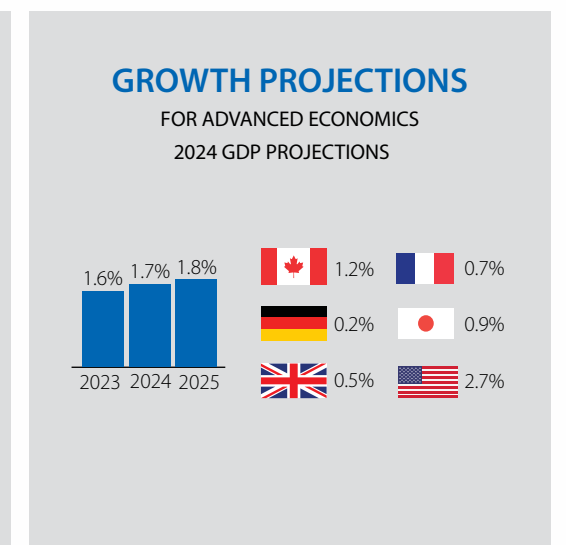
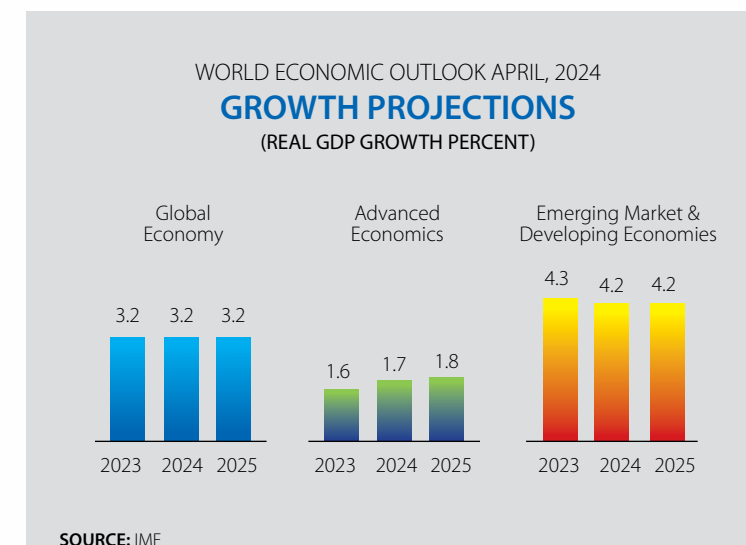
#### Prevailing challenges

**Trade drop:** Global trade value declined by 3% in 2023. This decrease is largely due to disruptions in major trade routes, including

the Panama Canal, Black Sea, and the Red Sea, caused by climate change-related drought affecting water levels in the canal route and sudden human conflict arising from geopolitical fragilities.

#### Outlook

Global growth is expected to proceed at the same rate in 2024 due to the reduction of fiscal support and the ongoing long-term impacts of the COVID-19 pandemic and Russia's invasion of Ukraine.







### Indian Economy

India gained the global spotlight for its impressive growth potential and performance.

**India's GDP Outpacing Expectations:** India's GDP grew by 8.2% in FY 24, mainly driven by strong growth in the manufacturing sector. This sector experienced a notable growth of 9.9%, highlighting its critical contribution to the country's economic expansion.

#### Positive trends

A series of positive developments supported the improvement in India's economic health.

**Proactive measures led to easing retail inflation:** In FY 24, India managed to keep retail inflation at 5.4% in FY24, marking the lowest level since the Covid-19 pandemic period. This achievement positions India's retail inflation below the averages observed in emerging market and developing economies (EMDEs) and the global average. The reduction in retail inflation was primarily attributed to a decline in core inflation, encompassing goods and services.

**A boost to India's foreign exchange reserves:** India's foreign exchange reserves experienced an increase during FY24. According to the Reserve Bank of India (RBI), the reserves rose by USD 68.0 billion nominal, including valuation effects. This growth was primarily driven by substantial inflows from foreign portfolio investments and banking capital.

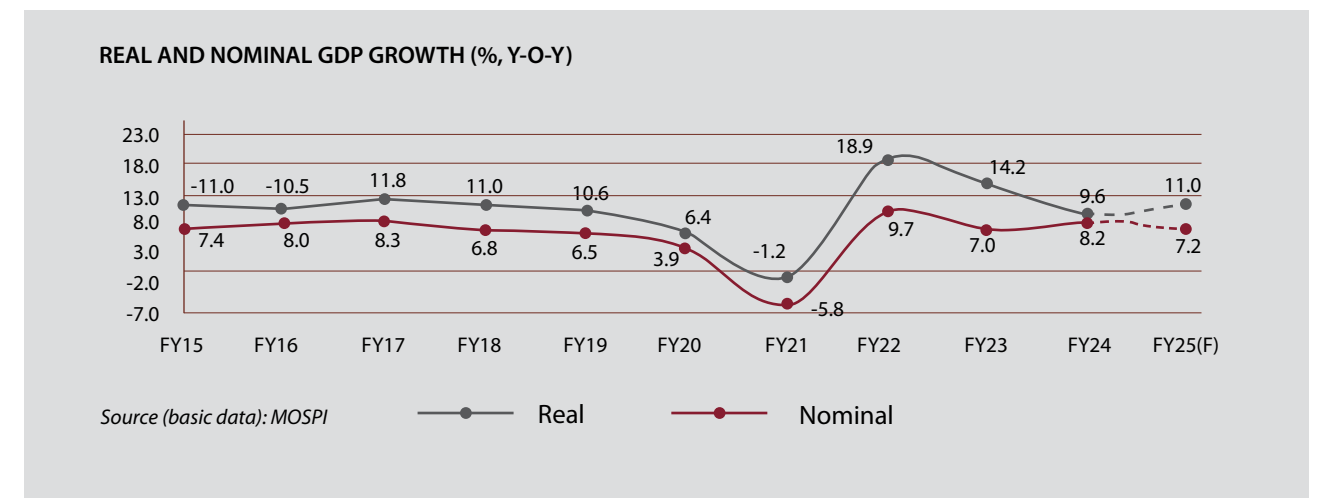
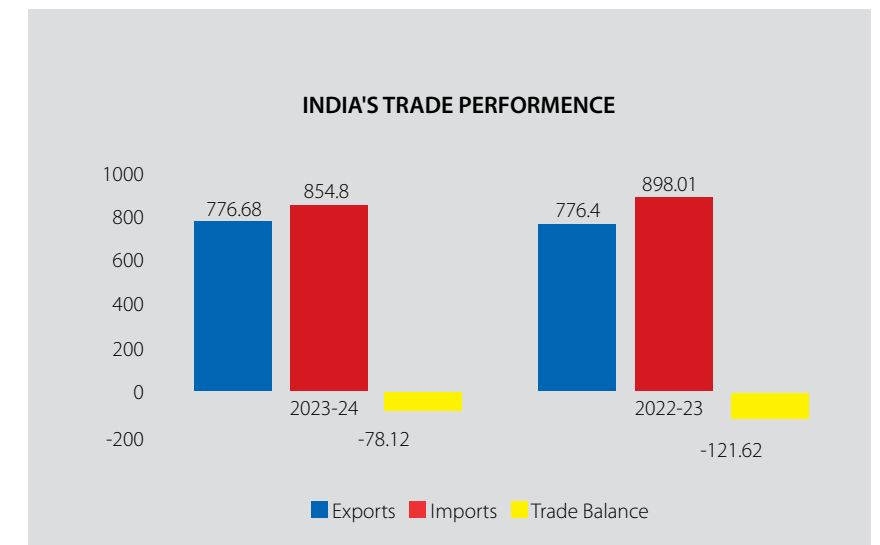
**India's export surge:** India achieved a record high in exports, reaching US\$776.68 billion. Although this figure represented a slight increase from the

previous year's record of US\$776.40 billion, it was bolstered by a robust performance in services exports. This growth in services exports effectively offset a 3.11% decline in merchandise exports, contributing to the record-setting total.

**Goods and services tax soar:** Revenue collection from Goods and Services Tax (GST) saw a significant increase of 11.7% during FY24, reaching ₹20.18 lakh crore. This substantial rise reflects a strong GST revenue performance and a positive tax collection efficiency trend.

#### Outlook

India's GDP is expected to grow at a rate of 7.2%, driven by heightened consumer confidence that is anticipated to boost spending and foster increased investments. However, the ongoing heatwave poses a potential risk to economic growth and inflation, potentially impacting overall economic performance.



## THE PHARMA SECTOR

This business space has and will forever remain relevant to mankind. Progress is a natural outcome.

### The Global Pharma Market

The global pharmaceutical market, measured by list prices, is projected to expand at 5-8% CAGR through 2028, reaching approximately US\$2.3 trillion. However, actual manufacturer net sales are likely lower due to confidential rebates, government-mandated discounts and clawbacks. The use of medicines remained flat in 2023 but is expected to grow 2.3% annually over the next five years (up to 2028).

### Region-wise trends in medicine growth:

Growth in medicine use has been more pronounced in Latin America and Asia compared to other regions, a trend expected to persist through 2028. Medicine consumption varies by GDP, with higher per capita use in wealthier countries than lower-income nations. Japan and Western Europe exhibit more than double the per capita medicine use compared to many other regions. When adjusted for population size, per capita medicine use is forecasted to increase across all regions except Africa and the Middle East. Globally, based on defined daily dose (DDD) estimates, the volume of medicines used has grown by 414 billion DDDs over the past five years (2018-2023), with an additional increase of 400 billion DDDs expected by 2028.



### Trends

In 2023, the pharmaceutical industry was primarily focused on the Inflation Reduction Act (IRA), mergers and acquisitions, obesity treatments, and artificial intelligence (AI).

While these topics will continue to be relevant, new trends are set to become prominent in 2024 and beyond:

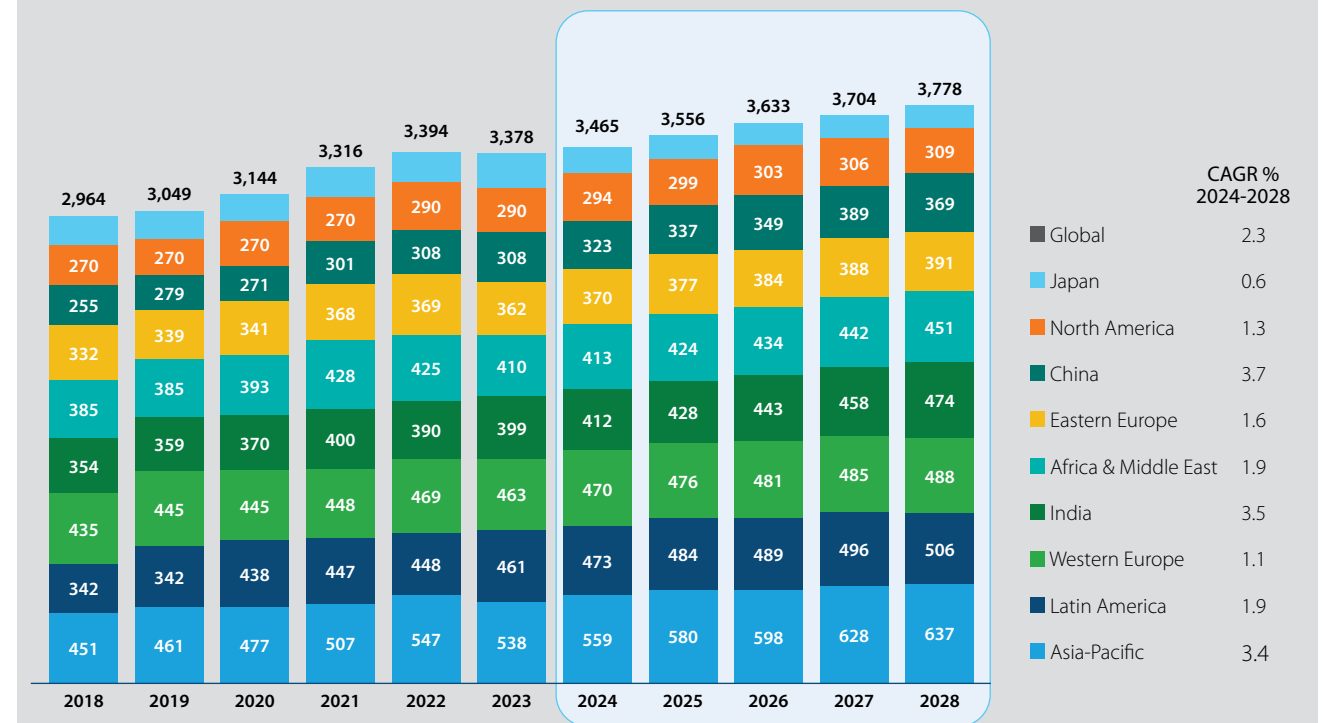
**Strategic Shifts and Spin-offs:** Some pharma companies have separated their generic businesses to focus more on their innovative product lines. With the ongoing influence of the IRA on pricing, biopharma companies are expected to further refine their portfolios and business strategies in 2024.

**Implementation of GenAI:** 2023 marked the initial exploration of Generative Artificial Intelligence (GenAI) within the pharma industry. In 2024, companies will start actively applying GenAI to select high-impact areas. They will focus on choosing relevant data sets, adapting AI for medical applications, developing governance frameworks, and evaluating the return on investment (ROI) for widespread adoption.

**Trends in R&D:** In 2023, funding for R&D made a strong recovery following a significant decline from the highs of 2020-21. Although deals have decreased, high-profile and high-value transactions reflect strong investor and innovator interest in next-generation therapies. Large pharmaceutical companies reported a record R&D expenditure of US\$161 billion in 2023, marking a nearly 50% increase since 2018 and reaching a historic high of 23.4% of their net sales.

**Use of technology:** Advances in AI, machine learning, and other advanced analytics are increasingly being leveraged in life sciences, with a significant focus on drug discovery and patient cohort identification, among other areas. In 2023, over US\$12 billion was invested in life sciences deals involving AI, machine learning, or advanced analytics—more than double the amount invested in the previous two years.

EXHIBIT 1: HISTORICAL AND PROJECTED USE OF MEDICINES BY REGION, 2018-2028, DEFINED DAILY DOSES (DDD) IN BILLIONS



Source: IQVIA Institute, Dec 2023.





From FY18 to FY24, the sector exhibited a robust ~ 8% CAGR. This surge was underpinned by an 8% increase in exports and a 7% rise in the domestic market.

### Indian Pharma Market

India's pharmaceutical sector is a major global supplier of affordable generic medicines and vaccines.

The country has the largest pharmaceutical companies with US Food and Drug Administration (USFDA) compliant facilities outside the United States. Nearly 8 of the 20 leading global generic drug companies are Indian, and over 55% of India's pharmaceuticals are exported to highly regulated markets.

### Competitive edge

**The Indian pharma companies have an edge over their developed and emerging market peers due to:**

**Robust Infrastructure:** India offers well-established infrastructure facilities that meet US Food and Drug Administration (USFDA) and World Health Organisation (WHO) standards.

**Cost Advantages:** The country benefits from lower production costs, with 40-70% less drug manufacturing expenses and labour costs averaging 60-70% lower than developed countries.

**Affordable R&D:** India hosts nearly 3,000 pharmaceutical companies, including seven ranked among the top 100 worldwide by revenue, contributing to reduced research and development costs.

### Performance

The pharmaceutical industry exhibited robust growth in FY24, expanding by 9% to reach an estimated US\$ 54 billion (₹4.48 lakh crore). This growth trajectory was driven by domestic and export market performance.

Exports contributed significantly to overall growth, registering a 10% year-on-year increase. The regulated markets, which constitute approximately 60% of total exports, demonstrated particularly strong performance with an 11% growth rate. Conversely, the semi-regulated and unregulated markets, recovering from a 3% contraction in FY23 due to geopolitical challenges, rebounded with a 7% growth rate.

Domestically, the market expanded by 9% compared to the previous fiscal year, indicating consistent demand within the country.

Domestic growth was driven by enhanced demand for acute and chronic segments, price revisions allowed by the National Pharmaceutical Pricing Authority (NPPA), and the launch of new products, all of which positively impacted revenue. Specific therapies like cardiac, diabetes, and central nervous system (CNS) disorders recorded over 10% growth

Exports thrived in the North American

market, accounting for 40% of India's pharmaceutical exports. Factors such as eased pricing pressures, renewed biotech funding, and deeper penetration in generics drove a 13% growth rate in North America. European, African, and Asian markets also reported healthy growth rates between 7% and 8.5%.

Over the next five years, the loss of exclusivity (LOE) in the US markets presents a sizeable opportunity of over US\$100 billion for generic companies.

The Indian pharmaceutical landscape is undergoing a strategic transformation. Traditionally a dominant force in the US generics market, domestic companies are adopting a more selective approach to Abbreviated New Drug Application (ANDA) filings. This shift is primarily attributed to intensifying competition and escalating development costs.

This strategic recalibration results in a moderated competitive environment within the US generics sector. Reduced competitive pressure has consequently tempered the rate of price erosion, a historical hallmark of the market. Moreover, this strategic pivot has fostered a greater emphasis on critical drug development, ensuring a consistent supply of essential medications.

### Active Pharmaceutical Ingredient (API)

The Active Pharmaceutical Ingredient (API) is the essential, biologically active substance in medications responsible for their therapeutic effects. APIs can be either chemically synthesised or derived from natural sources and are crucial to the global pharmaceutical supply chain, forming the core of drug development and production. As the pharmaceutical industry advances with new therapies and innovative delivery methods, the need for advanced APIs is expected to rise.

**Global API market:** The global active pharmaceutical ingredients market size was estimated at \$237.47 billion in 2023 and is expected to grow at a compound annual growth rate (CAGR) of 5.75% from 2024 to 2030. The API market is influenced by various factors, such as expanding capacity in the pharmaceutical and biopharmaceutical industries, the growing reliance on generics and medical expertise, advancements in API manufacturing technology and the ageing global population.

**Domestic API market:** India relies heavily on imports for APIs. However, the government's Production-Linked Incentive (PLI) schemes have reduced some of this dependency by bolstering domestic manufacturing of some antibiotics. India has started the production of 22 active pharmaceutical ingredients (API) or bulk drugs used for manufacturing life-saving drugs and high-end medical devices like CT scans and MRI machines under the PLI scheme.

Between FY22 and FY24, API imports increased at 2.3% CAGR, compared to 5.9% for exports, making India a net exporter of API. In FY24, API exports totalled ₹39,632 crore, while imports were ₹37,722 crore.

Major domestic pharmaceutical companies are considering demerging their businesses. This strategy aims to improve profitability for API operations and capitalise on the scale of API manufacturing to reach a broader customer base beyond just captive consumption.

*Source*  
<https://www.businesstoday.in/union-budget/story/economic-survey-2024-indias-pharma-exports-surge-to-279-billion-api-imports-pose-challenge-438177-2024-07-22?onetap=true>

**Formulations:** Industry experts project the domestic pharmaceutical formulations market will be worth ₹5.5 trillion by 2034, growing at 10% CAGR. A shift from doctor-branded prescriptions to a more diversified marketing mix driven by strict quality regulations and streamlined supply is predicted.

As life expectancy rises in the country, lifestyle-related diseases are on the rise, and this growing awareness and increased access to treatment are expected to drive sector growth.

Government-run Trade Generics (TGx) and Jan Aushadhi Kendra stores are projected to account for around 30% of the pharmaceutical market over the next

decade. However, branded generics (BGx) are anticipated to maintain 65-70% of market value, with an 8% plus CAGR.

Although the channel shift might lead to a slight contraction in EBITDA margins, this can be compensated by cost-saving strategies such as streamlining medical representative numbers and cutting back on free samples and doctor-related expenditures.

Pharmaceutical companies will likely diversify their portfolios by developing new chronic and lifestyle therapies or exploring related fields like over-the-counter (OTC) products, point-of-care diagnostics, medtech, and nutraceuticals. Increased competition in the OTC sector, currently dominated by multinational firms, is driving Indian pharmaceutical companies to adopt more aggressive strategies.

*Source*  
<https://www.businesstoday.in/industry/pharma/story/indian-pharma-industry-eyes-9-annual-growth-on-strong-domestic-and-export-markets-says-report-435213-2024-06-30#:~:text=In%20FY24%20alone%2C%20the%20industry,on%20year%20growth%20in%20FY24>



## About Ind-Swift Laboratories

Ind-Swift Laboratories Ltd. is one of the leading manufacturers of APIs catering to global and domestic formulators. Based in Chandigarh, India, the Company operated two advanced manufacturing facilities in Derabassi and Jammu, adhering to international standards.

Ind-Swift Laboratories Ltd. is recognised globally as a leader in the Macrolide Antibiotic sector, and its products are well-regarded by major pharmaceutical formulators worldwide.

Towards the close of FY24, the Company sold its complete API business under a slump-sale deal to PI Industries, completed on March 18, 2024.

## Research & Development

Ind-Swift Laboratories Limited has a state-of-art, DSIR recognised Research and Development Centre located at Mohali. Process Development laboratories are part of the R&D Centre as well as located at the Derabassi manufacturing site to extend support during the operations.

The Research and Development (R&D) Centre has been a sustainable pillar and torchbearer, carrying out research and supporting the organisation's future growth.

By virtue of its long journey, constant efforts, and striving for excellence, the company has built an API pipeline across all major therapeutic segments.

Some APIs are in the development stage, and others are commercialised or under validation at a plant scale.

By the end of the year, The Company sold its entire API and CRAMS business to Synthimed Labs Limited under the Slump Sale Transaction. With the API and CRAMS business transfer, the R&D centre and all Intellectual Property Rights (IPRs) as developed and registered by the Company have been transferred to Synthimed Labs Limited. An overview of the activities undertaken by the R&D during the year 2023-24 is, however, summarised:

The centre is involved in the research work in the mentioned 03 major segments:

- New API Development (Generic) to ensure the continuous pipeline and sustainable growth.
- Process Improvement of existing commercial APIs in terms of quality, cost, evolving regulatory requirements, and capacity.
- Contract Research and Manufacturing (CRAMS) in the field of API / Pharma intermediate and Non-pharma material science products.



### A) New API Development:

A brief overview of the new APIs commercialised at the plant and under development at R&D is given below:

**Sitagliptin Phosphate Monohydrate** - One of the promising molecules in the anti-diabetic segment, wherein the product has been validated at plant scale and launched in the Indian market in July 2022 after the expiry of the patent. Launch in regulatory markets is scheduled post-patent expiry.

**Sitagliptin Hydrochloride** - A salt-differentiated product is under development at R&D, specifically for the Japanese market.

**Pazopanib Hydrochloride** - Process validation at lab and plant scales has been completed. ODMF is available, and customer seeding has been initiated.

**Ibrutinib** - Process validation at both lab and plant scales has been completed. Customer seeding is initiated.

**Ivabradine Alpha Form** - Process validation at both lab, scale and plant scale has been completed, and customer seeding efforts are ongoing to launch this product post-patent expiry.

**Ivabradine Epsilon Form** - This is a differentiated salt of Ivabradine developed to cater for the requirements of a European customer wherein process validation at lab and plant scales have been completed.

**Lisdexafetamine Dibesylate** - ISLL has developed a salt-differentiated product to launch in certain EU countries, wherein process validation is performed at the lab and plant scales have been completed. Supplies to customers have also been made.

**Donepezil Base** - Process validation at lab and plant scales have been completed. This product has got niche usage in the form of transdermal patches.

**Clopidogrel Besylate** - ISLL has developed another salt-differentiated product to launch in certain EU countries. Process validation at lab and plant scales has been completed. CEP filing activity is ongoing.

**Mirabegron** - The Technology of this new API has been transferred from R&D; Process validation at the plant is also completed. Stability studies per ICH are initiated. Customer seeding has started. ISLL has an edge in supplying EP-compliant API.

**Bempeidic Acid** - Technology of this API has been transferred from R&D; Process validation at the plant up to the N-1 stage is completed. Validation of the last stage, i.e. API process, is also scheduled. The quality of ISLL's API is superior to other competitors due to the use of CAD detectors for impurity and content analysis as used by innovators.

**Eltromobopag Olamine** - The technology for this API has been transferred from R&D; process validation at the plant has also been completed. Stability studies per ICH are initiated. Customer seeding has started.

**Ivacaftor** - All the developmental work is completed, and the process validation at the lab scale is set to be executed.

**Tegoprazan** - New API wherein the development part is completed; under process standardisation; being developed for the Korean market.

### B) Process Improvement of existing commercial APIs:

Continuous improvement is the key to enhancing the customer portfolio and competitive existence in global markets by offering better products in terms of quality, pricing, and regulatory compliance.

ISLL has a dedicated process development and improvement team involved in process and operational improvements to existing commercial products. Process development labs also extend support on a day-to-day basis to the commercial projects running in the plant in terms of troubleshooting, alternate vendor development and RM performance trials.

### C) Contract Research and Manufacturing (CRAMS)

The company is in the process of continuously strengthening its CRAMS portfolio with commercial supplies of multiple new and existing products to a reputed US organisation from the CRAMS SBU of the parent company.



## OUR GLOBAL MARKETS – PROSPECTS AND POSITION



### USA

The global generic drugs market size reached US\$ 367.1 Billion in 2023. Going forward, the market is expected to reach US\$ 628.0 Billion by 2032, exhibiting a growth rate (CAGR) of 5.96% during 2024-2032. The U.S. generic drugs market was valued at USD 133.85 billion in 2023 and is projected to reach US\$ 190.64 billion by 2032, growing at a CAGR of 3.6% from 2024 to 2032. The market is mainly driven by the increase in the incidence of chronic diseases, rising healthcare costs and expiring drug patents. Expirations of patents on branded drugs fuel the market growth by allowing more generic versions to enter the market. Supportive government policies promoting the use of generic drugs to reduce healthcare spending also contribute positively to market growth.

A generic drug is a pharmaceutical product that is bioequivalent to a brand-name drug in terms of dosage, strength, safety, efficacy, route of administration, and intended use. It is produced and marketed after the patent protection of the original brand-name drug expires. These medications contain the same active ingredients as their brand-name counterparts and undergo rigorous testing by regulatory authorities to ensure their quality, safety, and effectiveness. Generic drugs offer several advantages, including lower cost, increased accessibility, and greater affordability, making healthcare more affordable and accessible to a wider population. They play a crucial role in providing cost-effective alternatives to brand-name drugs, promoting competition in the pharmaceutical market, and enhancing the overall efficiency of healthcare systems in the United States.

The easy availability and affordability of the product majorly drive the market in the United States. In line with this, the increasing number of expired patents significantly contributes to the market. Apart from this, with the rising cost of healthcare, including prescription medications, payers and healthcare providers seek to promote the use of generic drugs to contain expenses, thus catalysing the market. Moreover, numerous government initiatives encourage the use of generic drugs by providing incentives and lower reimbursement rates for generic prescriptions, thereby creating a positive outlook for the market. Besides, the ageing population in the United States requires a larger volume of medications. Additionally, the expiration of patents for several blockbuster drugs creates growth opportunities for generic manufacturers.

**Ind Swift's position:** Ind Swift is a leading Indian Pharmaceutical Company that plays a crucial role in the US generic industry by supplying APIs. The company's manufacturing facility is USFDA-approved, ensuring the quality and safety of its products.

During the current year, Ind Swift has continued with the commercial supplies of multiple APIs for North America, demonstrating its commitment to the region. The company is making significant progress with its plans, including the execution of manufacturing and supply agreements with North American generic pharmaceutical companies, which is a testament to its growing presence in the market.

The company is continuously strengthening its CRAMS portfolio with commercial supplies of multiple new and existing products to a reputed US organisation from the CRAMS SBU of the parent company

### ASIA PACIFIC

The global generic API market is projected to grow from US\$163.5 billion in 2024 to US\$238.3 billion by 2029, at a CAGR of 7.8%. The Asia Pacific region leads this growth, driven primarily by China's rapid expansion.

Key factors contributing to this growth include increased investments in healthcare infrastructure and R&D, supportive government policies, and innovative strategies by pharmaceutical companies such as in-licensing, out-licensing, and strong stakeholder engagement. The substantial and growing demand for affordable medicines in populous countries like India and China further fuels this market expansion.

**Ind Swift's position:** It has steadily grown, enhanced its presence in multiple countries, and ventured into several new therapeutic areas with remarkable demand.



### CHINA

The Chinese government is promoting generic drugs to reduce healthcare costs and improve medication access. This has increased demand for high-quality, cost-effective Active Pharmaceutical Ingredients (APIs), which Indian manufacturers are well-equipped to supply. China's National Medical Products Administration (NMPA) has made market entry easier for foreign companies.

**Ind Swift's position:** Ind-Swift Labs has strategically targeted the Chinese market, emphasising volume sales and competitive pricing. It has secured seven IDLs, with one product in the commercial stage and six approved for developmental supply. Another product is under review for final approval. With China's pipeline exceeding 700 molecules, ISLL's efficient regulatory and marketing strategies provide a competitive edge.



### JAPAN

The Indian generic API business in Japan has grown 10-15% annually, driven by cost advantages, quality improvements, strategic partnerships, and favourable regulations. Japan's ageing population and high chronic disease rates increase the demand for affordable generics. Indian pharmaceutical companies are forming joint ventures and alliances with Japanese firms to ease market entry and distribution and tackle regulatory challenges. Additionally, Indian companies are investing in Japanese firms to strengthen market presence and integration.

**Ind Swift's position:** Successful regulatory approvals have bolstered ISLL's reputation, enabling access to generic and innovator companies. With commercial supplies of over five products, ISLL remains committed to its strategy, supported by regulatory backing, cost advantages, and quality improvements. The product portfolio expansion, including new API developments, is expected to be completed by the end of 2025.



### TAIWAN

Taiwan's healthcare system has increasingly adopted generic drugs to manage costs and improve access, boosting demand for high-quality, cost-effective APIs. The competitive pharmaceutical market, with many domestic and international players, is growing at a 5-8% CAGR.

**Ind Swift's position:** The Company has expanded its market share in Taiwan through successful product launches and a newly approved molecule. It also plans to introduce several in-demand molecules.



### SOUTH KOREA

The South Korean government has been actively supporting the use of generic drugs. The Indian generic API sector has grown strongly due to government support and cost advantages. Future success depends on partnerships, innovation, and maintaining high-quality standards.

**Ind Swift's position:** By leveraging its capabilities, the Company has registered a new product in addition to its existing 10 KDMFs. It remains focused on complex molecules nearing patent expiration. This approach aims to secure a significant market share of over 80% for five key products. Furthermore, the Company is actively exploring new products to strengthen its position in the market further.



### VIETNAM, PHILIPPINES AND INDONESIA

Ind-Swift Labs has maintained the market share of its top-selling products despite supply chain challenges and is exploring new molecules for further expansion.

### SAARC REGION

The significant increase in demand for key APIs, especially Clopidogrel Bisulfate and Nitazoxanide, has been crucial in fuelling growth across various countries in the SAARC region.



### BANGLADESH

The Bangladeshi API market is poised to reach a substantial value of USD 1.4 billion by the end of 2025. The country currently boasts a comprehensive portfolio of over 500 generic drugs, reflecting a growing demand for various medications within the local market. While these positive trends are encouraging, recent market instability, exacerbated by inflation and fluctuating dollar exchange rates, has presented challenges for Indian exporters. However, these factors also offer strategic adaptation and innovation opportunities, potentially benefiting those who can effectively navigate the evolving economic landscape.

**Ind Swift's position:** Ind-Swift has maintained its presence in Bangladesh despite market challenges through its long-standing relationships and key exports. Exports of APIs such as Nitazoxanide and Clopidogrel have helped maintain the growth momentum. The company is focused on increasing its market share with products like Ezetimibe, Mirabegron, and Eltrombopag.



### NEPAL

Nepal has gravitated towards niche therapeutic areas, such as alcohol abstinence. ISLL remains committed to maintaining its reputation despite supply challenges.



### PAKISTAN

The Pakistani market has demonstrated signs of recovery following a prolonged economic decline. Recent trends indicate a gradual stabilisation and positive growth, suggesting that the market is emerging from challenging conditions and experiencing renewed vitality.

**Ind Swift's position:** ISLL continues encountering challenges associated with Pakistan's reliance on Chinese suppliers due to a preference for the lowest bidder. However, Ind-Swift's longstanding business relationships serve as a valuable asset, offering opportunities for growth through established marketing channels.





**EUROPE**

The European pharmaceutical market, the world's second-largest, is expected to grow significantly due to upcoming patent expirations of major drugs. Key products like Lisdexamphetamine, Ezetimibe, and Ivabradine are anticipated to drive revenue growth across Europe in the coming years.

**Ind Swift's position:** The Company has partnered with leading generic companies to supply key molecules such as Lisdexamphetamine, Ezetimibe and Atorvastatin and meet customer needs, focusing on building long-term relationships and achieving financial targets.

**LATAM REGION**

The API market is projected to grow at about 6.73% CAGR between 2024 and 2028. This growth is driven by increasing demand for generic and innovative APIs, evolving manufacturing scenarios, and a focus on core competencies within the pharmaceutical sector. Despite disruptions caused by the Ukraine-Russia war, factors such as a rising population and increased R&D investments have enabled Ind-Swift Labs to maintain its market position with a diverse product range in this region.

**BRAZIL**

Brazil, with the largest population in LATAM, leads the region's pharmaceutical market. It is valued at USD 17.9 billion in 2022 and is projected to grow to USD 42.9 billion by 2032, with a 10.20% CAGR from 2023 to 2032. Strengthening the domestic pharmaceutical sector aims to reduce reliance on imports and branded drugs. The rising prevalence of diseases like diabetes, CNS disorders, and respiratory conditions is expected to drive demand for complex medical treatments and pharmaceutical products.

**Ind Swift's position:** Ind-Swift Labs has maintained a steady market share for products such as Clarithromycin and Atorvastatin in 2023-24. With several products expected to lose exclusivity this year, ISLL has increased opportunities to expand its market presence.



**MEXICO**

Mexico, the second-largest pharmaceutical market in Latin America, has boosted its sector with a rise in low-cost generics, supporting economic growth. However, challenges like inflation, rising energy costs, and reliance on government tenders remain obstacles.

**Ind Swift's position:** ISLL maintained steady sales in FY 23-24 by engaging in tender and non-tender business. Their new product developments are expected to strengthen their presence in the Mexican market.



**ARGENTINA**

Argentina's pharmaceutical sector is the third-largest in Latin America. Over 20 laboratories hold 70% of the market share. The healthcare system, managed by PROGRAMA DE ATENCIÓN MÉDICA INTEGRAL (PAMI), covers over 40% of the country's medical needs and provides subsidies for the elderly.

**Ind Swift's position:** Despite economic instability and currency devaluation, ISLL maintained a strong market presence in FY24 by reliably supplying key products like Clarithromycin, Clopidogrel, Ezetimibe, and Atorvastatin. They plan to launch new products to sustain and enhance their market position.







**COLUMBIA**

Colombia's healthcare market is growing due to increased public funding and reliance on imported active pharmaceutical ingredients. New laws and INVIMA regulations have positively impacted industry growth.

**Ind Swift's position:** Though Colombia's market share in LATAM is smaller, it remains active with top imports like Atorvastatin, Clopidogrel, Fexofenadine, and Nitazoxanide from ISLL in FY 23-24. ISLL plans to sustain success through timely deliveries via partner channels.

**MEA REGION**

The pharmaceutical market in the Middle East and Africa (MEA) has surpassed US\$25 billion, growing at an 8% CAGR. Strategic portfolio consolidation/diversification, epidemiological data, and pharmacoeconomic factors drive this growth. GCC countries contribute significantly through patent protections and high-value branded products. In contrast, several African countries impact market volume by selling lower-priced generics due to a lack of patent protections, improving local access.

**Ind Swift's position:** ISLL has achieved significant market penetration in the MEA region by leveraging government tenders to distribute essential life-saving drugs. They operate in KSA, Egypt, Jordan, Iran, Oman, and the UAE and have secured projects in Tunisia, Morocco, and South Africa.



**KINGDOM OF SAUDI ARABIA (KSA)**

The Saudi Arabia API market is projected to grow at a 1.85% CAGR from 2024 to 2032, driven by rising chronic diseases and personalised medicine. The Kingdom has around 50 pharmaceutical factories, meeting 28% of API needs by value and 42% by volume, with exports totalling 1.5 million Saudi Riyals.

**Ind Swift's position:** ISLL's growth is driven by a steady supply of Clarithromycin powder and Fexofenadine. Collaborations with Tabuk and partnerships with SPIMACO, Jamjoom, and SAJA are expected to increase their market share further.



**EGYPT**

Egypt's pharmaceutical sector is growing three times the regional average, ranking second in market value in the Middle East and leading in volume. Strengthened regulations, new technologies, and innovative marketing could boost exports to US\$5 billion by 2030, with imports mainly from India and China.

**Ind Swift's position:** ISLL has rebounded after previous financial struggles. For FY 23-24, key contracts and development programs have driven strong sales of Clarithromycin, Fexofenadine, and Atorvastatin. However, rising competition and potential disruptions from the Israel/Palestine conflict and Red Sea route issues could impact supply and increase logistics costs.



**JORDAN**

Jordan's pharmaceutical and healthcare sector is rapidly growing and is driven by a skilled workforce, advanced medical technology, and excellent facilities. Contributing about 4% to GDP, over 80% of its products are exported, making it the country's second-largest industry.

**Ind Swift's position:** This market is one of ISLL's largest in the MEA region. Partnerships with major buyers of Clarithromycin, Clarithromycin Granules, Atorvastatin, Clopidogrel, and Fexofenadine have ensured strong revenue. ISLL is optimistic about expanding its market share through ongoing development discussions.



**IRAN**

Iran's pharmaceutical manufacturing has grown, but market value remains low due to reliance on imported raw materials. Western sanctions and involvement in the Israel/Palestine conflict have worsened political and economic stability, causing foreign currency shortages and challenging business operations.

**Ind Swift's position:** FY24 has been challenging for ISLL, but strategies are being assessed. Key developments include Lisdexamfetamine and Ezetimibe, which are expected to yield positive results soon.

**OTHER MARKETS**

ISLL is growing in Oman, UAE, Lebanon, Tunisia, Algeria, and Morocco thanks to its reliable supply chain and tailored customer approach. The company develops and approves new products for future growth and profitability.



## FINANCIAL PERFORMANCE

Despite facing significant challenges, the Company delivered an exceptional financial performance in FY24. The increasing market demand for the Company's products played a pivotal role in driving substantial revenue growth. The revenue increased from ₹115,195.68 Lakhs in FY23 to ₹122,731.79 Lakhs in FY24, marking a commendable improvement. Export revenue also saw a notable increase, rising from ₹88,592.73 Lakhs to ₹94,995.26 Lakhs during the same period. This growth was fueled by higher volumes for existing products and successful new product launches in select international markets, which significantly contributed to the overall volume increase.

### Enhanced Profitability and Cost Management:

The Company's focus on efficient cost management yielded impressive results, as reflected in the improved profitability. EBITDA saw a remarkable growth of 19.83%, increasing from ₹24,986.42 Lakhs in FY23 to ₹29,941.56 Lakhs in FY24. Additionally, the Company achieved a significant turnaround at the pre-tax level, reporting a Profit Before Tax (PBT) of ₹57,747.09 Lakhs in FY24, compared to ₹7,919.78 Lakhs in FY23. As a result of these efforts, the Company's Net Worth surged from ₹49,193.97 Lakhs as of March 31, 2023, to ₹92,224.21 Lakhs as of March 31, 2024.

### Strategic Transaction and Business Restructuring:

In a strategic move, the Board of Directors, during their meeting on September 6, 2023, approved the slump sale and transfer of the Company's API and CRAMS

business as a going concern to M/s Synthimed Labs Private Limited (SLPL) for a consideration of ₹1,650 Crores, subject to customary working capital adjustments. This transaction received approval from the members of the Company at the Extraordinary General Meeting held on October 6, 2023. The transaction was successfully completed on March 18, 2024, with all assets and liabilities related to the business being transferred to SLPL for a net consideration of ₹1,650 Crores on a debt-free basis. The final consideration received on the closing date, before the true-up of working capital, was ₹1,674.09 Crores. The consideration is expected to increase by approximately ₹77.77 Crores upon final true-up, which has been duly accounted for in the financial statements.

### Capital Gains and Investment Decisions:

A capital gain of ₹386.57 Crores, net of associated sale costs, has been recognized as an exceptional item in the financial statements for the year ending March 31, 2024. Additionally, ₹20 Crores of the consideration amount is held in escrow, pending the resolution of ongoing litigations, and will be released upon successful resolution.

The Company has strategically invested in 32,00,000 Compulsory Convertible Debentures (CCDs) of SLPL, with a face value of ₹10 each, issued at ₹100 (including a ₹90 premium). These CCDs carry a nominal interest rate of 0.001% and are unsecured. They will be convertible into equity shares of the Company at a 1:1 ratio upon maturity. These debentures are measured at Fair Value Through

Profit or Loss (FVTPL) as per IND-AS 109. Furthermore, the Company has invested in 48,00,000 Non-Convertible Debentures (NCDs) of SLPL with a face value of ₹100 each, carrying an Internal Rate of Return (IRR) of 18% per annum. The interest on these NCDs is payable at the end of the debenture tenure.

### Impact of the Slump Sale on Operating Assets and Liabilities:

As a result of the slump sale of the API business, many operating assets and liabilities have been substantially reduced or eliminated entirely. Consequently, the financial figures for the current year are not directly comparable to those of the previous year.



Significant changes (i.e. change of 25% or more as compared to the immediately previous financial years) in Key Financial Ratios, along with explanation are as under:

Particulars	2023-24	2022-23	Change	Reason for change
Debtors Turnover Ratio	4.26	2.57	66.05%	The variations in the financial ratios during the year is on account of the Slump Sale Transaction carried out on 18.03.2024. Pl. refer to note no.XXXIII to financial statement for more details.
Inventory Turnover Ratio	5.74	2.78	109.71%	
Interest Coverage Ratio	6.41	2.89	121.71%	
Current Ratio	3.06	3.07	0.29%	
Debt-Equity Ratio	0.01	1.73	99.48%	
Operating Profit Margin (%)	0.24	0.22	-	
Net Profit Margin (%)	34.09	3.69	824.61%	
Return on Net Worth (%)	45.37	8.63	425.47%	



## HUMAN RESOURCES & CORPORATE SOCIAL RESPONSIBILITY

Our employees are our greatest asset. We are committed to creating an inclusive, engaging, and dynamic workplace where everyone has the opportunity to grow and thrive. Our HR initiatives are designed to enhance employee well-being, support professional development, and foster a culture of continuous improvement.

In the past year, our company has continued to prioritize the well-being of our employees and our responsibility towards society. We believe that the strength of our organization lies in our people, and our commitment to corporate social responsibility (CSR) is central to our values.

### Human Resources: Fostering a Thriving Workforce

Our HR initiatives are designed to create a supportive, inclusive, and empowering environment for all our employees. We have implemented several programs aimed at professional development, mental and physical well-being, and work-life balance:

- 1. Employee Well-being Programs:**
  - Health and Wellness: We prioritize

the physical and mental health of our employees through comprehensive wellness programs. These include regular health check-ups, fitness challenges, mental health workshops, and access to on-site health facilities.

- Work-Life Balance: Flexible working hours, remote work options, and generous leave policies are in place to ensure employees can maintain a healthy balance between work and personal life.
- Employee Assistance Program (EAP): Our EAP offers confidential counseling and support services for employees facing personal or professional challenges.

### 2. Learning and Development:

- Skill Enhancement Programs: We offer continuous learning opportunities through workshops, training sessions, and certifications to help employees enhance their skills and stay ahead in their careers.
- Leadership Development: Our leadership programs are designed to identify and nurture future leaders within the organization. This year, we introduced a mentorship pro-gram that pairs emerging leaders with experienced mentors.

• Diversity and Inclusion Training: To promote a more inclusive workplace, we conduct regular training sessions on diversity, equity, and inclusion, ensuring that all employees feel valued and respected.

### 3. Performance and Recognition:

- Performance Management System: Our performance management system aligns individual goals with organizational objectives, ensuring clarity and accountability. We also introduced a new performance bonus program for Marketing employees, linking their incentives to sales and gross contribution numbers.

Employee Recognition Programs: To celebrate achievements and milestones, we have implemented several recognition initiatives, including monthly awards, peer recognition platforms, and special bonuses for exceptional contributions.



### Corporate Social Responsibility: Making a Positive Impact

Our CSR initiatives reflect our dedication to giving back to the communities we operate in. We have undertaken several projects that address critical social issues and promote sustainable development:

#### 1. Community Engagement:

- Education and Empowerment: We have partnered with local schools and NGOs to support education initiatives, including scholarship programs, digital literacy workshops, and vocational training for underprivileged youth. We are proud contributor in employment enhancing programs (like NAPS/NATS) of government and train about 100+ resources every year to make them ready for employment in growing technological/business fields.
- Health and Sanitation: Our health camps and sanitation drives in rural areas have

benefited thousands, providing essential medical services and improving living conditions.

• Environmental Sustainability: We are committed to reducing our environmental foot-print through initiatives such as tree plantation drives, waste management programs, and the adoption of green technologies.

#### 2. Employee Volunteering:

- Volunteering Programs: We encourage our employees to give back to the community through organized volunteering activities. These include participating in community clean-ups, mentoring students, and supporting local charity events.
- Corporate Matching Programs: We match employee donations to various charitable organizations, amplifying the impact of their contributions.

#### 3. Ethical Business Practices:

- Sustainable Supply Chain: We work closely with our suppliers to ensure that our supply chain is ethical and sustainable, focusing on fair labour practices and environmental responsibility.
- Transparency and Governance: Our commitment to transparency and good governance is reflected in our ethical business practices, regular audits, and compliance with global standards.

Our HR and CSR efforts are integral to our company's mission to be a responsible and caring organization. We are proud of the positive impact we have made on our employees and the communities we serve. Moving forward, we remain committed to enhancing our initiatives and exploring new ways to contribute to the well-being of our people and society at large.





## INTERNAL CONTROL & ITS ADEQUACY

We are aware of risks arising from internal and external factors. Because of a sound internal control system, we are vigilant regarding evaluating risks and hindrances in achieving our business goals. Adequate checks and balances and diligent financial and operational reporting are built into the processes. The Company uses ERP (Enterprise Resource Planning) packages with built-in controls to strengthen the Internal Control architecture. The deployment of ERP technology has resulted in the timely generation of financial reports; this, in turn, facilitates timely and in-depth audit of control mechanisms and legal, regulatory, and environmental compliance. Further, the scope of Internal Audit also includes the periodic review and appraisal of internal controls and redressals of any shortcomings in the process. Finally, the entire internal audit and the control mechanism are under the surveillance and custodianship of the Board of Directors.

## RISK MANAGEMENT

Risk is the primary source of uncertainty. We emphasise spotting risks and controlling them before they impact our operations. Our Board and leadership team have established a strong risk management framework to mitigate diverse risks, including strategic, financial, operational, and environmental, that could affect the smooth running of the business.

This framework helps ensure the business model remains sustainable by setting clear standards for assessing and managing risks based on their likelihood and impact. The risk management committee creates and updates plans to address potential issues and protect the business from disruptions.

### Cautionary Statement

The Management Discussion & Analysis Report may contain certain statements that might be considered forward-looking within the meaning of applicable securities, laws, and regulations. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statements as important factors such as Government policies, tax laws, and political and economic development could influence the Company's operations.



# DIRECTORS' REPORT FINANCIAL STATEMENTS

# Corporate Information

## Board of Directors

Name	Category of Director
Navrattan Munjal	Chairman & Managing Director
Himanshu Jain	Jt. Managing Director
Rishav Mehta	Executive Director
Sahil Munjal	Executive Director
S P Sharma	Independent Director
Neerja Chathley	Independent Woman Director
Dr. Ashwani Kumar Vig	Independent Director
Rajinder Kumar Gupta	Independent Director
Param Bir Singh	Independent Director (w.e.f. 27.06.2024)

**Chief Financial Officer** Gagan Aggarwal

**Compliance Officer** Pardeep Verma  
VP-Corp. Affairs & Company Secretary

## Senior Management Team

Varun Chhabra	Sr-VP (Marketing)
Akashdeep Sharma	Group HR Head
Lalit Goyal	GM (Accounts)
Ashok Kothari	GM (IT)
Ajit kumar Tuteja	AGM (Accounts)

## Statutory Auditors

**Avishkar Singhal & Associates (ceased w.e.f. 13.12.2024)**  
Chartered Accountants  
SCO 2413-14, IIInd Floor,  
Sector 22-C, Chandigarh - 160 022

**Rattan Kaur & Associates (appointed w.e.f. 13.12.2024)**

Chartered Accountants  
SCF: 1, Sector: 20-C  
Chandigarh- 160 020

## Secretarial Auditors

Vishal Arora Company  
Secretary House No. 651,  
Sector-8B, Chandigarh

## Solicitors/Legal Advisors/Tax Consultants

1. P.K. Goklaney & Company, Chandigarh
2. BSM Legal, Chandigarh
3. Equi Law Partners, New Delhi
4. Ved Jain & Associates, New Delhi

## Bankers

### ICICI Bank

SCO: 415, Sector 8, Panchkula

### Bank of India

Sector 17, Chandigarh

## Registered Office

SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh – 160 101  
Tele: -+91-172-5061850, 2730920 Fax: -+91-172-2730504, 2736294  
Email: [investor@indswiftlabs.com](mailto:investor@indswiftlabs.com)  
Website: [www.indswiftlabs.com](http://www.indswiftlabs.com)

## Corporate Identity Number:

L24232CH1995PLC015553

## Registrars and Share Transfer Agents

M/s Alankit Assignments Ltd.  
205-208 Anarkali Market  
Jhandewalan Extension,  
New Delhi-110 055  
Tel:- +91-11-42541965, 42541953  
Fax:- +91-11-41540064  
E-mail: [info@alankit.com](mailto:info@alankit.com)  
Website: [www.alankit.com](http://www.alankit.com)

# Directors' Report

## Dear Shareowners,

Your directors have great pleasure in presenting the 29<sup>th</sup> Annual Report together with audited statement of accounts for the year ended 31<sup>st</sup> March, 2024.

## FINANCIAL RESULTS

The Audited Financial Statements of your Company as on 31<sup>st</sup> March, 2024 are prepared in accordance with the relevant applicable IND AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2024.

The summarized financial highlights are depicted below:

PARTICULARS	Standalone		Consolidated	
	Year Ending 31 <sup>st</sup> March 2024	Year Ending 31 <sup>st</sup> March 2023	Year Ending 31 <sup>st</sup> March 2024	Year Ending 31 <sup>st</sup> March 2023
<b>Sales (net of excise) and other income</b>	12726.32	11852.39	13262.67	12408.10
<b>Less Expenses:</b>				
Cost of Materials Consumed	5611.76	6187.20	5990.59	6574.63
Purchase of Stock in Trade	253.32	104.63	253.32	104.63
Change in Inventories of FG/WIP/Stock in trade	370.72	-123.42	370.72	-123.42
Employee Benefit Expense	1488.84	1326.97	1528.12	1358.39
Other Expenses	2048.87	1803.27	2124.18	1866.89
<b>Total Expenses</b>	<b>9773.52</b>	<b>9298.65</b>	<b>10266.93</b>	<b>9781.11</b>
<b>Profit before Interest, Depreciation, Tax &amp; Amortization</b>	<b>2952.81</b>	<b>2553.74</b>	<b>2995.74</b>	<b>2626.98</b>
Less: - Interest	510.96	921.66	511.07	921.66
- Depreciation	533.03	573.62	533.02	573.62
- Extra Ordinary Item	-3865.90	266.48	-3865.90	266.48
<b>Profit/(Loss) before Tax</b>	<b>5774.71</b>	<b>791.98</b>	<b>5817.57</b>	<b>865.21</b>
<b>Less- Provision for Deferred Tax</b>	<b>-108.43</b>	<b>233.62</b>	<b>-108.43</b>	<b>233.62</b>
- Income tax adjustment of previous year	.63	2.16	.63	2.16
- Current Tax /Mat credit utilization	1608.87	131.48	1621.11	151.13
<b>Profit/(Loss) After Tax (A)</b>	<b>4183.90</b>	<b>424.72</b>	<b>4214.52</b>	<b>478.30</b>
Amount B/F from previous year (B)	-376.87	-801.59	-293.31	-780.50
<b>Profit/(Loss) after tax available for appropriations</b>	<b>4183.90</b>	<b>424.72</b>	<b>4214.52</b>	<b>478.30</b>
<b>Pursuant to sale of controlling interest</b>			<b>0.17</b>	<b>11.23</b>
<b>Share of profit (loss) in joint venture</b>			<b>-4.90</b>	<b>-2.34</b>
<b>Balance carried forward to Balance sheet (A+B)</b>	<b>3807.03</b>	<b>-376.87</b>	<b>3916.48</b>	<b>-293.31</b>



During the financial year 2023-24, your Company has achieved a turnover of ₹12726.32 million against the turnover of ₹11852.39 million during the financial year 2022-23. The Company has achieved Net profit of ₹4183.90 million in 2023-24 against Net profit of ₹424.72 million in 2022-23. The Company's exports have increased to ₹9499.53 million in 2023-24 as compared to ₹8859.27 million in 2022-23.

### CONSOLIDATED FINANCIAL PERFORMANCE

Your company recorded a consolidated turnover of ₹13262.67 million during 2023-24 against the turnover of ₹12408.10 million during 2022-23. In consolidated terms, the Company earned a Net profit of ₹4214.52 million during 2023-24, against profit of ₹478.30 million in 2022-23. The Consolidated financial figures include the respective financial figures of the company's subsidiaries. As required under the provisions of the Companies Act 2013 and SEBI (LODR) Regulations, 2015, Audited Consolidated Financial Statements form part of the Annual Report and the same are annexed to this Report.

### INDIAN ACCOUNTING STANDARDS

The financial statements for the year ended on March 31, 2024 has been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under section 133 of Companies Act, 2013 and other relevant provisions of the Act. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2024.

The Notes to the Financial Statements adequately cover the Audited Statements and form an integral part of this Report.

### PERFORMANCE OF THE COMPANY, STATE OF COMPANY'S AFFAIRS AND MATERIAL DEVELOPMENT

In line with our strategic objectives to reduce debt, strengthen our financial base, and minimize dependence on external financing, we are pleased to announce significant developments for the financial year 2023-24.

On 6<sup>th</sup> September 2023, the Company entered into Business Transfer Agreement for the slump sale of the API & CRAMS business with M/s. Synthimed Labs Private Limited (SLPL) a portfolio company of India Resurgence Fund ("IndiaRF") a leading India focused investment platform promoted by Piramal Enterprises Limited and Bain Capital, for a consideration of ₹1,650 Crores.

The said slump sale transaction was completed on 18<sup>th</sup> March, 2024 subsequent to the receipt of the approval from the Competition

Commission of India (CCI) & Department of Pharmaceuticals (DOP) and completion of other conditions precedents.

Post Slump Sale the listed Non-convertible Debentures (NCDs) & other debt of the Company was redeemed/repaid fully. Following the repayment of debts the company is now debt free and has significantly reduced its overheads.

As per the terms of the Business transfer Agreement with SLPL the Company has invested a sum of ₹80 Crores in 32 Lakhs Compulsorily Convertible Debentures (CCDs) and 48 Lakhs Non-Convertible Debentures (NCDs) of SLPL. Upon the conversion of CCDs, the Company shall have 7.80% stake in the equity of SLPL.

We believe these strategic actions will create substantial value for our shareholders and position the Company for sustainable growth and success.

### SCHEME OF ARRANGEMENT

With an objective of leveraging from the broad base presence of the group Company in the finished dosages business a scheme under Sections 230 to 232 of the Companies Act, 2013 for the amalgamation of M/s. Ind Swift Limited (Transferor Company) with M/s. Ind Swift Laboratories Limited (Transferee Company) was approved by the Board on September 25, 2023 and necessary applications were filed with the stock exchanges. In line with the observations made by the exchanges, the scheme was subsequently modified on March 8, 2024 and May 18, 2024.

The objective of the Scheme is to consolidate and manage the Transferor and Transferee Companies as a single entity, thereby streamlining operations and enhancing efficiency. The implementation of the Scheme is subject to the necessary approvals from the Stock Exchanges, Securities and Exchange Board of India (SEBI), shareholders, creditors, and the sanction of the Hon'ble National Company Law Tribunal (NCLT) with appropriate jurisdiction, as well as any other statutory or governmental authorities as directed by the NCLT. The scheme is presently pending for In-principal Approval of Stock Exchanges.

The Scheme of Arrangement for Amalgamation is available on the website of the Company, which can be accessed at [indswiftlabs.com/wp-content/uploads/2024/05/Revised\\_Scheme\\_18052024.pdf](http://indswiftlabs.com/wp-content/uploads/2024/05/Revised_Scheme_18052024.pdf).

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a Management Discussion and Analysis Report is part of this Report. The state of the affairs of the business along with the financial and operational developments has been discussed in detail in the Management Discussion and Analysis Report.

### COMMITTEES OF THE BOARD

The Company's Board has constituted the following Committees prescribed under the Companies Act and the LODR Regulations, 2015: -

1. Audit Committee
2. Stakeholders Relationship Committee
3. Risk Management Committee
4. Nomination and Remuneration Committee
5. Corporate Social Responsibility Committee
6. Compensation Committee
7. Sub-Committee of the Board
8. Investment Committee
9. Preferential issue Committee

The details of the Composition of the Committees, their role and terms of reference are given in the Corporate Governance report.

### DIRECTORS & KEY MANAGERIAL PERSONNEL

#### a) Board of Directors

As on 31<sup>st</sup> March, 2024, your Company's Board had 8 (eight) members comprising of 4 (Four) Executive Directors and 4 (Four) Non-Executive-Independent Directors including one Independent Woman Director. The details of the Board and committee composition, tenure of directors, areas of expertise and other details are available in the Corporate Governance Report, which forms part of this Annual Report.

After the closure of the financial year the Board of Directors in their meeting held on 27<sup>th</sup> June, 2024 appointed Mr. Param Bir Singh as an additional Independent Director of the Company. His appointment was subsequently ratified by the shareholders at the Extraordinary General Meeting held on 22<sup>nd</sup> July, 2024, for a term of 5 consecutive financial years starting from 27<sup>th</sup> June, 2024.

#### b) Key Managerial Personnel

The Company has adequate Key Managerial Personnel's as per requirements of section 203 of the Companies Act, 2013 as well as the SEBI (LODR) Regulations, 2015.

- a) Mr. Navrattan Munjal, Chairman & Managing Director,
- b) Mr. Himanshu Jain, Joint Managing Director,
- c) Mr. Rishav Mehta, Executive Director,
- d) Mr. Sahil Munjal, Executive Director,
- e) Mr. Gagan Aggarwal, Chief Financial Officer,
- f) Mr. Sunil Deshmukh\*, Chief Executive Officer
- g) Mr. Lovekesh Mahajan\*, Chief Accounts Officer and
- h) Mr. Pardeep Verma: VP-Corporate Affairs & Company Secretary.

\* Pursuant to slump sale transaction effected on 18<sup>th</sup> March, 2024, the services of Mr. Deshmukh and Mr. Mahajan has been transferred to M/s. Synthimed Labs Private Limited after the closure of business hours on 18<sup>th</sup> march, 2024.

#### c) Declaration for Independency of Independent Directors:

Your Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director. Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8 (5) (iiia) of the Companies (Accounts) Rules, 2014. The Company has also received from them declaration of compliance of Rule 6(1) & (2) that they have registered themselves with databank of Independent Directors as maintained by Indian Institute of Corporate Affairs.

#### d) Directors liable to retire by rotation and Directors seeking re-appointment:

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and the Articles of Association of your Company, Mr. Sahil Munjal, Executive Director (DIN: 00015407) is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offer himself for re-appointment. The Board recommends his re-appointment for your approval. Brief details of Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the SEBI Listing Regulations, are provided in the Notice of the ensuing AGM.

Further, the tenure of Mr. Sahil Munjal (DIN: 00015407) Whole-Time Director will be completed on 12<sup>th</sup> February, 2025 therefore, the Board upon the recommendation of the Nomination and Remuneration Committee proposes his re-appointment for the period of 5 (Five) years w.e.f. 13<sup>th</sup> February, 2024. Your Board recommends passing a special resolution as per the Companies Act, 2013 & SEBI (LODR) Regulation, 2015 as set out in Item No. 6 notice of the AGM.

Details and brief resume of the Director seeking re-appointment/appointment required by Regulation 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards – 2 on General Meetings issued by "The Institute of Company Secretaries of India" are furnished in the Notice convening the Annual General Meeting forming part of the Annual Report.

**e) Relationship/Transaction of Non-Executive Directors with the Company**

The Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than taking sitting fees and reimbursement of expenses incurred by them to attend meetings of the Company.

**f) Number of Meetings of the Board**

During the year, (11) eleven Board meetings were held on 29-05-2023, 09-08-2023, 31-08-2023, 06-09-2023, 25-09-2023, 07-11-2023, 12-02-2024, 05-03-2024, 08-03-2024, 18-03-2024 & 30-03-2024. The details regarding the meetings are given in the Corporate Governance Report.

**g) Performance evaluation of the Board, its Committees and Individual Directors**

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non- Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out an evaluation of every Director's performance. The performance evaluation of all the Independent Directors has been done by the entire Board, excluding the Director being evaluated. Based on the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Directors expressed their satisfaction with the evaluation process.

**h) Familiarization Program**

The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model and related matters are posted on the website of the Company at [https://www.indswiflabs.com/wp-content/uploads/2022/08/Familiarisation\\_Programme\\_for\\_Independent\\_Directors.pdf](https://www.indswiflabs.com/wp-content/uploads/2022/08/Familiarisation_Programme_for_Independent_Directors.pdf)

**DIRECTORS RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended March 31, 2024; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**INTERNAL FINANCIAL CONTROL**

Your Company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with the size, scale and complexity of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides bench marking controls with best practices in the industry.

The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen them. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee, Board of Directors, Statutory Auditors, and the Business heads are periodically apprised of the internal audit findings and corrective actions taken. Internal Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its

objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

In compliance with the provisions of Section 177(9) of the Companies Act 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, your Company has in place a Vigil Mechanism (Whistle blower Policy) which provides an opportunity to the directors and employees to raise concerns about unethical and improper practices or any other wrongful conduct in or in relation to the Company. The details of the Vigil Mechanism (Whistle blower Policy) are stated in the Corporate Governance Report and the said Policy has been uploaded on the Company's website [https://www.indswiflabs.com/wp-content/uploads/2018/07/Whistle\\_Blower\\_Policy.pdf](https://www.indswiflabs.com/wp-content/uploads/2018/07/Whistle_Blower_Policy.pdf)

**SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES**

As on 31.03.2024, your Company had 3 Subsidiaries i.e., Ind-Swift Laboratories Inc. (US Subsidiary), Fortune (India) Constructions Limited (Indian Subsidiary) and MJM Remedies Private Limited (Indian Subsidiary). The Company also had a joint venture with M/s. Wellgen Medicare LLP, a Delhi based pharma trading concern and Mr. Anshul Jain on a 50:50 partnership basis, an LLP named "Indis Healthcare LLP".

Further, the company has also incorporated ISLL Middle East L.L.C-FZ, wholly owned subsidiary in Dubai for which the certificate of incorporation was received on 17-05-2024.

There has been no change in the nature of business of these subsidiaries and joint ventures. Your Company does not have any material subsidiaries pursuant to the provisions of Regulation 16(1) (c) of the SEBI Listing Regulations. The Policy for determining 'Material' subsidiaries has been displayed on the Company's website at Corporate Governance | Ind-Swift Laboratories Ltd. (indswiflabs.com)

The Annual Financial Statements and related detailed information about the subsidiary companies shall be made available to the shareholders of the holding and subsidiary companies seeking such information on all working days during business hours. The financial statements of the subsidiary companies shall also be kept for inspection by any shareholders during the working hours at your Company's registered office and those of the respective subsidiary companies concerned. In accordance with the provisions of Section 136 of the Act, the audited financial statements, including consolidated financial statements and related information of your Company and audited accounts of each of its subsidiaries, are available on website of your Company <https://www.indswiflabs.com/investor/financial-statements-of-subsiadiaries/>

A summary of the financial performance of each of the subsidiaries is presented as below:

- The US subsidiary of the Company viz. Ind-Swift Laboratories Inc. achieved net sales of ₹1,19,47,37,233 equivalent to USD 1,44,29,190 and recorded a net Profit of ₹3,67,43,609 equivalent to USD 4,43,730 as on 31.03.2024.
- Fortune (India) Constructions Limited achieved total turnover of ₹1,15,03,000 and recorded a net loss of ₹35,94,849 as on 31.03.2024.
- The Company's Subsidiary MJM Remedies Private Limited achieved a total turnover of ₹10,34,397 and recorded a net loss of ₹11,35,593.
- The Company's Joint Venture M/s. Indis Healthcare LLP achieved a total turnover of ₹1,118,59,153 and recorded a net loss of ₹98,01,631 as on 31.03.2024.

Pursuant to the first proviso to Section 129(3) of the Companies Act, 2013 and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of the financial statements, performance and financial position of each subsidiary and a joint venture is given in Form AOC - 1 as **Annexure-I** to this report.

**DIVIDEND**

In view of the planned capital investments for expansion in the formulations business and for investment in the future growth opportunities, the Board has not recommended any dividend for the financial year 2023-24 (2022-23: NIL).

There is no unpaid dividend outstanding as on 31.03.2024.

**DIVIDEND DISTRIBUTION POLICY**

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, your Board has approved and adopted a Dividend Distribution Policy of the Company. The policy is available on the Company's website under weblink:

<https://www.indswiflabs.com/wp-content/uploads/2021/08/DividendDistributionPolicy.pdf>

**RESERVES**

During the year, the Company has not transferred any amount to Reserves.

**INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules'), all unpaid or unclaimed dividends are transferred to Investor Education and Protection Fund (IEPF) established by the Central Government, after the completion of seven years. Further, according to the rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

During the year under review, your Company was not required



to transfer any funds/shares to Investor Education and Protection Funds (IEPF).

#### **PUBLIC DEPOSITS**

The Company has completed the re-payment of its fixed deposits in compliance with the re-payment scheme approved by the Hon'ble Company Law Board vide its order dated 30<sup>th</sup> September, 2013. A few of the fixed deposits, however, remained unclaimed as at the end of the Financial Year. The Company shall repay those claims as and when the respective Deposit Holder approaches the Company. During the year the company has made repayment of fixed deposits amounting to ₹1,65,76,145/-.

During the year under review, your Company has not accepted any deposits from the public under Section 73 and 76 of the Act read with rules made thereunder.

#### **RELATED PARTY TRANSACTIONS DISCLOSURE UNDER THE COMPANIES ACT, 2013**

All the transactions with related parties are placed before the Audit Committee for its approval. An omnibus approval from the Audit Committee is obtained for the related party transactions which are repetitive in nature.

All related party transactions entered into during the financial year were on an arm's length basis and in the ordinary course of business. No related party transaction conflicted with the interest of the Company. No materially significant related party transaction was made by the Company with the Key Managerial Personnel. As prescribed by Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of related party transactions are given in Form AOC-2, as "Annexure-II" to this Report. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website Corporate Governance | Ind-Swift Laboratories Ltd. ([indswiftlabs.com](http://indswiftlabs.com)).

#### **RELATED PARTY TRANSACTIONS DISCLOSURE UNDER SEBI (LODR) REGULATIONS, 2015**

The necessary Related Party Disclosures as required under Schedule V, Part - A of SEBI (LODR) Regulations, 2015 are given in Note XXX of the Standalone and Consolidated Financial Statements.

#### **DISCLOSURE OF TRANSACTIONS WITH PROMOTER/ PROMOTER GROUP**

As per Schedule V of the SEBI LODR Regulations, 2015 every listed Company shall disclose the transactions with any person or entity belonging to the promoter/ promoter group which holds 10% or more shareholding in the listed entity.

At the beginning of the financial year, M/s Essix Biosciences Limited and M/s Ind Swift Limited, being the Promoter entities,

were holding 21.71% and 16.08% respectively, of the total equity of the Company. However, during the year M/s. Ind Swift Limited transferred its entire shareholding to M/s. Essix Biosciences Limited resulting in M/s Essix Biosciences Limited holding 37.79% of the total equity. Although the company was not party to this agreement, all the necessary disclosures pursuant to SEBI (LODR) Regulations, 2015 and SEBI (SAST) Regulations, 2011 have been made to the stock exchanges where the shares of the company are listed.

The details of all the transactions by the Company with Essix Biosciences Limited and Ind Swift Limited, the promoter entities, have been disclosed in Form AOC-2, forming part of this Annual Report.

#### **DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY EMPLOYEES**

No disclosure is required under Section 67(3) (C) of the Act, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

#### **RISK MANAGEMENT**

Evaluation of business risk and managing risk has always been an ongoing process in the Company. The terms of reference of the Risk Management Committee are in line with the Listing Regulations. The Risk Management Committee assists the Board in fulfilling its corporate governance duties by overseeing the responsibilities regarding the implementation of Risk Management Systems and Framework, review the Company's financial and risk management policies, assess risk and procedures to minimise the same.

The details of the Committee and its terms of reference are set out in the Corporate Governance Report.

During the Financial Year 2023-24, two Risk Management Committee Meeting were held on 15.09.2022 and 04.03.2023.

The Company's Risk Management Policy is available on Company's Website i.e. [www.indswiftlabs.com](http://www.indswiftlabs.com) and the weblink of the same is [https://www.indswiftlabs.com/wp-content/uploads/2018/07/Risk\\_Management\\_Policy.pdf](https://www.indswiftlabs.com/wp-content/uploads/2018/07/Risk_Management_Policy.pdf)

#### **CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES**

The paid-up equity share capital of the Company as on March 31, 2024 was ₹59,08,68,600. The Company's shares are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and are actively traded. The Company has not issued any shares with differential voting rights or sweat Equity during the year. During the year, the company has not made any allotment.

The approval of the shareholders has been obtained on 22<sup>nd</sup> July, 2024 for Preferential Issue of up to 2,60,00,000 (Two Crores Sixty Lakhs) Fully Convertible Warrants ("Warrants"), to be convertible at an option of warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of ₹10 each at an issue price of ₹121/- (Rupees One Hundred and Twenty-One Only) per warrant, for cash, for an aggregate amount of up to ₹3,14,60,00,000/- (Rupees Three Hundred Fourteen Crores and Sixty Lakh Only).

The Company has applied for obtaining in-principle approval of the stock-exchanges for the proposed preferential issue and the same is pending to be received as on the date of this report

#### **a) Employee Stock Option Scheme**

During the financial year 2023-24, there has been no change in the Employees Stock Option Plan (Employee Incentive Scheme, 2014) of the Company. Further, it is confirmed that the ESOP Scheme of the Company is in compliance with ESOP Regulations.

During the financial year there has been no material changes in the scheme and options movement during 2023-24 and during the last three financial years is NIL. In addition, the Company has not granted any Employee Stock Option to its Non-Executive Directors under the said plan. Hence, disclosure of the same is not applicable.

#### **b) Non-Convertible Debentures**

In June 2018, the Company had issued 4,245 Rated, Listed, Secured, 10% Coupon, Redeemable, Non-Convertible Debentures (NCDs) with a total value of ₹4,245 million. These NCDs were listed on BSE and were set to mature on June 12, 2024.

This NCDs were redeemed on 18<sup>th</sup> March, 2024 and necessary disclosures were made to the Stock Exchanges.

Subsequent to the full redemption these NCDs also stand delisted from the BSE, the exchange where these NCDs were listed.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of Section 134(3)(g) of the Companies Act, 2013 (Act), particulars of loans/ guarantees/ investments/ securities given under Section 186 of the Act are given in the related notes to the Financial Statements forming part of the Annual Report.

Statements forming part of the Annual Report.

Further, pursuant to the prior approval granted by the shareholders in their Extra Ordinary General Meeting held on 6<sup>th</sup> October, 2023,

a loan facility was extended to M/s. Ind Swift Limited (ISL), a group company by way of takeover of ISL's debts from M/s. Edelweiss Asset Reconstruction Company Limited (EARC) at a sum of ₹3526 million (approx.) along with additional rights to recover ₹4631.70 million (Zero-Coupon Debt (ZCD)). The unsustainable or zero-coupon debt will be payable in full in the event of default on the term loan facility but will be waived upon successful repayment. Detailed information regarding this transaction is provided in the Notes to the Financial Statements, which are integral to this report.

#### **ANNUAL RETURN**

Pursuant to the provisions of Section 134(3) (a) of the Act, the draft annual return as on 31<sup>st</sup> March, 2024 prepared in accordance with the provisions of Section 92(3) of the Act is made available on the website of your Company and can be assessed using the link <https://www.indswiftlabs.com/investor/annual-returns/>

The weblink to access Annual Return for previous financial year 2022-23 of the Company is [https://www.indswiftlabs.com/wp-content/uploads/2023/12/Form\\_MGT-7\\_31032023.pdf](https://www.indswiftlabs.com/wp-content/uploads/2023/12/Form_MGT-7_31032023.pdf).

#### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company has a policy on Directors' Appointment & Remuneration. In compliance with the provisions of Sections 134(3)(e) and 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015, the Nomination & Remuneration Committee:

- i) has formulated criteria for determining qualifications, positive attributes and independence of a director and recommends to the Board, Policy relating to remuneration for directors, KMP and other employees;
- ii) has formulated the evaluation criteria for performance evaluation of independent directors and the Board;
- iii) has devised a policy on Board diversity;
- iv) identifies persons who are qualified to become directors or may be appointed in Senior Management in accordance with criteria laid down and recommend to the Board their appointment and removal;
- v) recommends to the Board 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.

The said policy is available on the website of the company at [https://www.indswiftlabs.com/wp-content/uploads/2023/04/Nomination\\_Remuneration\\_Policy.pdf](https://www.indswiftlabs.com/wp-content/uploads/2023/04/Nomination_Remuneration_Policy.pdf)

#### **CREDIT RATING**

During the Financial Year, 2023-24, the credit rating of the Company was 'CARE BB' (previous year CARE BB) which implies stable rating.

## CORPORATE SOCIAL RESPONSIBILITY

The company is committed to and fully aware of its Corporate Social Responsibility (CSR), the guidelines in respect of which were more clearly laid down in the Companies Act, 2013. The Company's vision on CSR is that the Company being a responsible Corporate Citizen would continue to make a serious endeavour for a quality value addition and constructive contribution in building a healthy and better society through its CSR related initiatives and focus on education, environment, health care and other social causes.

During the year under review, the company incurred expenditure on CSR activities in areas specified in Schedule VII of Companies Act, 2013.

The disclosure related to the CSR activities pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 9 of Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014 is annexed hereto and form part of this report as **"Annexure-III"**.

## ENVIRONMENT/POLLUTION CONTROL, HEALTH AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of operations in such a manner so as to ensure the safety of all concerned, compliance with environmental regulations and preservation of natural resources.

## RESEARCH & DEVELOPMENT AND QUALITY CONTROL

The activities of R&D consist of improvement in the processes of existing products and developing new products. Quality Control is the strength of the Company. All raw materials and finished products pass through stringent quality checks for better results.

## INSURANCE

The Company has taken adequate insurance policies for its assets against the possible risks like fire, flood, public liability, marine etc. Further pursuant to Regulation 25 (10) of SEBI (LODR) Regulations, 2015 the Company has taken the Directors and Officers Insurance ('D and O insurance').

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

The particulars as prescribed under 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in **"Annexure IV"**.

## STATUTORY AUDITORS

M/s Avishkar Singhal & Associates, Chartered Accountants (Firm Reg. No. 017362N) the Statutory Auditors were appointed for a second term of consecutive 5 (Five) years at 27<sup>th</sup> Annual General

Meeting of the Company held on 30<sup>th</sup> September, 2022. Their term was set to conclude at the 32<sup>nd</sup> AGM, scheduled to be held in the calendar year 2027.

However, M/s Avishkar Singhal & Associates, tendered their resignation vide their letter dated 6<sup>th</sup> August, 2024, citing their inability to continue as the Statutory Auditors of the Company due to personal reasons and pre-occupation in other professional assignments. A detailed disclosure as per the requirement of SEBI Circular vide no. CIR/CFD/CMDI/114/2019, dated 18 October 2019 was also obtained from the resigning auditor, which was duly disclosed to the stock exchanges.

The Audit Committee and the Board in their respective meetings held on 12<sup>th</sup> August, 2024 acknowledged the resignation. They also noted that the outgoing statutory auditors had not raised any concerns or issues.

To fill the casual vacancy created by the resignation of M/s Avishkar Singhal & Associates, on the basis of the recommendation of Audit Committee, The Board of Directors at their meeting held on 12<sup>th</sup> August, 2024, have approved the appointment of M/s. Rattan Kaur & Associates, Chartered Accountants (ICAI Firm Registration No. 022513N) as Statutory Auditors of the Company. Such appointment is subject to the approval of members in the general meeting, and your Board recommends passing of Ordinary Resolution as set out in item no. 4 of the notice calling AGM.

Since, the term of statutory auditor appointed to fill the casual vacancy is set to expire in the ensuing AGM, the Board of Directors of the Company also recommends for the approval of Members, the appointment of M/s. Rattan Kaur & Associates, Chartered Accountants (ICAI Firm Registration No. 022513N) as the Statutory Auditors of the Company for a period of five years from the conclusion of 29<sup>th</sup> AGM till the conclusion of the 34<sup>th</sup> AGM to be held in the year 2029. Board recommends passing of Ordinary Resolution as set out in item no. 5 of the notice calling AGM.

As per the provisions of Section 139 of the Companies Act, 2013, read with Regulation 33(d) of the SEBI (LODR) Regulation, 2015, the auditor has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

## AUDIT REPORT

The Notes to the financial statements referred in the Auditors' Report are self-explanatory. The Auditor's Report for the Financial Year 2023-24 does not contain any qualification, reservation, or adverse remark. Regarding emphasis of matter contained in the Auditors' Report, the management's comments (in italics) are as follows: -

- a) Emphasis is drawn upon Note no. XXXI of the accompanying standalone financial statements, the company has entered into a Business Transfer Agreement with M/s. Synthimed Labs

Private Limited (SLPL) under the scheme of slump sale for a consideration of ₹1650 Crores and accordingly transferred all the assets and liabilities to SLPL as per scheme of transfer as on 18<sup>th</sup> March 2024.

Management's Reply: As explained earlier in the report, the decision for the slump sale was strategically taken in view of the increasing debt burdens of the Company especially in light of the impending repayments of the NCDs due in June, 2024. The Company is debt free and shall have surplus funds post slump sale transaction.

- b) Emphasis is drawn upon Note No. V of the accompanying standalone financial statement, M/s. Ind-Swift Laboratories (ISLL) has acquired a loan of B352.60 Crores from Edelweiss, a lender, in relation to the loan provided to Ind Swift Ltd along with all other rights and unsustainable debt of B463.17 in terms of the Loan Agreement with Ind-Swift dated 30.03.2024. The unsustainable part/zero coupon debt is payable fully in case of default in repayment of the term loan facility and to be waived off on the successful repayment of the term loan facility

Management's Reply: Ind-Swift Laboratories Limited has strategically ventured into the business of the Finished dosages forms and Ind-Swift Limited a group Company, which is an established player in the formulations business, was another perfect strategic fit for the company to grow inorganically in the formulation market globally. However, Ind-Swift Limited had been in the financial stress for long and both the companies have been working out on the model of gaining from the strengths of each other where Ind-Swift labs had the financial strength and Ind-Swift Limited has the required expertise & market presence in the Formulation business. Accordingly, to lease out Ind-Swift Limited from the financial stress the Board of Directors in their meeting held on September 06, 2023, had approved in-principally a proposal of arrangement or compromise with the shareholders and creditors of the Company and Ind Swift Ltd., whereby Ind-Swift Limited is proposed to be merged with the Company. Considering the proposed merger, it was also strategically approved to grant a loan to Ind-Swift Limited. Subsequent to the approval of the shareholders for advancing of loans to Ind-Swift limited, as granted in their Extra ordinary general meeting held on 6<sup>th</sup> October, 2023, the Company had taken over the loan of the Ind-Swift Limited from Edelweiss along with the special rights to recover a sum of ₹4631.70 million upon non-repayment for the debt by Ind-Swift Limited as per the agreed terms. The transactions is in the interest of all the stakeholders.

Under the principles of Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets," the additional rights to recover unsustainable debt is recognized as a contingent asset. This is

based on the possibility of future economic benefits that may arise if certain conditions are met. As such, the unsustainable debt, which is a zero coupon debt; which will be waived off on timely repayment of the loan facility, is disclosed as a contingent asset in the balance sheet.

## COST-AUDITORS AND THEIR REPORT

M/s. V. Kumar & Associates, Cost Accountants have been duly appointed as Cost Auditors of the Company for audit of cost accounting records which are covered under the Cost Audit Rules for the current financial year ending March 31, 2025.

As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the Notice convening the AGM, seeking ratification by the Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 31, 2025.

The Cost Audit Reports for the financial year 2022-23 issued by M/s V. Kumar and Associates, Cost Auditors, was filed with the Ministry of Corporate Affairs. The Cost Audit Reports for the financial year ended 2023-24 will be filed within the prescribed period.

The Company has maintained all the cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013.

## SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Vishal Arora, Practising Company Secretary was appointed as Secretarial Auditors of the Company for the financial year 2023-24 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as **"Annexure-V"** and forms part of this report.

There are no qualifications or other remarks of the secretarial auditors in the secretarial audit report as issued by them for the financial year 2023-24. There are a few observations by the Secretarial Auditors which the Board considers informative in nature.

## SECRETARIAL STANDARDS

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

## INTERNAL AUDITORS

M/s Jain and Associates, Chartered Accountants were the Internal Auditors of the Company during FY 2023-24. The Board has approved the re-appointment of M/s Jain & Associates, Chartered Accountants as Internal Auditors of the Company for the financial year 2024-25 as well. They will conduct the Internal Audit of the Company as required under Section 138 of the Companies Act and their reports shall be reviewed by the Audit committee and the Board of Directors.



### DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

### CORPORATE GOVERNANCE

Your Company is committed to maintaining the highest standards of corporate governance practices. The Corporate Governance Report forms part of this Annual Report. The Auditors' certificate certifying compliance with the conditions of Corporate Governance under Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 is annexed as "Annexure-VI" to this Report.

### HUMAN RESOURCE

The Company is dedicated to fostering an environment that enhances employee efficiency and supports the achievement of organizational goals. To this end, we regularly implement various programs aimed at maintaining a vibrant and motivated workforce. These initiatives are integral to our strategy for sustaining a competitive work environment.

Our commitment to positive employee relations is evident in the harmonious and cordial interactions across all levels and units of the Company. This environment of mutual respect and collaboration is essential to our operational success and overall employee satisfaction.

#### Internal Complaints Committee

In accordance with "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013," the Company has established an Internal Complaints Committee to ensure a safe and respectful workplace for all women employees. The Committee is tasked with preventing, addressing, and redressing any incidents of sexual harassment.

During the reporting period, the Internal Complaints Committee did not receive any complaints pertaining to sexual harassment. This reflects the effectiveness of our preventive measures and our commitment to maintaining a dignified and secure work environment for all employees.

### PARTICULARS OF EMPLOYEES

The Company takes pride in the commitment, competence, and dedication of its employees in all areas of the business. The relation between the management and employees is healthy and cordial. There is transparency in the dealings and in matters relating to the activities of the Company and its employees.

Particulars of remuneration of employees required to be furnished pursuant to the provisions of Section 197 (12) of the Companies Act, 2013 (Act), read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as "Annexure VII" to this Report. Particulars of remuneration of top 10 (Ten) employees required to be furnished in terms of Rules 5(2) and 5(3) of the said Rules which shall be provided to members upon written request pursuant to the second proviso of Rule 5. Particulars of remuneration of employees are available for inspection by Members at the registered office of the Company during business hours on all working days up to the date of the forthcoming AGM.

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

During the Financial Year 2023-24, no significant/material orders were passed by any of the Regulators/Courts or Tribunal that would impact the going concern status of the Company and its future operations. Since the Company had entered into a Business Transfer Agreement, an application was filed with the Competition Commission of India (CCI) and the Department of Pharmaceuticals (DOP), seeking their approval of the slump sale transaction.

### KEY FINANCIAL RATIOS

The Key financial ratios for the financial year ended 31<sup>st</sup> March, 2024 forms part of the Management Discussion and Analysis Report.

### REGISTRAR AND SHARE TRANSFER AGENT

M/s Alankit Assignments Ltd. are the Registrar and Share Transfer Agent of the Company for the Physical as well as Demat shares and Non-Convertible Debentures of the Company. The members are requested to contact the Registrar directly for any of their requirements.

### LISTING ON STOCK EXCHANGES

The Company's shares are listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

### LISTING FEES

The Annual Listing fee for the year under review has been paid to the BSE Limited and the National Stock Exchange of India Ltd.

### CEO/CFO CERTIFICATION

In terms of the Listing Regulations, the Certificate duly signed by Mr. Navrattan Munjal, Chairman and Mr. Gagan Aggarwal, Chief Financial Officer (CFO) of the Company was placed before the Board of Directors along with the annual financial statements for the year ended on 31<sup>st</sup> March, 2024, at its meeting held on 13<sup>th</sup> May, 2024.

### GENERAL DISCLOSURES

Your directors' state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events of similar nature during the year under review:

1. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
2. One time settlement of loan obtained from the Banks or Financial Institutions.
3. Revision of financial statements and Directors' Report of your Company.
4. Any remuneration or commission received by Managing Director or Whole-time Directors from its subsidiary.

### ACKNOWLEDGEMENT

Your directors thank all the employees for their sincere efforts, active involvement and devoted services rendered. Your directors thank the shareholders of the Company for the confidence reposed in the Management of the Company. Your directors place on records their gratitude to the Customers, Suppliers, Company's Bankers and Financial Institutions for their support and cooperation during the year under review.

**On behalf of the Board of Directors**

Sd/-

**Navrattan Munjal**

Chairman & Managing Director

DIN: 00015096

Place: Chandigarh

Date: 12.08.2024

**ANNEXURE I**

## Form AOC-I

(Pursuant to First Proviso to Sub Section (3) of Section 129 read with Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures.

**Part A: Subsidiaries**

(In ₹)

S. No.	Name of the subsidiary	1 Ind Swift Laboratories Inc.	2 Fortune (India) Constructions Limited	3 MJM Remedies Private Limited
1.	The date since when subsidiary was acquired	02.01.2004	30.03.2021	21.06.2022
2.	Reporting period of the Subsidiary concerned, if different from the holding company's reporting period	31.12.2023	31.03.2024	31.03.2024
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	USD 82.22	INR	INR
4.	Share Capital	5,40,59,600	73,54,00,00	17,00,000
5.	Reserves and surplus	13,50,66,190	(3,93,58,058)	-11,61,837
6.	Total Assets	67,69,01,087	79,89,09,981	35,60,641
7.	Total Liabilities	48,77,75,297	10,28,68,096	30,22,478
8.	Investments	-		
9.	Turnover	1,19,47,37,233	1,15,03,000	10,34,,397
10.	Profit before taxation	4,89,91,396	(35,94,849)	-11,35,593
11.	Provision for taxation	1,22,47,787	NIL	NIL
12.	Profit after taxation	3,67,43,609	(35,94,849)	-11,35,593
13.	Proposed Dividend	NIL	NIL	NIL
14.	Extent of shareholding (In %)	100%	100%	75%

**Part B: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

Name of Joint Ventures	Indis Healthcare LLP
1. Latest audited Balance Sheet Date	31.03.2024
2. Date on which the Joint Venture was associated or acquired	14.01.202212.0
3. Shares of Associate or Joint Ventures held by the company on the year end.	50%
No.	
Amount of Investment in Associates or Joint Venture	250.00 Lakhs
Extent of Holding (in percentage)	50%
4. Description of how there is significant influence	Joint Venture
5. Reason why the associate/Joint venture is not consolidated.	Consolidated
6. Net worth attributable to shareholding as per latest audited Balance Sheet	
7. Profit or Loss for the year	-9801631
i. Considered in Consolidation	-4900815 ( 50%)
ii. Not Considered in Consolidation	-4900815

As on the date of this report details provided for the joint ventures are based on the audited financials of the company and unaudited financials of Indis healthcare LLP and MJM Remedies Private Limited.

There are no Associates or joint ventures which were liquidated or sold during the year.

**On behalf of the Board of Directors**

Sd/-  
**Navrattan Munjal**  
Chairman and Managing Director  
DIN: 00015096

Sd/-  
**Himanshu Jain**  
Joint Managing Director  
DIN: 00014533

Sd/-  
**Pardeep Verma**  
VP – Compliance & CS

Sd/-  
**Gagan Aggarwal**  
Chief Financial Officer

Place: Chandigarh  
Date:12.08.2024



**ANNEXURE II**

## FORM AOC-2

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

Disclosure of particulars of contracts/arrangements entered by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto:

- No contracts or arrangements or transactions were entered into by the Company with related parties during the year ended March 31, 2024, which were not at arm's length basis.
- Details of material contracts or arrangements or transactions at arm's length basis:

S. No	Particulars	Details		
a)	Name (s) of the related party and nature of relationship	Ind Swift Ltd. (Group Co.)	Essix Biosciences Ltd. (Group Co.)	Fortune (India) Constructions Ltd. (Group Co.)
b)	Nature of contracts / arrangements/ transaction	Purchase & Sale- Goods	Purchase & Sale- Goods	Purchase- Capital Goods-Services
c)	Duration of the contracts/ arrangements/ transaction	Ongoing	Ongoing	Ongoing
d)	Salient terms of the contracts or arrangements or transactions including the value	Based on transfer pricing guidelines. ₹56,99,96,183	Based on transfer pricing guidelines. ₹48,42,38,159	Based on transfer pricing guidelines- Nil
e)	Date of approval by the Audit Committee/Board	14.02.2023	14.02.2023	14.02.2023
f)	Amount paid as advances, if any (₹)	Nil	Nil	Nil

On behalf of the Board of Directors

Sd/-  
**Navrattan Munjal**  
 Chairman & Managing Director  
 DIN: 00015096

Place: Chandigarh  
 Date: 12.08.2024

**Annexure III**

## Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2023-24

**1. Brief outline of the CSR Policy of the Company.**

The Company firmly believes in Corporate Social Responsibility (CSR) and commits to take initiative to contribute to harmonious and suitable development of the society and its inhabitants. The Company shall pursue CSR activities to carry out the welfare work directly and/or through other institutions involved in the welfare of society in general. The Company shall give preference to local areas falling in the periphery of the manufacturing sites of the Company. The focus area of the Company under its CSR program is promotion of education, health care, rural development, skill enhancement, environment protection and any other project as defined in Schedule VII of the Companies Act, 2013.

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

The CSR Committee of our Board provides oversight of CSR policy and monitors execution of various activities to meet the set CSR objectives:

Sr. No	Name of director	Designation	Category	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sh. Navrattan Munjal	Chairperson	Chairman and Managing Director	1	1
2.	Sh. Himanshu Jain	Member	Joint Managing Director	1	1
3.	Sh. S P Sharma	Member	Independent Director	1	1

- Provide a web-link where the composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

The CSR Policy, details of the CSR Committee and CSR projects approved by the Board of the Company is available on the website of the Company ([www.indswiftlabs.com](http://www.indswiftlabs.com)):-

- The CSR Policy: <https://www.indswiftlabs.com/wp-content/uploads/2021/06/CSRPolicy.pdf>
- The Composition of the CSR Committee: <https://www.indswiftlabs.com/investor/composition-of-committees-of-the-board/>

The projects as approved by the Board shall be disclosed on the website at [www.indswiftlabs.com](http://www.indswiftlabs.com)

- Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. **NOT APPLICABLE**
- Average net profit of the Company as per section 135(5)  
**₹4926.25 Lakhs**
  - Two percent of average net profit of the company as per section 135 (5)  
**₹98.52 Lakhs**
  - Surplus arising out of the CSR Projects or programmes or activities of the previous financial years  
**NIL**
  - Amount required to be set off for the financial year, if any  
**₹59.91 Lakhs**
  - Total CSR obligation for the financial year (b+c-d)  
**₹38.61 Lakhs**

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):  
**₹40.76 Lakhs**  
 b) Amount spent in Administrative Overheads: **NIL**  
 c) Amount spent on Impact Assessment, if applicable: **NOT APPLICABLE**  
 d) Total amount spent for the Financial Year [6(a)+6(b)+6(c)]: **₹40.76 Lakhs**  
 e) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year. (In ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
₹40.76 Lakhs	NIL	-	-	NIL	-

f) Excess amount for set off, if any

Sr. No.	Particular	Amount (In Lakhs)
i.	Two Percent of average Net profit of Company	98.52
ii.	Total amount spent for the Financial year 2023-24	100.67*
iii.	Excess amount spent for the financial year [(ii)-(i)]	2.15
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	2.15

\*including set off amount of ₹59.91 carried towards from previous years.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6)	Balance amount unspent CSR Account under section 135(6)	Amount spent in the Financial Year	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years.(in ₹)	Deficiency if any
					Amount (in ₹)	Date of Transfer		
1.	FY 2022-23							
2.	FY 2021-22							
3.	FY 2020-21							

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

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Office
-	-	-	-	-	-	-	-

9. Specify the reason(s), if the Company has failed to spend two per cent of the Average Net Profit as per Section 135(5): **Not Applicable**

Date: 12.08.2024  
 Place: Chandigarh

Sd/-  
**N.R. Munjal**  
 Managing Director & Chairman of CSR Committee

ANNEXURE-IV

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014A.**

**A. CONSERVATION OF ENERGY**

**a) Steps taken or impact on conservation of energy:**

1. Turbine Modification done with low condensing, resulting in lowering of operational cost of Power Plant.
2. Ash conveying system for Recirculation of APH/ECO/ESP ash, improving boiler efficiency by 1 %.
3. Transformer provide shed to reduce its body temperature by 10 deg. C increasing its efficiency.
4. Auto tube cleaning system installed on Kirloskar Chiller (Process) with saving of upto 1000 units power per day.
5. Efficiency improvement of air compressor no. 10 by replacing its Cylinder assembly from 68.4% to 85.60%.

**b) Steps taken for utilizing alternate sources of energy:**

During the financial year, the Company did not make any capital investments in new energy conservation equipment. We focused on optimizing existing processes and utilizing alternate energy sources as outlined above.

**c) Capital Investment on energy conservation equipments:**The Company continuously endeavours to discover integration of new technologies and tools to save energy, reduce consumption & to utilize renewable energy sources.

**B. TECHNOLOGY ABSORPTION**

**i. Efforts, in brief made towards technology, absorption, adaptation and innovation.**

Innovation is the key for the growth of pharmaceutical industry and the Company leverage on getting updated about newer product development tools and technologies to gain competitive advantage in the market. The team develop new products with niche technologies in both the Active Pharmaceutical Ingredients (APIs) and finished products.

**R&D Investments:** Invested significantly in research and development to absorb and adapt cutting-edge technologies in API synthesis and formulation processes.

**Collaborations:** Entered into strategic partnerships with leading global technology providers to incorporate the latest innovations into our CRAMS services and product lines.

**Training and Development:** Conducted extensive training programs for our technical teams to facilitate the effective adoption and utilization of new technologies.

**ii. Benefits derived as a result of above efforts e.g. product improvements, cost reduction, product development etc.**

- Enhanced the efficacy and safety profiles of our APIs and formulations, leading to improved patient outcomes and regulatory approvals.
- Achieved significant cost reductions through improved process efficiencies and reduced raw material wastage.
- No. of products commercialized have been increased.

**iii. Information in case of imported technology (imports during last three years):** NIL. The company developed technology through efforts of its in-house R&D department.

**iv. Expenditure on R & D during the year 2023-24 (Rs. in Lakhs)**

Particulars	2023-24	2022-23
a. Capital	143.90	195.15
b. Revenue	3,551.66	4,257.38
<b>Total</b>	<b>3,695.56</b>	<b>4,452.53</b>
c. Total R&D expenditure as percentage of total turnover	3.01	3.87
d. Turnover	1,22,731.79	1,15,195.68



**C. Foreign Exchange Earnings & Outgo**

During the year foreign exchange outgo was Rs. 2,522.90 Lakhs and the earnings in Foreign Exchange were Rs. 94,995.26 Lakhs. The details have been given in Note XXXV of Notes to Accounts.

**Note:** As at the end of financial year ended 31<sup>st</sup> March 2024, the Company had transferred its API and CRAMS business by way of slump sale. Consequently, the manufacturing facilities located in Derabassi (Punjab) and Samba (J&K), as well as the Research & Development Centre in Mohali (Punjab), have been transferred to M/s. Synthimed Labs Private Limited.

Although these facilities are no longer under the Company's ownership, we remain committed to the principles of energy conservation and environmental responsibility. We continue to uphold our dedication to minimizing the adverse effects of global warming and climate change by conducting our activities in an environmentally friendly and energy-efficient manner.

**ANNEXURE V**
**Form No. MR-3**
**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED ON 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]

TO,  
THE MEMBERS,  
**IND SWIFT LABORATORIES LIMITED**  
CIN - L24232CH1995PLC015553  
SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA  
CHANDIGARH - 160101

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IND SWIFT LABORATORIES LIMITED (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by IND SWIFT LABORATORIES LIMITED ("the Company") for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (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) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2022; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (i) The Securities and Exchange Board of India (listing obligations & disclosure requirements) regulations, 2015
- (vi) OTHER APPLICABLE ACTS :
  - (a) Pharmacy Act, 1948
  - (b) The Finance Act, 2022
  - (c) Prevention of Money Laundering Act, 2002 and the prevention of Money-Laundering (Amendment) Act 2012.
  - (d) Payment of Wages Act, 1936, and rules made thereunder
  - (e) The Minimum Wages Act, 1948, and rules made thereunder
  - (f) Employee's State Insurance act, 1948, and rules made thereunder
  - (g) The Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder

- (h) The Payment of Bonus Act, 1956, and rules made thereunder.
- (i) The Air (Prevention & Control of Pollution) Act 1981.
- (j) The Air (Prevention & Control of Pollution) Act, 1974.
- (k) The Industrial Disputes Act, 1947
- (l) The Payment of Gratuity Act, 1972
- (m) Indian Contract Act, 1872
- (n) The Apprentices Act, 1961
- (o) The Workmen's Compensation act, 1923
- (p) Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- (q) The Factories Act, 1948 (Act No. 63 of 1948), as amended by the Factories (Amendment) Act, 1987 (Act 20 of 1987)
- (r) The Drugs (Control) Act, 1950.
- (s) The Environment (Protection) Act, 1986
- (t) Drugs and Cosmetics Act, 1940
- (u) Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
- (v) Narcotic Drugs and Psychotropic Substances Act, 1985
- (w) Conservations of Foreign Exchange and Prevention of Smuggling Activities Act, 1974
- (x) The Medicinal & toilet Preparations Substances (Excise Duties) Act, 1955
- (y) The Indian Copyright Act, 1957
- (z) The Patents Act, 1970
- (aa) The Trade Marks Act, 1999
- (bb) Goods & Service Tax Act, 2017
- (cc) Other Miscellaneous Acts and rules as applicable

Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

#### Observations

During the period, under review the Company has complied with the provisions of the Act, Rules, Regulations w.r.t the above mentioned acts and rules and I have the following observations:

1. The Registrar of Companies, Punjab and Chandigarh has initiated an Inspection as per the Provisions of the Companies Act, 2013 in the Year 2018-19 and the same is pending.
2. The Statutory Auditors have also reported about certain Fixed Assets which are not registered in the name of the Company.

#### I further report that: -

- The Board of Directors of the Company is duly constituted.
- There are no changes in the composition of the Board of Directors that took place during the period.
- Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.
- I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- The observations with respect to the other Statutory Acts as applicable apart from the Companies Act 2013 are based upon the certification received from various departmental heads of the Company.

This report is to be read with our letter of even date which is annexed as “annexure A” and forms an integral part of this report.

Place: Chandigarh  
Date: 12/08/2024

Sd/-  
**(Vishal Arora)**  
Company Secretary  
FCS No. 4566  
CP No.3645  
UDIN: F004566F000957925

TO,  
THE MEMBERS,  
**IND SWIFT LABORATORIES LIMITED**  
CIN - L24232CH1995PLC015553  
SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA  
CHANDIGARH - 160101

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records, based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Whenever required, I 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 are the responsibility of the management. My examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chandigarh  
Date: 12/08/2024

Sd/-  
**(Vishal Arora)**  
Company Secretary  
FCS No. 4566  
CP No.3645  
UDIN: F004566F000957925

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

- (i) Secretarial Standards issued by “The Institute of Company Secretaries of India”
- (ii) The listing agreement and Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with



# Report on Corporate Governance

## THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Strong leadership and effective corporate governance practices have been the Company's hallmark.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its Senior Management including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act"). These codes are available on the Company's website. The Company's corporate governance philosophy has been further strengthened through the Company's Code of Conduct for Prevention of Insider Trading.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable, with regard to Corporate Governance.

The Company is further in compliance with the provisions of Corporate Governance specified in Regulation 34 of Listing Regulations, as amended from time to time.

## CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted a Code of Business Conduct and Ethics for Directors and Senior Management of the Company, as required under Regulation 17(5)(a) of the Listing Regulations. The Company has received confirmations from the Directors and Senior Management regarding compliances with the Code for the year ended 31<sup>st</sup> March 2024.

The Code has been displayed on the Company's website – <https://www.indswiflabs.com/investor/corporate-governance/>

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amended as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company Secretary of the company acts as the Compliance Officer.

The Code of Conduct is applicable to Promoter(s), Director(s), Key Managerial Personnel, Specified employees and other Connected Person of the Company who are expected to have access to Unpublished Price Sensitive Information (UPS) relating to the Company. All of them have a duty to safeguard the confidentiality of all such information obtained during his or her work at the Company. This Code is displayed on the website of the Company – <https://www.indswiflabs.com/wp-content/uploads/2019/03/Disclosure.pdf>

The Directors and Senior employees have given affirmation for the compliance under this code.

The Company is in compliance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for Corporate Governance.

## BOARD OF DIRECTORS

### Composition of the Board

The Board of Directors and the Committees constituted by the Board provides leadership and guidance to the Company's management and supervises the Company's overall performance in its business and other related matters. As on 31<sup>st</sup> March, 2024, The Board of Directors of the Company consists of 4 Promoter Executive Directors and 4 Independent Directors and 4 out of 8 directors are Non-Executive Independent Directors including 1 Woman Director. Hence, the Board meets the requirement

of having at least one independent woman director and not less than 50% of the Board Strength comprising of Non-Executive Independent Directors.

### Number of Board Meetings held and the dates of the Board Meetings

Eleven (11) Board Meetings were held during the financial year ended 31<sup>st</sup> March, 2024 on on 29-05-2023, 09-08-2023, 31-08-2023, 06-09-2023, 25-09-2023, 07-11-2023, 12-02-2024, 05-03-2024, 08-03-2024, 18-03-2024 & 30-03-2024. The time gap between any two meetings was not exceeding 120 (one hundred and twenty) days.

### Details of composition and category of Directors, attendance at the Board Meetings, AGM and shareholding of each director.

Name of Director	Category	No. of Board Meetings held & attended during the financial year**	Attendance at the last AGM	No. of Equity shares held in the Company
Mr. Navrattan Munjal	Executive Promoter Director	11 out of 11	Yes	920724
Mr. Himanshu Jain	Executive Promoter Director	11 out of 11	Yes	406961
Mr. Rishav Mehta	Executive Promoter Director	11 out of 11	Yes	454545
Mr. Sahil Munjal	Executive Promoter Director	10 out of 11	Yes	6766
Mr. Sri Prakash Sharma	Independent Director	11 out of 11	Yes	Nil
Ms. Neerja Chathley	Independent Women Director	9 out of 11	Yes	Nil
Dr. Ashwani Kumar Vig	Independent Director	10 out of 11	Yes	Nil
Mr. Rajinder Kumar Gupta	Independent Director	11 out of 11	Yes	Nil

\*\* Includes the meeting attended through Audio/video mode

### Notes: -

- The Company has not issued any convertible instruments during F.Y. 2023-24.
- None of the Directors hold the office of Director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 17A of SEBI (LODR), Regulations 2015.
- As on 31.03.2024, Dr. Ashwani Kumar Vig has attained the age of 75 years and consent for his continuation to hold the office as director after he attains the age of 75 years has been obtained in the previous Annual General Meeting of members held on 30<sup>th</sup> September, 2023.
- The Independent Directors on the Board of the Company serve as an Independent Director in not more than seven listed companies, as prescribed in Regulation 25(1) of the Listing Regulations.

### No. of Directorship(s)/ Membership(s)/ Chairmanship(s) held in other companies.

Name of Director	Membership in other Listed Entities*	No. of Directorship**	Committees***	
			Member	Chairman
Mr. Navrattan Munjal	Ind Swift Limited (Non-Executive Director)	3	Nil	Nil
Mr. Himanshu Jain	Ind Swift Limited (Non-Executive Director)	4	2	Nil
Mr. Rishav Mehta	Ind Swift Limited (Non-Executive Director)	3	Nil	Nil
Mr. Sahil Munjal	Nil	4	Nil	Nil
Mr. Sri Prakash Sharma	Nil	1	Nil	Nil
Ms. Neerja Chathley	Nil	Nil	Nil	Nil
Dr. Ashwani Kumar Vig	Nil	Nil	Nil	Nil
Mr. Rajinder Kumar Gupta	Nil	Nil	Nil	Nil
Mr. Param Bir Singh	Nil	1	Nil	Nil

\*Represents directorships in listed Companies and category of directorship other than Ind Swift Laboratories Limited.

\*\* Excludes Directorship in Ind Swift Laboratories Limited, alternate Directorships and Directorships in Private Companies, Foreign Companies and

Companies under Section 8 of the Companies Act, 2013.

\*\*\*Represents Chairmanships/Memberships of Audit and Stakeholders Relationship Committees in listed/unlisted public limited companies (excluding Ind Swift Laboratories Limited)

### BOARD SKILL MATRIX

The Board of Directors of the Company comprises qualified personnel who possess relevant skills, expertise, and competence for the effective functioning of the Company. In compliance with the SEBI Listing Regulations, the Board has identified the following skills / expertise / competencies fundamental for the effective functioning of the company which are taken into consideration by the Nomination and Remuneration Committee while recommending appointment of any candidate to the Board of the Company.

The matrix setting out the skills/expertise/competence of Board of Directors is given below:

Board of Directors	Research & Innovation	General Management	Finance & Risk Management	Corporate Governance & Compliance	Global healthcare	Technology & digital perspective	Scientific knowledge
Mr. Navrattan Munjal	√	√	√	√	√		√
Mr. Himanshu Jain		√	√	√		√	
Mr. Rishav Mehta		√	√	√	√	√	
Mr. Sahil Munjal	√	√			√	√	√
Mr. Sri Prakash Sharma		√	√	√		√	
Mr. Rajinder Kumar Gupta		√	√	√			
Dr. Ashwani Kumar Vig	√			√	√		√
Ms. Neerja Chathley		√		√		√	√
Mr. Param Bir Singh		√	√	√			

### Succession Policy

The Nomination and Remuneration Committee works with the Board on succession plans as and when required, to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills, experience and continuity on the Board.

### Board Procedure

The Board looks at long-term strategic planning, annual budget approvals and policy formulation. The Board also has a strong operational oversight and reviews business plans, key risks and opportunities in the business context.

A detailed agenda, setting out the business to be transacted at the meeting(s), supported by detailed notes, where applicable, is sent to each Director before the date of the Board and Committee meetings.

Important decisions taken by the Board and its committees are promptly communicated to the concerned leadership team for execution and status reports on action taken are reported at subsequent meeting(s). The Managing Director is responsible for implementing corporate strategy, planning, external contacts and Board matters. The Departmental Heads are responsible for all day-to-day operations-related issues, profitability, productivity, recruitment and employee retention for their divisions. The Board specifically considers internal financial control systems, financial reporting, approval of quarterly/annual results, major accounting provisions and write-offs/writebacks etc. The minutes of the meetings of the Audit and other Committees of the Board are also being noted and considered by the Board of Directors.

In addition to the information required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, the Board is also kept informed of major events and approvals are taken wherever necessary.

The Company provides Audio/Video conference facilities to the Board Members, (if required) for participation by the Directors in Board/Committee meetings in case he/she is not able to attend the meeting physically due to prior commitments.

### Relationship between Directors Inter-se

Mr. N.R. Munjal & Mr. Sahil Munjal, Directors are related to each other as Father & Son respectively.

### Maximum Tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company is for a period of 5 consecutive years from their respective date of appointment.

### Formal Letter of appointment to Independent Directors

In accordance with Regulation 25 of the SEBI (LODR) Regulations, 2015 the Company has issued formal letters of appointment to all the Independent Directors.

The terms & conditions of their appointment have also been disclosed on the website of the Company [www.indswiflabs.com](http://www.indswiflabs.com).

### Board Independence

Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, Independent Directors are independent in terms of Listing Regulations, 2015.

### Independent Directors Role

As trustees of shareholders, Independent Directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision making. Being experts in various fields, they also bring independent judgment on matters of strategy, risk management, control and business performance. The Directors' Report contains disclosures regarding fulfillment of the requisite independence criteria by the Company's Independent Directors.

### Terms and conditions of appointment of Independent Directors

The Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director, inter alia, explaining the role, duties and responsibilities of the Director. The Director is also explained in detail the compliances required from him / her under the Act, SEBI Regulations and other relevant regulations and his / her affirmation is taken with respect to the same.

### INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda which is backed by comprehensive background information.

The following information is regularly provided to the Board, prior to the Board meetings.

- Annual operating plans and budgets and any update thereof.
- Capital budgets and any updates thereof.
- Annual and Quarterly financial results for the Company and its operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of the Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.



- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property and any other acquisition.
- Significant labour problems and their proposed solutions. Any significant development on Human Resources / Industrial Relations front, like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- The sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory, or listing requirements and shareholders' service, such as non-payment of dividend, delay in share transfer, etc.

#### FAMILIARIZATION PROGRAMME

Pursuant to the provisions of the Act and Regulation 25 (7) of the Listing Regulations, the Company has, during the year, conducted familiarization programs for its Independent Directors and other Directors.

Senior management personnel of the Company make presentations to the Board Members on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc., and seek their opinions and suggestions on the same. In addition, the Directors are briefed on their specific responsibilities and duties that may arise from time to time. Any new Director who joins the Board is presented with a brief background of the Company, its operations and is informed of the important policies of the Company including the Code of Conduct for Directors and Senior Management Personnel, Code of Conduct for Prevention of Insider Trading, Policy on Related Party Transactions, Policy on Material Events, Whistle Blower Policy, Risk Management Policy, and Policy on Prevention of Sexual Harassment policy.

The Statutory Auditors, Internal Auditors and Company Secretary of the Company make presentations to the Board of Directors with regard to regulatory changes from time to time while approving the financial results.

The details of familiarization programs are available on the website of the Company. The weblink of the same is [https://www.indswiftlabs.com/wp-content/uploads/2018/07/Familiarisation\\_Programme\\_for\\_Independent\\_Directors.pdf](https://www.indswiftlabs.com/wp-content/uploads/2018/07/Familiarisation_Programme_for_Independent_Directors.pdf)

#### SEPARATE MEETING OF INDEPENDENT DIRECTORS

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 5<sup>th</sup> March, 2024 as required under Schedule IV of the Act (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations.

At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Three out of Four Independent Directors attended the said Meeting.

#### CONFIRMATION FROM THE BOARD

The Board of Directors has taken on record that all the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are Independent of the management.

#### COMMITTEES OF THE BOARD

The Board Committees appointed by the Board focus on specific areas and make informed decisions within the authority delegated. Each Committee of the Board is guided by its Charter, which defines the composition, scope and powers of the committee. The Committees also make specific recommendations to the Board on various matters from time to time. The Company has following Statutory and Non-Statutory Committees:

#### A. AUDIT COMMITTEE

The terms of reference of Audit Committee have been adopted in line with the provisions of Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. The details regarding constitution, terms of reference and meetings held/ attendance is as under: -

##### I. Constitution and attendance of the Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013, read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit committee of the Company presently consists of three Directors and the majority consists of Independent Non-Executive Directors. The Chairman of Audit Committee is Mr. Sri Prakash Sharma who has experience of financial matters and its management. Members of the Audit Committee possess financial / accounting expertise / exposure.

Nine meetings of the audit committee were held during the period starting from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 on 29.05.2023, 09.08.2023, 06.09.2023, 25.09.2023, 07.11.2023, 12.02.2024, 08.03.2024, 18.03.2024 and 30.03.2024. The necessary quorum was present at all the meetings. The Chairman of the Audit Committee was present at the last AGM of the Company held on 30<sup>th</sup> September, 2023.

The constitution of audit committee and attendance of each member is as under: -

Name	Designation	Category	No of Meetings Attended
Mr. Sri Prakash Sharma	Chairman	Non-Executive, Independent	9 out of 9
Mr. Navrattan Munjal	Member	Executive, Promoter	9 out of 9
Mr. Rajinder Kumar Gupta	Member	Non-Executive, Independent	9 out of 9

Mr. Pardeep Verma, VP-Corporate affairs & Company Secretary acts as Secretary of the Audit Committee in conformity to Section 177.

The Audit Committee meetings are also attended by the Jt. Managing Director, Chief Financial Officer, and the Statutory Auditors of the Company. The Internal Auditors and Cost Auditors of the Company are also invited to the meetings, as and when required. The Committee also invites such of the executives, as it considers appropriate to seek any clarification.

During the year, the Committee reviewed the key audit findings covering operational, financial, compliances, internal financial controls and reporting system. The Chairman of the Audit Committee briefs the Board about the significant discussions at the Audit Committee meetings.

The minutes of the Audit Committee Meeting forms part of Board papers circulated for Board meetings. In addition, the Chairman of the Audit Committee briefs the Board members about the significant discussions at Audit Committee meeting.

##### II. Terms of Reference/ Role of Audit Committee: -

The terms of reference/ role of the Audit Committee inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation to the Board regarding appointment, reappointment, remuneration and terms of appointment and, if required, the replacement or removal of statutory auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - 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; and
  - g) Modified opinion(s) in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
  - vi. 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.
  - vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
  - viii. Approval of transactions with related parties or any subsequent modification thereof and recommend such transactions, if required, to the Board for its approval.
  - ix. Scrutiny of inter-corporate loans and investments.
  - x. Valuation of undertakings or assets of the company, wherever it is necessary.
  - xi. Evaluation of internal financial controls and risk management systems.
  - xii. Reviewing, with the management, performance of statutory, cost and internal auditors, adequacy of the internal control systems.
  - xiii. 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.
  - xiv. Discussion with internal auditors of any significant findings and follow up thereon.
  - xv. 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.
  - xvi. 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.
  - xvii. To investigate the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - xviii. To review the functioning of the Whistle Blower mechanism.
  - xix. Recommend to the Board for approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
  - xx. 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.
  - xxi. Recommending to the Board the terms of appointment, reappointment and if required, the replacement or removal of cost auditors and internal auditors & fixation of their audit fees & fees for other services.
  - xxii. To review the following information:
    - a) Management discussion and analysis of financial condition and results of operations;
    - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - d) Internal audit reports relating to internal control weaknesses; and
    - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
    - f) Statement of deviations, if any.
  - xxiii. Investigate any matter referred to by the Board or within its terms of reference.
  - xxiv. To review the financial statements, in particular, the investments made by the unlisted subsidiary companies of the Company.

In addition to the above, the Committee shall have such functions / role / powers, if any, as may be specified in the Companies Act, SEBI (LODR) Regulations or any other applicable law.

The Committee shall have full access to information contained in the records of the Company and can seek information from any employee of the Company. The Committee may access external professional and legal advice, if so required in discharge of its functions.

The Audit Committee may make recommendations to the Board on any matter within its purview, by passing appropriate resolutions in its meetings."

## B. NOMINATION AND REMUNERATION COMMITTEE

In compliance with the requirements of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board of the Company has constituted "Nomination and Remuneration Committee". The Chairman of the Nomination and Remuneration Committee was present at the last AGM of the Company held on 30<sup>th</sup> September, 2023. The Committee met twice during the Financial Year 2023-24 i.e. on 24.08.2023 and 20.11.2023

### I. Constitution and Attendance of the Committee

Name	Designation	Category	No. of Meetings Attended
Dr. Ashwani Vig	Chairman	Non-Executive, Independent	2 out of 2
Mr. Sri Prakash Sharma	Member	Non-Executive, Independent	2 out of 2
Mrs. Neerja Chathley	Member	Non-Executive, Independent	2 out of 2

Mr. Pardeep Verma Compliance Officer of the Company acts as the Secretary of the Committee.

The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013, has been published on the Company website at [www. www.indswiftlabs.com](http://www.indswiftlabs.com).

### II. Terms of Reference

The terms of reference of this Committee are as under:

1. Formulation of the criteria for determining qualifications, 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;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. 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. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. 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.
6. Recommend to the Board, all remuneration, in whatever from payable to Senior Management.
7. The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.
8. To undertake related activities, functions and duties as the Board of Directors may from time to time, after deliberations, prescribe or as may be required to be undertaken in terms of any statutory or regulatory provisions including Companies Act, 2013 and rules made thereunder and Listing Agreement with stock exchanges.
9. To make recommendations to the Board on any matter within its purview, by passing appropriate resolutions.



### Performance Evaluation and Criteria for Evaluation

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter alia, the criteria for performance evaluation of the Independent Directors, Board of Directors, Committees of Board, Individual Directors, including the Managing Director and Non-Executive Directors and Chairperson of the Board.

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

The Nomination and Remuneration Committee has laid down a structured questionnaire which is prepared separately for the Board, committees, Chairman and individual Directors, including Managing Director and Independent Directors. The Chairman's performance evaluation is carried out by Independent Directors at a separate meeting. Chairman is evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all the Board members and motivating and providing guidance to the Managing Director. The questionnaire and evaluation process are reviewed in the context of amendments to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The questionnaire for Board evaluation is prepared taking into consideration various aspects of the Board's functioning such as Board members' understanding of their roles and responsibilities; attendance in the Board meetings and the reporting process; time devoted by the Board to the Company's long-term strategic issues; quality and transparency of Board discussions; quality, quantity and timeliness of the information flow between Board members and management; Board's effectiveness in disseminating information to shareholders and in representing shareholder interests; Board information on industry trends and regulatory developments; and discharge of fiduciary duties by the Board. During the evaluation of the Individual Directors, the Director being evaluated does not participate.

The performance of the committees is evaluated on the basis of their effectiveness in carrying out their respective mandates.

### REMUNERATION OF DIRECTORS

#### Criteria of Making Payment to Directors

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed and adopted the policy for selection and appointment of Directors, senior management and their remuneration. The policy lays down criteria for selection of Directors and senior management based on expertise, experience and integrity of the person. It also weighs the independent nature, personal and professional standing for the diversity in the Board composition.

#### Remuneration to the Managing Director/Whole Time Director

The Board / Nomination and Remuneration Committee is authorized to decide the remuneration of the Managing Director and Whole Time Directors, subject to the approval of the members and Central Government, if required. The remuneration structure comprises of salary, commission, perquisites and allowances as per applicable law/ rules.

Annual increments to executive directors are decided by the Board on recommendation by the Nomination and Remuneration Committee based on the Company's size, their knowledge and expertise, economic & financial position of the Company, industrial trend and compensation paid by the peer Companies, etc. The Remuneration paid to the Executive Directors in respect of the financial year 2023-24 is given below:

(₹ In Lakhs)

Director	Designation	Remuneration for the year ended 31 <sup>st</sup> March, 2024			
		Salary *	Contribution to Provident Fund	Perquisites	Total
Mr. Navrattan Munjal	Chairman & MD	302.86	0.22	Nil	303.08
Mr. Himanshu Jain	Jt. MD	378.62	0.22	Nil	378.84
Mr. Rishav Mehta	Executive Director	151.34	0.22	Nil	151.56
Mr. Sahil Munjal	Executive Director	178.93	0.22	Nil	179.15

The Contribution to Gratuity Fund has not been shown in the above table in respect of Managing Director & Whole Time Directors.

\*The Salary consists of the fixed component. There are no variable components or performance linked incentives. No options under the ESOP were granted to the Executive Directors during the year.

The terms of appointment of Whole-Time Directors are governed by resolution of Board of directors/ Shareholders and applicable rules of the company. None of the directors are entitled to severance fees.

#### Remuneration to Non-Executive Directors

Remuneration to Non-Executive Directors comprises sitting fees only. The sitting fee is paid to the non-Executive Directors as per the provisions of the Companies Act, 2013 and the rules there under.

Sitting fee paid to Directors during the year 2023-24 is as follows:

S. No.	Director	Designation	Sitting Fees	Other Expenses	Total
1.	Mr. S P Sharma	Independent Director	1,86,750	-	1,86,750
2.	Mr. Rajinder Kumar Gupta	Independent Director	1,48,500	-	1,48,500
3.	Dr. Ashwani Kumar Vig	Independent Director	1,23,750	-	1,23,750
4.	Mrs. Neerja Chatley	Independent Director	85,500	-	85,500

The above includes fees paid for the meetings of the Board and the committees attended by the respective directors.

#### Service contracts, notice period, severance fees.

The appointment of the Directors is governed by Resolutions passed by the Board/Shareholders of the Company, which cover the terms and conditions of such an appointment, read with the service rules of the Company. A separate Service Contract is not entered into by the Company with Executive Directors. A Formal letter of appointment is issued to independent directors. No notice period or severance fee is payable to any Director.

During the year, the Company has not granted any stock options to the Directors.

#### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee has been constituted to specifically look into transfer/transmission/demat/remat of shares, issue of duplicate/split/consolidation of share certificates, notices and to attend shareholder's complaints. This Committee meets as may be required.

The Company Secretary of the Company Acts as secretary/ Compliance Officer to the committee. The Company Secretary is authorized to authenticate the transfers/transmissions/issue of duplicate share certificates etc. All requests for dematerialization of shares are processed and confirmed by M/s Alankit Assignments Ltd, Registrars and Share Transfer Agent of the Company. The committee met once during the financial year 2023-24 i.e., on 26.02.2024.

I. The members of the committee are as follows: -

Name	Designation	Category	Meetings Attended
Dr. Ashwani Vig	Chairman	Non-Executive, Independent	1 out of 1
Mr. Navrattan Munjal	Member	Executive, Promoter	1 out of 1
Mr. Sri Prakash Sharma	Member	Non-Executive, Independent	1 out of 1

Mr. Pardeep Verma, Company Secretary & Compliance Officer of the Company, acts as the Secretary of the Committee.

During the year 2023-24, the Company has received a Complaint from one of its Shareholders and a few Complaints from its FD holders as detailed below:

Particulars	No. of Complaints
No. of FD complaints pending at the beginning of the quarter	0
No. of FD complaints received during the quarter	8
No. of FD complaints disposed off during the quarter	8
No. of FD complaints unresolved at the end of the quarter	0

## II. Terms of Reference

The Stakeholders Relationship Committee reviews and ensures the existence of a proper system for timely resolution of grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends. The following terms of reference of the Committee have been aligned to the Companies Act, 2013: --

1. To review, consider & resolve complaints received from shareholders, security holders and other investors ("stakeholders").
  2. To review, consider & resolve complaints and other letters received from SEBI, Department of Company Affairs, Stock Exchanges and similar bodies, pertaining to stakeholders.
  3. To consider, approve or delegate its powers to the officials of the Company or R&T Agent or any other person relating to the following: -
    - a) Transfer and transmission of the securities of the Company.
    - b) Consolidation, splitting, renewal & replacement certificates pertaining to securities issued by the Company. Provided that the new certificate shall be issued only against the surrender of old certificate, which shall be cancelled.
    - c) Dematerialisation & Rematerialisation of securities issued by the Company.
  4. To consider & issue certificates for shares, debentures and other securities issued by the Company and to consider & issue duplicate certificates in lieu of lost, mutilated or destroyed certificates and to authorize officials of the Company or any other person in this matter.
  5. In addition to the above, the Committee shall have such functions / role / powers, if any, as may be specified in the Companies Act, 2013, Listing Agreement with stock exchanges or any other applicable law / regulations from time to time or as may be assigned by the Board of Directors.
  6. The Committee shall have full access to information contained in the records of the Company and its R&T Agent.
- The company has also received a number of complaints from fixed deposits holders regarding repayment of deposits. The Hon'ble Company Law Board vide its order No. CP27/01/2013 dated 30<sup>th</sup> September, 2013 has granted extension of time in repayment of deposits. Now, the Company is making repayment of interest and Principal amount as due to the fixed deposit holders in terms of the aforesaid order of Hon'ble CLB.

The complaints are generally replied within 15 days of the date of lodgment with the company.

## D. RISK MANAGEMENT COMMITTEE

Evaluation of business risk and managing risk has always been an ongoing process in the Company. The terms of reference of the Risk Management Committee are in line with the Listing Regulations. The Risk Assessment Committee assists the Board in fulfilling its corporate governance duties by overseeing the responsibilities regarding the implementation of Risk Management Systems and Framework, review the Company's financial and risk management policies, assess risk and procedures to minimise the same.

### I. Composition of the Committee

The Board of the Company has constituted a Risk Management Committee, comprising of 3 Directors. The Committee met two times during the Financial Year 2023-24 i.e., on 31.08.2023 and 26.02.2024. The composition of the Risk Management Committee is as follows: -

Name	Designation	Category	Meetings Attended
Mr. Rajinder Kumar Gupta	Chairman	Independent/Non-Executive Director	2 out of 2
Mr. N.R Munjal	Member	Executive Director	2 out of 2
Mr. S P Sharma	Member	Independent/Non-Executive Director	2 out of 2
Dr. Ashwani Vig	Chairman	Independent/Non-Executive Director	2 out of 2

### II. Terms of Reference

The terms of the Risk Management Committee are as under:

- Preparation of Risk Management Plan, reviewing and monitoring the same on regular basis
- To review critical risks identified by Committee Members of the Company on a periodic basis.

- To ensure that the Company is taking the appropriate measures to achieve a prudent balance between risk and reward in both ongoing and new business activities.
- To evaluate significant risk exposures of the Company and assess Management's actions to mitigate the exposures in a timely manner.
- To obtain advice and assistance from Internal or External Legal, Accounting or other Advisors.
- To perform such other functions as may be prescribed or deemed fit by the Board.

## E. Compensation Committee

The Compensation Committee was constituted in the year 2004 to administer and superintend the implementation of the Employee Stock Option Scheme. No meeting of the committee was held during the year.

The detail regarding constitution, terms of reference and meetings held/ attendance is as under:

### I. Constitution of the Committee

The Compensation Committee presently comprises three members as per details in the following table:

Name	Designation	Executive/Non-Executive/ Independent
Dr. Ashwani Vig	Chairman	Independent/Non-Executive Director
Mr. Navrattan Munjal	Member	Executive Director
Mr. Sri Prakash Sharma	Member	Independent/Non-Executive Director

### II. Terms of Reference

The Compensation Committee formulates the detailed terms and conditions of the Employee Stock Option Scheme /Plan including the following:

- Administration and superintendence of Employees' Stock Option Scheme (ESOS).
- Formulation of the detailed terms and conditions of the ESOS.

## F. SUB-COMMITTEE OF BOARD

The Sub Committee of Board was constituted in the year 2009 to consider and approve the matters related To Banks/ FIs/ Term Loans/ Corporate Debt Restructuring and matter of general nature. The meetings were held on 01.05.2023, 05.06.2023, 19.06.2023, 28.08.2023, 18.09.2023, 05.12.2023, 15.01.2024, 24.01.2024 and 22.02.2024.

The constitution of the Sub-Committee of the Board and the attendance of each member of the committee is given below.

Name	Designation	Executive/Non-Executive/ Independent	No. of Committee Meeting attended
Mr. Navrattan Munjal	Chairman/ Member	Executive Director	9 out of 9
Mr. Himanshu Jain	Member	Executive Director	9 out of 9
Mr. Sri Prakash Sharma	Member	Independent Director	9 out of 9
Dr. Ashwani Vig	Member	Independent Director	9 out of 9

## G. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance to the provisions of Section 135 of the Companies Act, 2013, with respect to Corporate Social Responsibility, the Company has constituted a Corporate Social Responsibility Committee to monitor and review the CSR Policy of the Company from time to time and other function, as defined by the Board or as may be stipulated under any law, rule or regulation including listing regulations and Companies Act, 2013 or under any applicable law, as may be prescribed from time to time. The committee met once during the financial year 2023-24 i.e. on 07.11.2023. The composition of the Committee is as follows:



Name	Designation	Category	Meetings Attended
Mr. Navrattan Munjal	Chairman	Executive Director	1 out of 1
Mr. Himanshu Jain	Member	Executive Director	1 out of 1
Mr. Sri Prakash Sharma	Member	Independent/Non-Executive Director	1 out of 1

#### H. INVESTMENT COMMITTEE

The Investment Committee of the Board was constituted in the month of March 2024 to consider and approve the matters related to investment of the surplus funds available with the Company. The Committee also oversees and take all necessary decision as to the treasury operations also of the Company. The Constitution of the Committee is as under:

Name	Designation	Category
Mr. Navrattan Munjal	Chairman	Executive Director
Mr. Himanshu Jain	Member	Executive Director
Mr. Gagan Aggarwal	Member	CFO

#### I. PREFERENTIAL ISSUE COMMITTEE

The Preferential Issue Committee of the Board was constituted in the month of June 2024 to ensure enhanced efficiency and quick decision-making, with power to take all necessary actions, decisions in relation to the Preferential Issue of the 2,60,00,000 fully convertible warrants.

Name	Designation	Category
Mr. R. K. Gupta	Chairman	Independent/Non-Executive Director
Mr. Navrattan Munjal	Member	Executive Director
Mr. Himanshu Jain	Member	Executive Director

#### J. Senior Management.

Details of Senior Management as on 31<sup>st</sup> March, 2024:

Sr. No	Name	Current Designation	Department
1.	Gagan Agarwal	CFO	Finance
2.	Pardeep Verma	Vice- President Corporate Affairs & Company Secretary - Compliance Officer	Secretarial & Compliance
3.	Varun Chhabra	Sr-Vice-President	Marketing
4.	Lalit Goyal	Deputy General Manager	Accounts
5.	Ajit kumar Tuteja	Assistant General Manager	Accounts
6.	Ashok Kothari	General Manager	Information & Technology
7.	Akashdeep Sharma	Group HR Head	Human Resources

**Details of employees in the category of senior management whose services have been transferred to M/s. Synthimed Labs Private Limited effective from the closure of Business hours on 18<sup>th</sup> March, 2024:**

Sr. No	Name	Designation	Department
1.	Sunil Deshmukh	CEO	Executive Board
2.	Lovekesh Mahajan	CAO	Accounts
3.	Vijay Kumar	Dy COO	Manufacturing
4.	Anurag Chaturvedi	Sr-Vice-President	Marketing
5.	Ashok Prasad	Sr-Vice-President	R&D
6.	Rakesh Bahuguna	Sr-Vice-President	Quality Control

Sr. No	Name	Designation	Department
7.	Sandeep Singh	Sr-Vice-President	Supply Chain
8.	Saranjai Tyagi	Sr-Vice-President	Quality Assurance
9.	Vishal Vasudeva	Vice-President	Marketing
10.	Atul Kumar Chaubey	Vice-President	Human Resources
11.	Arun Chakraverty	Sr-General-Manager	Marketing
12.	Satish Sharma	Sr-General-Manager	Manufacturing
13.	Bharti Sharma	Sr-General-Manager	Supply Chain
14.	Gajendra Singh	Sr-General-Manager	Pd Lab
15.	Rakesh Bansal	Sr-General-Manager	PPIC
16.	Yogesh Kumar Goel	Advisor-Corporate-Affairs	Director Staff
17.	Shashi Kant Tiwari	General-Manager	CRD
18.	Ravi Rapolu	General-Manager	Analytical R&D
19.	Het Ram Rana	General-Manager	Quality Control
20.	Monika Aggarwal	General-Manager	Quality Assurance
21.	Gopinath Palla	General-Manager	Engineering
22.	Navdeep Singh Dhanoa	General-Manager	Engineering
23.	Rajesh Nag	General-Manager	Commercial
24.	Pradeep Goel	General-Manager	Business Development
25.	Parteek Kumar	General-Manager	Information Technology
26.	Sujeet Kumar Shrivastava	General-Manager	Analytical R&D

#### GENERAL BODY MEETINGS FOR LAST THREE YEARS

The Location and the time of the General Body of the members meetings held during the last three years are as under:

Date	Financial Year	Category	Venue	Time	Special Resolutions
6 <sup>th</sup> October, 2024	2023-24	EGM	PHD Chamber of Commerce, Sector 31-A, Chandigarh-160030	11:30 A.M.	Three Special Resolution w.r.t. approval for sale and transfer of Active Pharmaceuticals Ingredients ("API") and Contract Research and Manufacturing Services ("CRAMS") Business of the Company, to make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in terms of section 186 of the Companies Act, 2013 and approval of the loan by the Company to Ind Swift Limited in terms of the provisions of section 185 of the Companies Act, 2013.
30 <sup>th</sup> September, 2023	2023-24	28 <sup>th</sup> AGM	Video Conferencing or other Audio-Visual Means	11:30 A.M.	Two Special Resolution w.r.t re-appointment of Mrs. Neerja Chathley (DIN: 08448077) as an Independent Director for a second term of five years, in terms of section 149 of the companies act, 2013 and to ratify the appointment of Sh. Ashwani Kumar Vig (DIN: 07080817), Independent Director for the remaining period of second term due to attaining the age of 75 years.
30 <sup>th</sup> September, 2022	2022-23	27 <sup>th</sup> AGM	Video Conferencing or other Audio-Visual Means	11:30 A.M.	Four Special Resolution w.r.t. Re-appointment of Mr. N.R. Munjal as Chairman & Managing Director, Re-appointment of Mr. Himanshu Jain designated as Joint Managing Director, Re-appointment of Mr. Rishav Mehta as Whole-Time Director, Approval of remuneration of Executive Director Mr. Sahil Munjal for a period of two years.
30 <sup>th</sup> September, 2021	2021-22	26 <sup>th</sup> AGM	Video Conferencing or other Audio-Visual Means	11:30 A.M.	One Special Resolution w.r.t. Continuation of holding of office of Managing Director by Mr. Navrattan Munjal (DIN: 00015096) Who attained the age of 70(Seventy) years on 09.02.2022

Date	Financial Year	Category	Venue	Time	Special Resolutions
28 <sup>th</sup> August, 2021	2021-22	EGM	Video Conferencing or other Audio-Visual Means	11:30 A.M	One Special Resolution w.r.t. Approval for sale and transfer of Active Pharmaceuticals Ingredients ("API") business of the Company

**EGM**- Extra Ordinary General Meeting

**AGM** – Annual General Meeting

In respect of the businesses to be transacted at the Annual and Extra-Ordinary General Meetings, e-voting facility was extended to the members of the Company. In respect of shareholders who could not cast their votes through e-voting, a polling facility through ballot paper was provided at the venue of the AGM. All the resolutions were passed with an overwhelming majority. The Company had not passed any resolution through postal Ballot.

All the resolutions, including special resolutions set out in the respective notices were passed by the shareholders.

#### POSTAL BALLOT

No postal Ballots were used for voting at the meeting held during the year under review.

#### MEANS OF COMMUNICATION

- All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges, where the securities of the Company are listed. All submissions to the Exchanges are made through the respective electronic filing systems.
- The Company intimates un-audited quarterly, half-yearly and audited quarterly and annual financial results to the Stock Exchanges immediately after these are approved and taken on record by the Board. These financial results are normally published in the Financial Express (English) and Jansatta (Hindi).
- The quarterly results, Shareholding Pattern, quarterly/half yearly/annual compliances and all other material events or information as detailed in Regulation 30 of the Listing Regulations are filed electronically with National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with BSE Limited through BSE Online portal. These communications are also posted on the Company's website [www.indswiflabs.com](http://www.indswiflabs.com).
- Presentations made to Institutional Investors and Financial Analysts on the Financial results of the Company are disclosed to both Stock Exchanges i.e. BSE and NSE.

#### GENERAL SHAREHOLDER INFORMATION

<b>AGM: Day, date and Time</b>	AGM will be held on Monday, 30 <sup>th</sup> September, 2024 through Video Conferencing or other Audio Visual Means at 11:30 A.M
<b>Next Financial year of the Company</b>	April, 2024 to March, 2025
<b>Quarterly Results Calendar</b>	<ol style="list-style-type: none"> <li>First Quarter Results- By 14<sup>th</sup> August, 2024</li> <li>Half-yearly Results- By 14<sup>th</sup> November, 2024</li> <li>Third Quarter Results- By 14<sup>th</sup> February, 2024</li> <li>Results for the year ending 31<sup>st</sup> March, 2025- By 30<sup>th</sup> May, 2025</li> </ol>
<b>Date of Book Closure</b>	25 <sup>th</sup> September, 2024 to 30 <sup>th</sup> September, 2024 (both days inclusive).
<b>Dividend Payment</b>	The Board has not proposed any dividend for the Year ended 31 <sup>st</sup> March, 2024.
<b>Listing on Stock Exchanges</b>	The Company's shares are listed at BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Annual Listing Fee of both the exchanges has been paid up to date.
<b>Stock Code/Symbol</b>	532305 on BSE Limited (BSE) INDSWFTLAB on National Stock Exchange (NSE)
<b>Demat ISIN No. for NSDL and CDSL</b>	INE915B01019
<b>NCD ISIN</b>	INE915B07024

#### NEAPS (NSE Electronic Application Processing System), Digital Exchange, BSE Corporate Compliance & Listing Centre:

NSE and BSE have developed web-based applications for Corporates. Periodical compliances like Financial Results, Shareholding Pattern and Corporate Governance Report, etc. are also filed electronically on NEAPS/Digital Exchange/BSE Listing Centre.

SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Members are requested to first take up their grievance, if any, with Alankit Assignments Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>

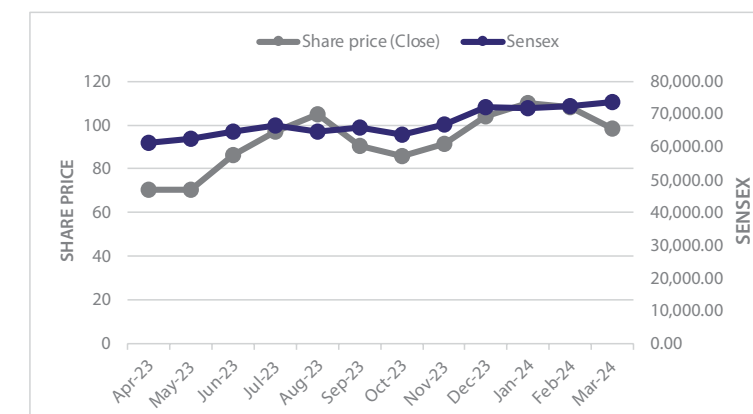
**Exclusive email ID for investors:** The Company has designated the email id [investor@indswiflabs.com](mailto:investor@indswiflabs.com) exclusively for investor servicing, and the same is prominently displayed on the Company's website: [www.indswiflabs.com](http://www.indswiflabs.com).

#### Monthly Share Price Movement during 2023-24 at BSE & NSE

Month	BSE (Source: <a href="http://www.bseindia.com">www.bseindia.com</a> )			NSE (Source: <a href="http://www.nseindia.com">www.nseindia.com</a> )		
	High (₹)	Low (₹)	Volume (In Lakhs)	High (₹)	Low (₹)	Volume (In Lakhs)
Apr-23	72.4	56.07	129.41	72.5	55.8	9.21
May-23	79.58	63.4	303.61	80.0	63.95	33.33
Jun-23	88.6	68.79	350.26	88.60	68.05	45.43
Jul-23	97.4	82	699.82	97.75	82.0	72.13
Aug-23	113.6	87.75	1026.07	112.6	87.65	125.51
Sep-23	123.4	84.8	1531.91	123.4	84.7	170.09
Oct-23	96.4	82	217.84	96.6	81.85	28.92
Nov-23	100.6	85	348.74	100.75	84.7	39.34
Dec-23	105.3	89.5	554.29	105.75	89.5	76.50
Jan-24	113.3	101.5	803.66	113.45	101.2	66.99
Feb-24	122.7	95.7	685.45	122.9	95.0	78.67
Mar-24	115.15	90.6	593.63	115.3	93.0	171.04

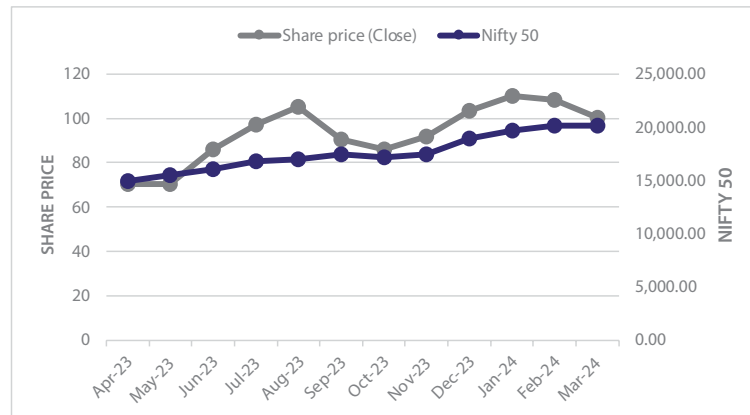
On 28<sup>th</sup> March, 2024, the closing price of the shares of the Company on BSE was ₹98.30 and on NSE was ₹100.15.

#### STOCK PRICE MOVEMENT IN COMPARISON WITH BSE SENSEX





**STOCK PRICE MOVEMENT IN COMPARISON WITH NSE NIFTY 50**



**Market Capitalization and Price-Earnings Ratio:**

Particulars	As on 31.03.2024	As on 31.03.2023
a. Closing Price (BSE) (₹).	98.30	55.24
b. Market Capitalization (₹ In Crores)	580.82	326.40
c. Price-Earnings Ratio	1.39	7.68

**REGISTRAR AND TRANSFER AGENT**

Transfer Agent for physical transfer and Demat of Shares:

M/s Alankit Assignments Ltd.  
 205-208 Anarkali Market  
 Jhandewalan Extension,  
 New Delhi-110 055  
 Tel:- +91-11-42541965, 42541953  
 Fax:- +91-11-41540064  
 E-mail: [info@alankit.com](mailto:info@alankit.com)  
 Website: [www.alankit.com](http://www.alankit.com)

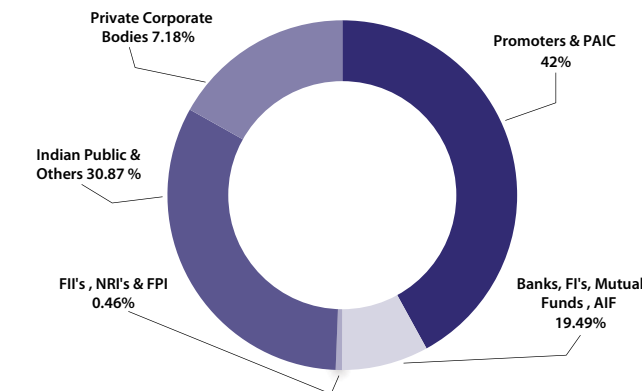
**SHARE TRANSFER SYSTEM**

- In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. Pursuant to SEBI Master Circular dated May 7, 2024, Listed companies shall issue securities in dematerialized form only (while processing Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission, or Transposition. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation. The Stakeholders' Relationship Committee has delegated powers to Registrar and Share Transfer Agents to effect requests for transmission, name deletion, duplicate share certificates, etc.
- M/s Alankit Assignments Ltd., Registrar and Transfer Agent appointed by the Company have adequate infrastructure to carry out the share transfer, transmission and other related assignments.

**DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2024**

Category	No. of Shares Held	%age of Shareholding
Promoters & PAIC	2,48,18,783	42.00
Banks, FI's, Mutual Funds, AIF	47,42,752	8.03
FII's, NRI's & FPI	3,41,885	0.58
Private Corporate Bodies	99,62,657	16.86
Indian Public & Others	1,92,20,783	32.53
<b>Total</b>	<b>5,90,86,860</b>	<b>100.00</b>

**SHAREHOLDING PATTERN AS ON MARCH 31, 2024**



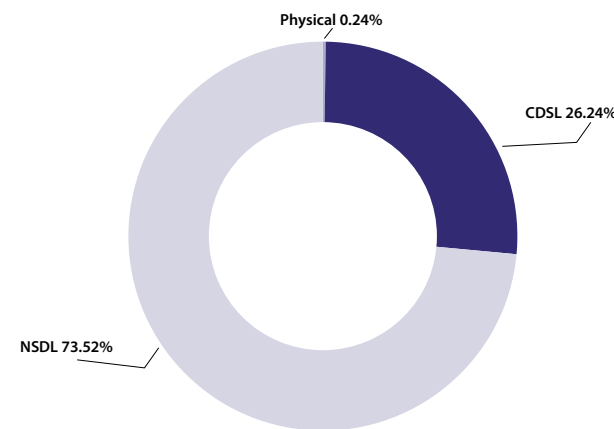
**DISTRIBUTION SCHEDULE AS ON 31<sup>ST</sup> MARCH 2024**

No. of shares held	No. of Share Holders	% age of Total Holders	No. of Shares	% age of Total Equity
1-100	12360	55.08	5,80,580	0.98
101-500	6749	30.08	18,53,695	3.14
501-1000	1635	7.29	13,56,027	2.30
1001-5000	1284	5.72	29,68,149	5.02
5001-10000	181	0.81	14,17,762	2.40
10001-20000	90	0.40	12,86,432	2.18
20001-30000	37	0.16	9,23,348	1.56
30001-40000	21	0.09	7,53,248	1.27
40001-50000	11	0.05	4,95,682	0.84
50001-100000	32	0.14	21,29,669	3.60
100001-500000	30	0.13	67,05,934	11.35
500001- and above	9	0.04	3,86,16,334	65.36
<b>Total</b>	<b>22438</b>	<b>100.00</b>	<b>5,90,86,860</b>	<b>100.00</b>

**DEMATERIALIZATION OF SHARES**

The shares of the company are available for trading in the Depository system of both the National Securities Depository Limited and the Central Depository Services (India) Limited.

Mode of Shares	Number of Shares	% age
Physical	142863	0.24
CDSL	15501758	26.24
NSDL	43442239	73.52
<b>Total</b>	<b>5,90,86,860</b>	<b>100.00</b>



**OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS**

The Company had issued 2500,000 Global Depository Receipts (GDRs) to FII on 12<sup>th</sup> August, 2005 after getting the previous approval from the shareholders in the Extra-Ordinary general Meeting held on 27<sup>th</sup> April, 2005. These GDRs were listed at the Luxembourg Stock Exchange. As on 31/03/2024 there were no GDR outstanding.

**COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

The Company exports finished goods and imports of raw materials of few products. The international trade is primarily in USD and Euro which are major convertible currencies, and to that extent the exposure to foreign exchange risk exists. However, the exports and imports of the Company are in the same currencies, therefore, a natural hedge for these currencies exists.

The Company has not entered into any hedging activities and has not dealt in commodity prices or foreign exchange risk activities during the financial year 2023-24.

**OPTIONALLY CONVERTIBLE WARRANTS**

There are no Outstanding Warrants for Conversion.

**RECONCILIATION OF SHARE CAPITAL AUDIT**

Pursuant to the provisions of SEBI (Depositories & Participant) Regulations, 2018 quarterly audit is being undertaken by a Practicing Company Secretary for reconciliation of share capital of the Company.

The audit report inter alia covers and certifies that the total share held in NSDL, CDSL and those in physical from tally with the issued and paid-up capital of the Company, the Registrar of Members is duly updated and demat requests are confirmed within stipulated time etc.

**REGISTERED OFFICE**

Ind-Swift Laboratories Limited  
 SCO 850, Shivalik Enclave,  
 NAC, Manimajra, Chandigarh – 160 101  
 Tele: - +91-172-5061850, 51  
 Fax: - +91-172-2730504, 2736294

The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24232CH1995PLC015553.

**COMPLIANCE OFFICER**

**Pardeep Verma**

VP-Corp. Affairs & Company Secretary  
 Ind-Swift Laboratories Limited  
 Corporate Office  
 SCO 850, Shivalik Enclave,  
 NAC, Manimajra  
 Chandigarh 160101  
 Tel: - +91-172-2730920  
 Fax: - + 91-172-2730504  
 Email: [pardeep.verma@indswiftlabs.com](mailto:pardeep.verma@indswiftlabs.com)

**NOMINATION FACILITY**

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Desirous Members may approach the Company or the Registrar & Share Transfer Agents of the Company, for the shares held in physical form and to the respective Depository Participant for shares held in demat form, for availing the same facility.

**LIST OF CREDIT RATINGS OBTAINED/REVISION**

During the Financial Year, 2023-24, the credit rating of the Company was 'CARE BB' (previous year CARE BB) which implies stable rating.

**SECRETARIAL AUDIT**

Mr. Vishal Arora, Practicing Company Secretary, has conducted a Secretarial Audit of the Company for the financial year 2023-24. Their Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made there under, its Memorandum and Articles of Association, Listing Regulations and the applicable SEBI Regulations. The Secretarial Audit Report forms part of the Board's Report.

**OTHER DISCLOSURES**

**(a) Related Party Transactions**

The Board of Directors have approved a policy for related party transactions and has been uploaded on the Company website [http://www.indswiftlabs.com/pages/Related\\_Party\\_Transactions\\_Policy\\_Procedures.pdf](http://www.indswiftlabs.com/pages/Related_Party_Transactions_Policy_Procedures.pdf). There are no materially significant related party transactions entered into by the Company with its Promoters, Directors or Management, their subsidiaries, or relatives, etc. that may have potential conflict with the interests of the Company at large. All transactions entered with related parties during the year ended 31<sup>st</sup> March, 2024 as mentioned under Companies Act, 2013 and Regulation 23 and 27(2)(b) of the Listing Obligations & Disclosures Regulations (LODR) were in the ordinary course of business and on arm's length pricing basis. The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

Transactions with related parties are disclosed in Note No. XXX of Notes to the accounts in the Financial Statements for the year.

Further, as per Regulation 23(9) of the SEBI Listing Regulations, your Company has also filed the related party transactions on a consolidated basis as per the timelines specified under the said regulations.



**Disclosure of the Loans and advances to firms/companies in which directors are interested are as under:**

Sr. No.	Listed entity/ Subsidiary entering into the transaction	Nature of Transaction	Name of the Firm/Company in which Directors are interested	Amount outstanding as on 31.03.2024 (₹ in Crores)
1	Ind-Swift Laboratories Limited	Loan & Advances	Ind-Swift Limited	353.43*

\* includes interest component.

On 30<sup>th</sup> March 2024, the Company extended a loan facility of ₹3526 million (approx.) to M/s. Ind Swift Limited by acquiring the Existing Debt from Edelweiss Asset Reconstruction Company Limited. This facility includes rights to recover unsustainable debt of ₹4631.70 million. The unsustainable or zero-coupon debt will be payable in full in the event of default on the term loan facility but will be waived upon successful repayment. Detailed information regarding this transaction is provided in the Notes to the Financial Statements, which are integral to this report.

**(b) Statutory Compliance, Strictures and Penalties**

The Company has complied with the requirement of the Stock Exchanges, SEBI and other statutory authority on matters related to capital markets during the last three years. No strictures or penalties have been imposed on the Company by these authorities.

**(c) Non-Convertible Debentures (NCDs) issue**

The Company had issued 4245 Secured listed rated Redeemable, Non-Convertible Debentures (NCDs) of a face value of ₹10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to ₹424,50,00,000/- (Rupee Four Hundred Twenty-Five Crores and Fifty Thousand only) to settle/discharge the secured debt through infusion of fresh funds for meeting the cash flow requirement of Company. These NCDs were listed on BSE and were set to mature on June 12, 2024.

To facilitate the repayment of these NCDs, the Company executed a slump sale transaction with M/s. Synthimed Labs Private Limited, a subsidiary of India Resurgence Fund (IndiaRF). Under this transaction, the Company sold its entire Active Pharmaceutical Ingredients (API) and Contract Research and Manufacturing Services (CRAMS) business. The Business Transfer Agreement (BTA) for this transaction was executed on September 6, 2023.

As part of the slump sale agreement, the repayment of debt associated with the assets being transferred was a principal condition. Consequently, the NCDs were fully repaid on March 18, 2024, i.e., the same date on which the slump sale transaction was completed, and the proceeds were received by the Company.

**(d) Whistle-Blower Policy / Vigil Mechanism**

The Company promotes ethical behavior in all its business activities and in line with the best international governance practices, Ind-Swift Laboratories Limited has established a system through which Directors, employees, business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all Directors, employees, business associates have direct access to the Chairman of the Audit Committee, and also to the Ethics Counselor designated for the same purpose. The Whistle-Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website [www.indswiftlabs.com](http://www.indswiftlabs.com).

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. The Committee has, in its Report, affirmed that no personnel have been denied access to the Audit Committee.

**(e) Compliance of Corporate Governance Provisions**

There is no Non-compliance of any requirement of Corporate Governance Report of Sub Para (2) to (10) of Part C of Schedule V the Listing Regulations. The Company has also complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 with all the mandatory requirements laid down by SEBI (LODR) Regulations, 2015. The non-mandatory requirements complied with have been disclosed at relevant places.

**(f) Utilisation of Proceeds of the NCD/OCD Issue**

The funds raised from the NCD & OCD issue in the past has been utilized for the purposes for which it was raised which is for the settlement of the dues of the State Bank of India, Bank of Baroda, Phoenix ARC, Edelweiss, Canara Bank, IDBI, SBI (Halcyon Life Sciences) & SC Lowy.

On 18<sup>th</sup> March, 2024 all the NCDs have been repaid in full by the Company and as such there is no outstanding amount against NCDs as on 31<sup>st</sup> March, 2024.

**(g) Total fees for all services paid by the listed entity and its subsidiaries, to the Statutory Auditor (Consolidated payment)**

The detail of payment of total fees to the Statutory Auditor during the Financial Year 2023-24 is as under:

S. No.	Particulars of Expenses	Fee Paid (in ₹ Lacs)
1.	Statutory Audit	4.00
2.	Certifications	1.00
3.	Out of Pocket Exp.	1.31
	<b>Total</b>	<b>6.31</b>

**(h) Certificate from Practicing Company Secretary (PCS)**

The Company has obtained a certificate from Mr. Vishal Arora, Company Secretary in Practice regarding qualification/disqualification of Directors to act as Director of the Company which is attached as **Annexure-A** to the Corporate Governance Report.

**(i) Policy on Prevention of Sexual Harassment at Workplace**

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment Act, 2013. The Company has a 'Policy for prevention of Sexual Harassment'. As per the Sexual Harassment Act, the policy mandates strict confidentiality and recognises the right of privacy of every individual. As per the policy, any employee may report a complaint to the 'Internal Complaints Committee' formed for this purpose. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy.

No. of Complaints filed during the year	:	NIL
No. of Complaints disposed of	:	NIL
No. of Complaints pending	:	NIL

**(j) Disclosure of non-acceptance of Committee recommendation by the Board**

During the Financial Year 2023-24, the Board has accepted all the recommendations/submission of its' Committees.

**(k) Details of Unclaimed Suspense Account:**

No equity shares of the Company are held in demat suspense account/unclaimed suspense account as on March 31, 2024.

**(l) Unclaimed Shares**

Pursuant to Regulation 39(4) read with Schedule VI of the Listing Regulations, the Company reports that there are no unclaimed shares as on 31<sup>st</sup> March, 2024.

**(m) Disclosure of certain types of agreements binding listed entities**

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations, 2015.

## DEBENTURE TRUSTEE

### Vistra ITCL (India Limited)

The IL&FS Financial Centre, Plot C-22, G Block, 7<sup>th</sup> Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

\* ceased w.e.f 18<sup>th</sup> March, 2024, post redemption in full.

### IND-AS

The Company adopted Indian Accounting Standards (Ind-AS) from 01 April, 2017 with the transition date of 01 April 2016 and accordingly the financial results of the Company for all the quarters / annual have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind-AS).

### Subsidiary Companies

The Company monitors performance of its subsidiary companies, inter-alia, by the following means:

- i. The Audit Committee reviews the financial statements of the subsidiary companies, along with investments made by them.
- ii. The Board of Directors reviews all the significant transactions and arrangements, if any, of subsidiary companies. The Company has formulated a policy for determining its 'Material' Subsidiaries.

Based on criteria mentioned in provisions of Listing Regulations and Policy for determining material subsidiary, the Company do not have any material subsidiary as on March 31, 2022.

The Company has formulated a policy regarding determination of 'Material' Subsidiaries and the same is available on the website of the Company [www.indswiftlabs.com](http://www.indswiftlabs.com). The weblink for the same is given below:

[https://www.indswiftlabs.com/wp-content/uploads/2018/07/Policy\\_for\\_determining\\_Material\\_Subsiadiars.pdf](https://www.indswiftlabs.com/wp-content/uploads/2018/07/Policy_for_determining_Material_Subsiadiars.pdf)

### Risk Management

The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The Risk Management Committee and Board of directors periodically reviews the risk management framework of the company.

### Non-Mandatory Requirements

#### A. The Board

The Chairman of the Board does not maintain a chairman's office at the Company's expense.

#### B. Shareholders Right

The quarterly and half yearly results are published in widely circulating dailies such as Financial Express, in English and Jansatta in Hindi. These are not sent individually to the shareholders but posted on the website of the Company.

#### C. Audit Qualification

There are no qualifications contained in the Audit Report.

#### D. Reporting of Internal Auditors

The Internal Auditor of the Company reports to the Audit Committee, their reports are reviewed by the Audit Committee.

Place: Chandigarh  
Date: 12.08.2024

**On behalf of the Board of Directors**

Sd/-  
**Navrattan Munjal**  
Chairman & Managing Director  
DIN: 00015096

## ANNEXURE-A TO THE CORPORATE GOVERNANCE REPORT

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of IND-SWIFT LABORATORIES LIMITED  
SCO 850, Shivalic Enclave, NAC,  
Manimajra,  
Chandigarh-160101

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ind Swift Laboratories Limited having CIN: L24230CH1995PLC015553 and having registered office at SCO 850, Shivalic Enclave, NAC, Manimajra, Chandigarh-160101 (hereinafter referred to as 'the Company'), produced before me/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 our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and 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 31<sup>st</sup> 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.

S. No.	Name of Director	DIN	Date of appointment in company
1.	Navrattan Munjal	00015096	04-01-1995
2.	Himanshu Jain	00014533	31-07-2003
3.	Rishav Mehta	03028663	23-03-2010
4.	Sahil Munjal	00015407	13-02-2020
5.	Sri Prakash Sharma	00475413	05-07-2017
6.	Neerja Chathley	08448077	10-05-2019
7.	Ashwani Kumar Vig	07080817	13-02-2020
8.	Rajinder Kumar Gupta	09212540	23-06-2021

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.

Place: Chandigarh  
Date: 12.08.2024

Sd/-  
**(Vishal Arora)**  
Company Secretary  
FCS No. 4566  
CP No.3645  
UDIN:F004566F000957958



**ANNEXURE-B TO THE CORPORATE GOVERNANCE REPORT**

## DECLARATION ON CODE OF CONDUCT

Ind-Swift Laboratories Limited is committed to conducting its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. The Company has adopted a “code of conduct for Board Members” and “code of conduct for Senior Management Personnel.”

I hereby certify that the Board members and senior management personnel of the Company have affirmed compliance with the Code of Ethics and Business Conduct for the financial year 2023-24.

**On behalf of the Board of Directors**

Sd/-

**Navrattan Munjal**

Chairman & Managing Director

DIN: 00015096

Place: Chandigarh

Date: 12.08.2024

**ANNEXURE VI**

## AUDITOR’S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

**IND-SWIFT LABORATORIES LIMITED**

SCO 850, SHIVALIK ENCLAVE, NAC,

MANIMAJRA, CHANDIGARH, 160101

1. The Corporate Governance Report prepared by Ind-Swift Laboratories Limited (“the Company”), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) (“applicable criteria”) with respect to Corporate Governance for the year ended March 31, 2024. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the company.

**MANAGEMENT’S RESPONSIBILITY**

2. 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.
3. 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**

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing (“SA’s) specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but are not limited to verification of secretarial records and financial information of the Company and obtaining necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**OPINION**

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2024, referred to in paragraph 1 above.

**OTHER MATTERS AND RESTRICTION ON USE**

10. This Report 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.
11. 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 and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care 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 **Avishkar Singhal & Associates**  
Chartered Accountants  
FRN: 017362N

Sd/-  
**(CA Avishkar Singhal)**  
Partner  
Membership No. 098689  
UDIN: 24098689BKCMGA6276

Place: Chandigarh  
Date: 12<sup>th</sup> August, 2024

**ANNEXURE VII**
**Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Rule	Particulars			
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	a	Mr. N.R. Munjal, Chairman and Managing Director	118.06:1
		b	Mr. Himanshu Jain, Jt Managing Director	94.45:1
		c	Mr. Rishav Mehta, Executive Director	47.23:1
		d	Mr. Sahil Munjal, Executive Director	55.73:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	a	Mr. N.R. Munjal, Managing Director	17%
		b	Mr. Himanshu Jain, Jt Managing Director	17%
		c	Mr. Rishav Mehta, Executive Director	17%
		d	Mr. Sahil Munjal, Executive Director	17%
		e	Mr. Gagan Aggarwal, Chief Financial Officer	-14%
		f	Mr. Pardeep Verma, Company Secretary	9%
		g	Mr. Sunil Deshmukh, Chief Executive officer	-
(iii)	The percentage increase in the median remuneration of employees in the financial year	11.00%		
(iv)	The number of permanent employees on the rolls of the company as on 31 <sup>st</sup> March, 2024.	47*		
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	In the financial year there was 11% increase in the salaries of employees as compared to the previous financial year, due to annual increment cycle of the company.		
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.			

\*Pursuant to Slump Sale Transactions effected on 18<sup>th</sup> March, 2024, the services of majority of the employees has been transferred to M/s Synthimed Labs Private Limited after closure of business hours on 18<sup>th</sup> March, 2024.



# Independent Auditor's Report

TO THE MEMBERS OF IND-SWIFT LABORATORIES LIMITED

## Report on the Audit of The Standalone Ind AS Financial Statements

### Opinion

We have audited the accompanying Standalone Ind AS financial statements of IND-SWIFT LABORATORIES LIMITED ("the Company"), which comprises the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement for Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act 2013, as amended ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its loss including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing ("SA's"), 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 Ind AS 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS 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.

Key Audit Matters	How our audit assessed Key audit matters
<p><b>Evaluation of Uncertain tax Positions</b></p> <p>The company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes to accounts No. XXVI to the Financial statements`</p>	<ul style="list-style-type: none"> <li>Obtained the details of completed tax assessments and demands as on 31/03/2024 from Management.</li> <li>We involved our expertise to challenge the management's underlying assumptions in estimating tax provision and the possible outcome of the disputes.</li> <li>We have also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</li> </ul>

### Emphasis of Matters

Without qualifying our opinion, we draw attention to the following matters in the Notes to the financial statements:

- Emphasis is drawn upon Note No. XXXI of the accompanying standalone financial statements, the company has entered into Business transfer agreement with M/s Synthimed Labs Private Limited (SLPL) under the scheme of slump sale for a consideration of ₹1650 Crore and accordingly transferred all the assets and liabilities to SLPL as per scheme of transfer as on 18<sup>th</sup> March 2024.
- Emphasis is drawn upon Note No. V of the accompanying standalone financial statements, M/s Ind-Swift Laboratories Limited (ISLL) has acquired a loan for ₹352.60 Crores from Edelweiss, a lender, in relation to the loan provided to Indswift Ltd along with all other rights and unsustainable debt of ₹463.17 in terms of the Loan Agreement with Ind-Swift dated 30.03.2024. The unsustainable part/zero coupon debt is payable fully in case of default in repayment of the term loan facility and to be waived off on the successful repayment of the term loan facility.

Under the principles of Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets," the additional rights to recover unsustainable debt is recognized as a contingent asset. This is based on the possibility of future economic benefits that may arise if certain conditions are met. As such, the unsustainable debt, which is a zero coupon debt; which will be waived off on timely repayment of the loan facility, is disclosed as a contingent asset in the balance sheet.

"Our opinion is not modified in respect of the above matters".

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report 2023-24 but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS Financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 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 Ind AS 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 Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to

those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be

thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 and proper returns adequate for the purpose of our audit;
  - (c) The Balance Sheet, Statement of Profit and Loss including the statement of Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended;
  - (e) On the basis of written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal

financial controls over financial reporting;

- (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 managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197(16) read with Schedule V to the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

- a) Refer Note No. XXVI to the financial statements, the Company has disclosed that impact of pending litigations on its financial position is unascertainable in its standalone Ind AS financial statements
- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d) (i) As per management representation and to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, 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(s) or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in the 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.

- (ii) As per management representation and to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in the 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.
  - (iii) Based on procedures followed in the regular course of our audit, nothing has come to our notice that has caused to believe that the representations under subclause (i) and (ii) contain any material misstatement
- (e) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. 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 April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.
  - (f) No dividend has been declared or paid during the year by the Company.

**For Avishkar Singhal & Associates**

Chartered Accountants  
(Regd No.:017362N)

**Avishkar Singhal**

Partner

Membership No.: 098689  
UDIN:24098689BKCMEL2317

Place of Signature: Chandigarh  
Date: 13-05-2024

## Annexure A

Referred to in Paragraphs under the heading “Report on other Legal and Regulatory requirements” of our report of even date

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) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The company has maintained proper records showing full particulars of intangible Assets.
- (b) According to information and explanations given by the management, the Company has a system of physical verification of all its fixed assets over a period of four years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) There are certain title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements which are not held in the name of the Company. Details are as below:

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company*
Investment property - offices no 102 & 103	289.21 Lacs	Sh. N.R.MUNJAL	Managing Director	Office 102 & 103 04/ March/2011	The Offices No. 102 & 103 were purchased in the name of Sh.N.R.Munjhal Managing Director and subsequently these were taken over by the Company, but due to stay by Hon'ble Bombay High court on the transfer of all the offices of the said building the same is held through Power of Attorney only.

- (d) The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As per the information and explanation provided to us there are no such proceedings which have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- (ii) (a) As explained to us, the inventories, excluding stocks with some of the third parties, were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification. In respect of inventories lying with third parties, these have substantially been confirmed by them.
- (b) The company has not been sanctioned working capital limits in excess of five Crore rupees during any point of time of the year in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with banks or financial institutions for earlier sanctions are in agreement with the books of account of the Company,
- (iii) (a) during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security as detailed below:
- (A) No such loan or advance and guarantee or security has been given to subsidiaries, joint ventures and associates
- (B) The company has granted loans or advances and guarantee or security to following parties:

Particulars	Party	Loan / Guarantee Sanctioned (in Crore)	Balance Outstanding (in Crore)
Loan	Ind Swift Limited	352.60	352.60

- (b) As per information and explanation provided to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (c) In our opinion and according to the information and explanation given to us, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular in respect of loans and advances.
- (d) There are no amounts of loan granted which are overdue for more than ninety days.
- (e) In our opinion and as per explanation provided to us no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties
- (f) the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans and investments made.
- (v) Refer Note XIV, during the year under review the Company has made re-payment of Fixed Deposits amounting to ₹1.66 Crore. The Company has completed the re-payment of the Deposits as per the re-payment scheme approved by the Hon'ble Company Law Board vide its order dated 30<sup>th</sup> March, 2013. Few of the fixed deposits holders have however not encashed their Fixed Deposits, due to which the amount due to them remain unclaimed as at the year end.
- (vi) The maintenance of cost records has been specified by the Central Government Under sub section (1) of section 148 of the act. We have broadly reviewed the cost records maintained by the Company pursuant to the companies (Cost records and audit) Rules 2014, as amended, prescribed by the Central Government under sub-section (1) of 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 cost records with a view to determine whether they are accurate or not.
- (vii) According to information and explanations given to us in respect of Statutory Dues;
- (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods & Service Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it though there have been slight delays in few cases.
- (b) The dues outstanding of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the Status	Nature of Dues	Period to which the amount pertains	Duty Amount (In Lac)	Forum where the dispute is pending
The Punjab Vat Act ,2005	Sale Tax, Penalty & Interest	2006-07	31.94	VAT Tribunal
The Punjab Vat Act ,2005	Sale Tax, Penalty & Interest	2010-11	215.59	DETC(Appeal)
The Custom Act ,1962	Differential Duty	2012-2013	23.06	CESTAT, CHANDIGARH
The Custom Act ,1962	Custom Duty	2011-12 to 2013-14	277.00	Remanded back to Adjudicating Authority Commissioner NhavaSheva through PMO



Name of the Status	Nature of Dues	Period to which the amount pertains	Duty Amount ( In Lac)	Forum where the dispute is pending
The Custom Act ,1962	Drawback	2022-23	9.82	Commissioner Appeal, Delhi
Service Tax Finance Act 1994	Service Tax	2012-2013	82.19	CESTAT, CHANDIGARH
Service Tax Finance Act 1994	Service Tax	2013-2014	29.03	CESTAT, CHANDIGARH
Service Tax Finance Act 1994	Service Tax	2014-2015	69.89	CESTAT, CHANDIGARH
The Central Excise Act, 1944	Excise Duty	2014-2015	67.01	COMMISSIONER APPEAL, LUDHIANA
Uttrakhand VAT Act	Sale Tax, Penalty & Interest	2010-11	8.23	DETC(Appeal)
CGST Act, 2017	GST Demand	2018-19	14.85	Appellate Authority.

- (viii) As per information and explanation provided to us no income has been surrendered or disclose during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961),
- (ix) (a) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, or Government and dues to the debenture holders.
- (b) The company is not declared as wilful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanation given to us, during the year the term loans were applied for the purpose for which they were obtained and there is no diversion of funds.
- (d) During the year, no short term funds have been raised and utilised for long term purposes.
- (e) In our opinion and according to the information and explanation provided to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanation provided to us the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies,
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) As per information and explanation provided to us no whistle-blower complaints received during the year by the company.
- (xii) The Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Ind AS financial statements as per Note No. XXXI, as required by the applicable accounting standards.
- (xiv) (a) The company has appropriate internal audit system which commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by the Statutory Auditors.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the

Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) (a) The Company is not required to get registered under Reserve Bank of India Act, 1934 (2 of 1934).
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) The company is not a Core Investment Company (CIC) and the Group has not any CIC as part of the Group
- (xvii) The company has not incurred any cash losses in the financial year 2023-24 and in the immediately preceding financial year 2022-23.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due
- (xx) (a) the company does not have any unspent amount that needs to be transferred to fund specified in Schedule VII to the Companies Act and hence this clause is not applicable.
- (b) There is no such amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project.
- (xxi) There have not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements

**For Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd No.:017362N)

**Avishkar Singhal**  
Partner  
Membership No.: 098689  
UDIN:24098689BKCMEL2317

PlaceofSignature:Chandigarh  
Date: 13-05-2024

## “Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Ind-Swift Laboratories Limited

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

To the Members of Ind-Swift Laboratories Limited

We have audited the internal financial controls over financial reporting of Ind-Swift Laboratories Limited (“the Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“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 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.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these standalone Financial Statements.

### Meaning of Internal Financial Controls Over Financial Reporting with reference to these standalone Financial Statements

A company’s internal financial control over financial reporting with reference to these standalone 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 control over financial reporting with reference to these standalone 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 Over Financial Reporting with reference to these standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone 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 with reference to these standalone Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these standalone Financial Statements and such internal financial controls over financial reporting with reference to these standalone Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Avishkar Singhal & Associates**

Chartered Accountants  
(Regd No.:017362N)

**Avishkar Singhal**

Partner

Membership No.: 098689  
UDIN:24098689BKCMEL2317

Place of Signature: Chandigarh

Date: 13-05-2024

## Standalone Balance Sheet

As on 31<sup>st</sup> March, 2024

(₹ in Lacs)

PARTICULARS	Note No.	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>ASSETS</b>			
<b>Non-current assets :</b>			
Property, Plant and Equipment	I	532.48	58,315.11
Right of Use - Land		-	185.05
Capital work-in progress		-	770.77
Investment property	I	229.91	242.48
Intangible assets under development	I	-	-
<b>Financial Assets</b>			
a) Investments	II		
- In subsidiaries and associates		8,055.25	7,943.25
- In Others		8,539.24	568.80
b) Other Non-current Financial Assets	III	41.05	314.28
Deferred tax assets (net)	IV	3,183.88	2,985.09
Other non-current assets	V	35,343.03	95.60
<b>TOTAL NON-CURRENT ASSETS</b>		<b>55,924.83</b>	<b>71,420.44</b>
<b>Current Assets</b>			
Inventories	VI	-	42,754.39
<b>Financial Assets</b>			
(a) Trade receivables	VII	10,660.13	46,949.30
(b) Cash and cash equivalents	VIII	42,572.92	995.71
(c) Other current financial Assets	IX	-	2,696.96
Other current assets	X	1,320.62	13,871.01
Assets held-for-sale		-	139.51
<b>TOTAL CURRENT ASSETS</b>		<b>54,553.68</b>	<b>1,07,406.87</b>
<b>GRAND TOTAL</b>		<b>1,10,478.51</b>	<b>1,78,827.31</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	XI	5,908.69	5,980.58
(b) Other Equity	XII	86,315.53	61,554.20
<b>TOTAL EQUITY</b>		<b>92,224.21</b>	<b>67,534.78</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>	XIII		
(a) Borrowings		299.64	74,443.34
(b) Other Non Current Financial Liabilities		-	53.25
Non- Current Provisions		122.64	1,778.88
Other Non current Liabilities		-	12.34
<b>TOTAL NON- CURRENT LIABILITIES</b>		<b>422.28</b>	<b>76,287.82</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>	XIV		
(a) Borrowings		531.83	10,878.69
(b) Trade payables	XV		
MSME		-	189.62
Others		6,391.05	19,123.04
(c) Other Financial Liabilities	XVI	-	498.14
Current Provisions		10,088.66	1,187.35
Other current liabilities	XVII	820.47	3,127.88
<b>TOTAL CURRENT LIABILITIES</b>		<b>17,832.02</b>	<b>35,004.72</b>
<b>GRAND TOTAL</b>		<b>1,10,478.51</b>	<b>1,78,827.31</b>

Significant Accounting Policies

XLV

The accompanying notes form an integral part of the standalone financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

**CA Avishkar Singhal**

Partner  
M.No. 098689

Place: Chandigarh  
Date : 13.05.24

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Pardeep Verma**  
VP - Compliance & CS

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**  
Chief Financial Officer

## Standalone Statement of Profit & Loss

For the year ended 31<sup>st</sup> March, 2024

(₹ in Lacs)

PARTICULARS	Note No.	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Revenue from Operations	XVIII	1,22,731.79	1,15,195.68
Other Income	XIX	4,531.35	3,328.22
<b>Total Income</b>		<b>1,27,263.15</b>	<b>1,18,523.90</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	XX	56,117.61	61,872.05
Purchase of Stock-in-trade		2,533.24	1,046.32
Change in Inventories of FG/WIP/Stock in trade	XXI	3,707.27	(1,234.24)
Employee benefits expense	XXII	14,888.43	13,269.71
Financial Cost	XXIII	5,109.55	9,216.63
Depreciation & amortisation expenses	XXIV	5,330.28	5,736.22
Other Expenses	XXV	20,488.66	18,032.65
<b>Total-B</b>		<b>1,08,175.05</b>	<b>1,07,939.35</b>
<b>Profit / (Loss) before exceptional items &amp; Tax</b>		<b>19,088.09</b>	<b>10,584.56</b>
<b>Exceptional items</b>			
Exceptional Item Loss (Profit)		(38,659.00)	2,664.78
<b>Profit / (Loss) before Tax</b>		<b>57,747.09</b>	<b>7,919.78</b>
<b>TAX EXPENSE:</b>			
Current Tax		16,088.66	1,612.35
Mat credit Utilisation\Expire		897.50	(297.53)
Deferred Tax (iability)/(Assets)	IV	(1,084.34)	2,336.16
Income Tax Adjustment of Previous Years		6.25	21.59
<b>Total Tax expense</b>		<b>15,908.08</b>	<b>3,672.57</b>
<b>Profit/ (Loss) for the period from continuing Operation</b>		<b>41,839.01</b>	<b>4,247.20</b>
<b>Other Comprehensive Income</b>			
A) Items that will be reclassified to P&L A/c		-	-
B) Items that will not be reclassified into P&L A/c			
(Gain)/loss on remeasurements of Investments carried at FVTOCI		-	-
Tax on (Gain)/loss on remeasurements of Investments carried at FVTOCI		-	-
Actuarial (Gain)/loss on remeasurements of Post employee benefits		46.66	(46.42)
Tax on Actuarial (Gain) /loss on remeasurements of employee benefits		(11.96)	14.48
<b>Other Comprehensive (Income) / Loss for the period, net of Tax</b>		<b>34.70</b>	<b>(31.94)</b>
<b>Total Comprehensive Income/(Loss) for the Period</b>		<b>41,804.31</b>	<b>4,279.14</b>
<b>Earning per equity share:</b>			
(1) Basic		70.81	7.19
(2) Diluted		70.81	7.19

Significant Accounting Policies

XLV

The accompanying notes form an integral part of the standalone financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

**CA Avishkar Singhal**

Partner  
M.No. 098689

Place: Chandigarh  
Date : 13.05.24

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Pardeep Verma**  
VP - Compliance & CS

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**  
Chief Financial Officer



## Standalone Cash Flow Statement

For the year ended 31<sup>st</sup> March, 2024

(₹ in Lacs)

PARTICULARS	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and Extra-Ordinary Items	19,088.09	10,584.56
<b>ADJUSTMENTS FOR:</b>		
i) Depreciation	5,330.28	5,736.22
ii) Provision For doubtful Debt	2,476.68	-
iii) Exchange (profit)/loss	(249.79)	(306.55)
iv) Interest on Term loans, NCDS & FD	4,510.64	8,351.90
v) Interest received	(1,837.14)	(587.20)
vi) Loss/(Profit) on sale of fixed assets	2,253.20	106.13
vii) Income tax adj of previous years	(6.25)	(21.59)
viii) Amortisation of Subsidy	(1.27)	(1.27)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>31,564.44</b>	<b>23,862.19</b>
<b>ADJUSTMENTS FOR:</b>		
i) Trade & Other Receivables	(10,439.11)	(3,728.71)
ii) Inventories	3,228.50	(1,354.88)
iii) Other assets	(43,543.59)	(2,305.94)
iv) Current Liabilities	527.09	3,264.02
v) Working Capital Borrowing	685.87	(1,469.45)
	<b>(49,541.25)</b>	<b>(5,594.96)</b>
<b>Net Cash flow from operating Activities</b>	<b>(17,976.80)</b>	<b>18,267.23</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
i) Purchase of fixed Assets Tangible	(4,451.69)	(1,326.95)
ii) Sale of fixed assets	294.65	14.47
iii) (Purchase)/ Sale of Investments	(8,112.00)	(109.15)
iv) Interest Received	1,837.14	53.09
<b>Net Cash from investing activities</b>	<b>(10,431.89)</b>	<b>(1,368.54)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(3,742.78)	(3,067.55)
ii) Interest paid on Term Loans & FD	(12,604.55)	(12,852.30)
iii) Cash flow from Slump sales net of Assets/liab transferred	93,520.59	-
iv) Payment of Income Tax	(7,187.35)	(921.11)
<b>Net Cash flow from Financing Activities</b>	<b>69,985.91</b>	<b>(16,840.97)</b>
<b>Net increase in Cash or Cash Equivalents</b>	<b>41,577.21</b>	<b>57.72</b>
Opening Cash & Cash Equivalents	995.71	937.98
Closing Cash & Cash Equivalents	42,572.92	995.71
<b>Closing Cash &amp; Cash Equivalents after FCTR</b>	<b>42,572.92</b>	<b>995.71</b>

Significant Accounting Policies

XLV

The accompanying notes form an integral part of the standalone financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

**CA Avishkar Singhal**  
Partner  
M.No. 098689

Place: Chandigarh  
Date : 13.05.24

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Pardeep Verma**  
VP - Compliance & CS

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**  
Chief Financial Officer

## Standalone Changes in Equity

For the year ended 31<sup>st</sup> March, 2024

**A Equity Share Capital {Refer Note No. XI}**

(₹ in Lacs)

	No of Equity Shares	Amount of Equity issued	Shares Forfeited	Total Equity
<b>Balance as on 01.04.2022</b>	<b>59086860</b>	<b>5,908.69</b>	<b>71.90</b>	<b>5,980.58</b>
Issued in FY 22-23	0	-	-	-
<b>Balance as on 31.03.2023</b>	<b>59086860</b>	<b>5,908.69</b>	<b>71.90</b>	<b>5,980.58</b>
Issued (transfer to capital reserve) in FY 23-24*	0	-	(71.90)	(71.90)
<b>Balance as on 31.03.2024</b>	<b>59086860</b>	<b>5,908.69</b>	<b>(0.00)</b>	<b>5,908.68</b>

\*During the Year company has transferred amount standing in forfeited share to capital reserve.

**B. Other Equity [Refer note XII]**

Particulars	Reserves and Surplus					Items of Other Comprehensive Income	₹ in Lacs
	Capital Reserve	Securities Premium	Revaluation reserve	General Reserve	Profit & Loss	Re measurement of the defined benefit-liabilities / (assets)	Total other Equity
<b>Balance as at 01.04.2022</b>	<b>0.02</b>	<b>30,731.01</b>	<b>19,649.21</b>	<b>15,184.69</b>	<b>(8,015.91)</b>	<b>(273.96)</b>	<b>57,275.06</b>
Profit (Loss) for the Year					4,247.20		4,247.20
Other comprehensive income for the year (net of tax)						31.94	31.94
<b>Total comprehensive income for FY 22-23</b>	-	-	-	-	<b>4,247.20</b>	<b>31.94</b>	<b>4,279.14</b>
Issue Share for OCD							-
Depreciation on revalued assets			(1,308.40)	1,308.40			-
<b>Balance as at 31.03.2023</b>	<b>0.02</b>	<b>30,731.01</b>	<b>18,340.81</b>	<b>16,493.09</b>	<b>(3,768.71)</b>	<b>(242.02)</b>	<b>61,554.20</b>
Profit (Loss) for the Year					41,839.01		41,839.01
Other comprehensive income for the year (net of tax)						(34.70)	(34.70)
<b>Total comprehensive income for FY 23-24</b>	-	-	-	-	<b>41,839.01</b>	<b>(34.70)</b>	<b>41,804.31</b>
Depreciation on revalued assets			(1,225.93)	1,225.93			-
Shares Forfeited transfer to Capital reserves	71.90						71.90
Trf During the Year Pursuant to slump sales			(17,114.88)				(17,114.88)
<b>Balance as at 31.03.2024</b>	<b>71.92</b>	<b>30,731.01</b>	<b>(0.00)</b>	<b>17,719.02</b>	<b>38,070.30</b>	<b>(276.72)</b>	<b>86,315.53</b>

The accompanying notes form an integral part of the standalone financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

**CA Avishkar Singhal**  
Partner  
M.No. 098689

Place: Chandigarh  
Date : 13.05.24

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Pardeep Verma**  
VP - Compliance & CS

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**  
Chief Financial Officer

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. 1 : FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK	
	AS ON 1 <sup>st</sup> April, 2023	ADDITION	SALE/ TRANSFER PURSUANT TO SLUMP SALE	AS ON 31 <sup>st</sup> March, 2024	WRITE BACK/ CLASSIFIED AS ASSET HELD FOR SALE	DURING THE PERIOD	AS ON 31 <sup>st</sup> March, 2024	AS ON 31 <sup>st</sup> March, 2023
<b>TANGIBLE ASSETS :</b>								
LAND FREE HOLD	5,393.93	-	(5,393.93)	-	-	-	-	5,393.93
FACTORY BUILDINGS	24,121.98	45.86	(24,167.84)	-	(9,540.81)	778.82	(0.00)	15,359.99
OFFICE BUILDINGS	282.99	-	(282.99)	0.00	(121.00)	4.27	0.00	166.26
R&D BUILDINGS	2,391.47	-	(2,391.47)	-	(1,146.73)	72.72	(0.00)	1,317.47
BUILDING - PILOT PLANT	170.22	-	(170.22)	-	(100.98)	5.07	0.00	74.31
PLANT&MACHINERY	85,048.69	418.64	(85,467.33)	0.00	(56,714.68)	3,848.08	(0.00)	32,182.09
R&D MACHINERY	7,889.05	287.55	(8,176.59)	0.00	(5,987.51)	151.83	(0.00)	2,053.37
PLANT & MACHINERY - PILOT PLANT	392.34	-	(392.34)	-	(459.39)	129.29	0.00	62.24
ELECTRIC INSTALATIONS	4,768.25	59.39	(4,827.63)	(0.00)	(3,984.10)	163.89	0.00	948.05
FURNITURE & FIXTURES	587.81	125.96	(713.77)	-	(495.24)	19.96	0.00	112.53
OFFICE EQUIPMENTS	424.94	14.44	(439.38)	0.00	(375.11)	18.45	(0.00)	68.28
COMPUTER & PERIPHERALS	532.98	33.88	(566.86)	-	(471.43)	46.81	0.00	108.36
VEHICLES	823.20	292.04	(379.36)	735.89	(259.27)	84.75	203.41	445.28
<b>TOTAL (A)</b>	<b>1,32,827.83</b>	<b>1,277.76</b>	<b>(1,33,369.70)</b>	<b>735.89</b>	<b>(79,656.24)</b>	<b>5,323.96</b>	<b>203.41</b>	<b>58,292.15</b>
<b>INVESTMENT PROPERTY</b>								
FLATS & OFFICE	333.74	-	(44.52)	289.22	(13.57)	4.58	59.31	265.45
<b>TOTAL (B)</b>	<b>333.74</b>	<b>-</b>	<b>(44.52)</b>	<b>289.22</b>	<b>(13.57)</b>	<b>4.58</b>	<b>59.31</b>	<b>265.45</b>
<b>TOTAL(A+B)</b>	<b>1,33,161.58</b>	<b>1,277.76</b>	<b>(1,33,414.23)</b>	<b>1,025.11</b>	<b>(79,669.80)</b>	<b>5,328.54</b>	<b>262.72</b>	<b>58,557.60</b>
<b>PREVIOUS YEAR</b>	<b>1,31,665.01</b>	<b>1,549.77</b>	<b>(53.21)</b>	<b>1,33,161.58</b>	<b>(32.61)</b>	<b>74,603.98</b>	<b>74,603.98</b>	<b>62,762.34</b>

i) Depreciation on revalued assets amounting to ₹1225.93 Lacs (P.Y. ₹1308.40) has been provided during the year from the Profit and Loss Account as per the Schedule II of Companies Act 2013 & the same is transferred from Revaluation Reserve to General Reserves.

ii) Investment property includes Mumbai Office Buildings gross value ₹289.22 Lacs which was purchased in the name of the Managing Director of the Company.

The Company has entered into an "agreement to sell" and has taken GPA from the Managing Director. The property is yet to be registered in the name of Company, but due to stay by Hon'ble Bombay High court on the transfer of all the offices of the said building the same is held through Power of Attorney only.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Title deeds of Immovable Property not held in name of the Company

(₹ in Lacs)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company**
Investment property	offices no 102 & 103	289.22	N.R.MUNJAL	Managing Director	Office 102 & 103 04/ March/2011	The Offices No. 102 &103 were purchased in the name of Sh.N.R.Munjaj Managing Director and subsequently these were taken over by the Company, but due to stay by Hon'ble Bombay High court on the transfer of all the offices of the said building the same is held through Power of Attorney only.

iii) There is no income or expenses directly related to Investment property during the year apart from depreciation and profit amounting to ₹2.44 Crores from sale of investment property disclosed above.

iv) All borrowing cost is recognised in the statement of Profit & Loss account as they are not directly attributable to acquisition, construction or production of qualifying asset as defened in IND-AS 23 "Borrowing Costs".

### (v) Capital Work In Process (Tangible)

(₹ in Lacs)

DESCRIPTION	Opening Balance	Addition	Capitalised	Transfer pursuant to Slump Sale	Closing Balance
PLANT&MACHINERY	636.81	894.09	357.94	1172.96	0.00
ELECTRIC INSTALATIONS	73.28	101.09	57.63	116.74	0.00
FACTORY BUILDINGS	0.66	1.24	0.41	1.48	0.00
FREIGHT	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>710.75</b>	<b>996.41</b>	<b>415.99</b>	<b>1291.17</b>	<b>0.00</b>

### (vi) CWIP AGEING : TANGIBLE

(₹ in Lacs)

CWIP	< 1 Year	1-2 Years	2-3- Years	> 3 Years	Total
Projects In Progress	0.00	0.00	0.00	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

No CWIP project is overdue or has exceeded its cost compared to its original plan.

### (vii) Capital Work In Process (Intangible)

(₹ in Lacs)

Description	Opening Balance	Addition	Written off	Closing Balance
Software in Progress	0.00	0.00	0.00	0.00

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**CWIP INTANGIBLE ASSETS :**

(₹ in Lacs)

Intangible Assets under developments	< 1 Year	1-2 Years	2-3- Years	> 3 Years	Total
Projects In Progress	0.00	0.00	0	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Note No. : II**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>a) Non-Current investment: (Unquoted Investments)</b>		
<b>Investment in Equity shares of Subsidiaries: (Carried at Cost)</b>		
i) Investment in Ind Swift Laboratories Inc., USA Common Stock(1204 Share , No par Value)	544.10	544.10
ii) Investment in Fortune (India) Construction Ltd 7,35,40,000 (PY 7,35,40,000 ) Equity Share of ₹10/- each fully paid up.	7,248.40	7,248.40
iii) Investment in MJM Remedies Private Ltd 1,27,500 (py 7500) Equity Share of ₹10 each Investment in Equity shares of Associates: (Carried at Cost)	12.75	0.75
iv) Investment in Indis Healthcare LLP Share Capital	250.00	150.00
	<b>8055.25</b>	<b>7943.25</b>
<b>b) Other Investments : (Carried at FVTOCI)</b>		
i) Investment in Essix Biosciences Limited 12,35,000 Equity Share of ₹10/- each fully paid up.)	536.24	536.24
ii) Investment in Nimbua Green Field (Punjab) Association# 0 (PY 1,40,625 ) Equity Share of ₹10/- each fully paid	-	14.06
iii) Investment in Mohali green environment Pvt. Ltd## 30,000 ( PY1,85,000) shares of ₹10/- each	3.00	18.50
<b>C) Investment in compulsorily convertible debentures (measured at FVTPL)*</b>		
<b>Unquoted</b>		
32,00,000 (PY :NIL) 0.001% compulsory convertible debentures in synthimed Labs Pvt Ltd.	3,200.00	-
<b>D) Investment in Non-convertible debentures (measured at amortised cost)**</b>		
<b>Unquoted</b>		
48,00,000 (PY :NIL) 18% Non-convertible debentures in synthimed Labs Pvt Ltd.	4,800.00	-
<b>Total</b>	<b>8539.24</b>	<b>568.80</b>
<b>Grand Total</b>	<b>16,594.49</b>	<b>8,512.05</b>

\*The Company has invested in 32,00,000(PY : NIL ) compulsory convertible debentures in Synthimed Labs Private Limited @ ₹100 Per debenture having face value of ₹10 each. They carry interest rate of 0.001% and are unsecured . At the end of the tenure the debentures are convertible in equity shares of the company in the ratio of 1:1. the debentures are measured at FVTPL as per IND-AS 109.

\*\*The company has invested in 48,00,000( PY NIL) non-convertible debentures in Synthimed Labs Private Limited having Face value of the ₹100 each. They carry IRR 18 % PA. The interest is payable at the end of the tenure of the debentures.

# Investment of Nimbua Green Field (Punjab) Association is transferred pursuant to Slump Sale

## 1,55,000 shares of Mohali green environment Association is transferred pursuant to Slump Sale

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. : III**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Other Non-Current Financial Assets		
(a) Security Deposits	41.05	314.28
<b>Total</b>	<b>41.05</b>	<b>314.28</b>
<b>*Includes securities deposits to Related Parties</b>	<b>6.50</b>	<b>6.50</b>

**Note No. : IV**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Deferred Tax:</b>		
The Break Up of Deferred Tax Liabilities/(Assets) as at March 31, 2024 is as under:		
Deferred Tax Liabilities		
Taxable Temporary Difference on account of:		
Depreciation	45.64	4,428.15
<b>TOTAL</b>	<b>45.64</b>	<b>4,428.15</b>
<b>Deferred Tax Assets</b>		
<b>Taxable Temporary Difference on account of :</b>		
Provision for Gratuity/EL Encashment/commission	42.91	717.45
Provision for Doubtful Debt	634.66	-
Investment at FVTOCI	59.26	72.15
NCD valuation difference as per IND AS	-	3,233.45
<b>Total Deferred Tax Assets</b>	<b>736.83</b>	<b>4023.05</b>
MAT Credit entitlement	2,492.69	3,390.19
<b>Deferred Tax Assets /(Liability) net</b>	<b>3,183.88</b>	<b>2,985.09</b>
<b>Deferred Tax Assets /(Liabilities) Charged to OCI</b>	<b>(11.96)</b>	<b>14.48</b>
<b>Deferred Tax Assets /(Liabilities) Charged to P&amp;L A/c</b>	<b>(1,084.34)</b>	<b>2,336.16</b>

**Note No. : V**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other Non - Current Assets</b>		
<b>(Secured Loans &amp; Advances)</b>		
- Related Party*	35,343.03	-
(Unsecured but Considered Good)		
Capital Advances		
-Others	-	95.60
<b>Total</b>	<b>35,343.03</b>	<b>95.60</b>

\*During the period, the company has acquired a loan for ₹352.60 Crores from Edelweiss, a lender, in relation to the loan provided to Indswift Ltd along with all other rights and unsustainable debt of ₹463.17 in terms of the Loan Agreement with Ind-Swift dated 30.03.2024. The unsustainable part/zero coupon debt is payable fully in case of default in repayment of the term loan facility and to be waived off on the successful repayment of the term loan facility.



## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

ROI - 10%

Tenure - 9 years ( including 15 months moratorium in principal and interest payment. However interest will be accrued monthly.)

Under the principles of Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets," the additional rights to recover unsustainable debt is recognized as a contingent asset. This is based on the possibility of future economic benefits that may arise if certain conditions are met. As such, the unsustainable debt, which is a zero coupon debt; which will be waived off on timely repayment of the loan facility, is disclosed as a contingent asset in the balance sheet.

It should be noted that the recognition of the contingent asset is subject to the fulfilment of specified conditions, and therefore, its realization cannot be assured

### Note No. : VI

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(a) INVENTORIES</b>		
(As per inventories taken, valued & certified by the Management)		
Raw Materials	-	9,128.57
Work in Process	-	18,928.33
Finished Goods*	-	11,712.91
Goods-in-Transit (Raw material)	-	1,693.97
Stores & Consumables	-	1,290.61
<b>Total</b>	<b>0.00</b>	<b>42754.39</b>

\*Finished Goods inventory includes material lying at port

### Note No. : VII

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Trade Receivables</b>		
- Unsecured Considered good*	10,660.13	46,949.30
<b>Total</b>	<b>10,660.13</b>	<b>46,949.30</b>
<b>*Includes Amounts due from Related Parties</b>	<b>5.34</b>	<b>27,506.02</b>

### Outstanding for following periods from due date of payment/Transaction

2023-24

(₹ in Lacs)

S. No	Particulars	< 6 Months	6 months - 1 year	1 - 2 years	2 - 3 year	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	10654.79	5.34	0.00	0.00	0.00	10660.13
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0.00

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

S. No	Particulars	< 6 Months	6 months - 1 year	1 - 2 years	2 - 3 year	More than 3 years	Total
(iii)	Undisputed Trade Receivables – credit impaired	0	0	0	0	0	0.00
(iv)	Disputed Trade Receivables– considered good	0	0	0	0	0	0.00
(v)	Disputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0.00
(vi)	Disputed Trade Receivables – credit impaired	0	0	0	0	0	0.00

### Outstanding for following periods from due date of payment/Transaction

2022-23

(₹ in Lacs)

S. No	Particulars	< 6 Months	6 months - 1 year	1 - 2 years	2 - 3 year	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	27135.83	563.06	21.27	0.48	19228.66	46949.30
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0.00
(iii)	Undisputed Trade Receivables – credit impaired	0	0	0	0	0	0.00
(iv)	Disputed Trade Receivables– considered good	0	0	0	0	0	0.00
(v)	Disputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0.00
(vi)	Disputed Trade Receivables – credit impaired	0	0	0	0	0	0.00

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. : VIII**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Cash and Cash equivalents</b>		
Cash balance in hand	99.15	59.82
<b>Bank balances with Scheduled Banks :</b>		
Fixed Deposits With Banks*	39,383.89	911.54
Interest accrued	99.02	15.42
Current Accounts	2,990.86	8.92
<b>Total</b>	<b>42572.92</b>	<b>995.71</b>

\*Fixed Deposits With banks include margin monies against LC

**Note No. : IX**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other current Financial assets</b>		
(a) Advance Custom Duty Paid /Export Incentive Scheme/RoDTEP	-	446.22
(b) GST refund receivable	-	1,755.29
(c) Financial Guarantee to related party*	-	495.44
<b>Total</b>	<b>-</b>	<b>2,696.96</b>

\*Essix Biosciences Ltd. has completely repaid the Working Capital Loan for which a Financial Guarantee was provided during the year.

**Note No. : X**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other Current Assets</b>		
(a) Loans and advances (Unsecured but considered good)		
-Related Parties	16.97	9,680.65
-Others Advances to Creditors	7.86	208.24
(b) Loans and advances (Unsecured & doubtful)		
-Others Advances to Creditors	2,476.68	2,476.68
Less : 'Provision for Doubtful Debt	(2,476.68)	-
(c) Others		
-Indirect Taxes Recoverable - Cenvat/Vat /GST	731.00	564.00
-Advance Tax/TDS	554.58	483.21
-Prepaid Expenses	-	406.91
-Advances recoverable in cash or in kind or value to be received	10.22	51.33
<b>Total</b>	<b>1,320.62</b>	<b>13,871.01</b>

\*Loans/advances represents advances to related parties for business purpose only.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. : XI**

(₹ in Lacs)

**SHARE CAPITAL**

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>a) Authorised</b>		
Balance as per Last Balance Sheet:	6,000.00	6,000.00
Addition during the year		
Nil (Previous Year NIL) Equity share of ₹10/- Each		
6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of ₹10/- Each	<b>6,000.00</b>	<b>6,000.00</b>
<b>b) Issued, Subscribed &amp; Paid Up</b>		
Balance as per Last Balance Sheet:	5,908.69	5,908.69
Addition during the year :-	-	-
5,908,68,60 (Previous Year 5,908,68,60) Equity Shares of ₹10/-each fully called up and paid up.	<b>5,908.69</b>	<b>5,908.69</b>
<b>c) Share Forfeited</b>		
Share Warrants Forfeited Account	-	63.23
Equity Share Forfeited Account(175900 shares )	-	8.67
	-	<b>71.90</b>
<b>Total</b>	<b>5,908.69</b>	<b>5,980.58</b>

**d) Shares held by Promoters at the end of the year**

Promoter name	No. of Shares	% of total shares	% change
ANNIE MEHTA	2,780	0.00	0.00%
BHANA VI MEHTA	3,000	0.01	0.00%
DIVYA MUNJAL	3,000	0.01	0.00%
GOPAL MUNJAL	60,900	0.10	0.00%
HIMANSHU JAIN	4,06,961	0.69	0.00%
ISHAV MEHTA	3,000	0.01	0.00%
MEENAKSHI MEHTA	12,000	0.02	0.00%
N.R. MUNJAL	9,20,724	1.56	0.00%
NEERA MEHTA	2,49,000	0.42	0.00%
NEETA MUNJAL	12,000	0.02	0.00%
NIDHI MUNJAL	12,000	0.02	0.00%
RAVI MEHTA	12,000	0.02	0.00%
RISHAV MEHTA	4,54,545	0.77	0.00%
S. R. MEHTA	2,33,600	0.40	0.00%
SAHIL MUNJAL	6,766	0.01	0.00%
SUNITA JAIN	46,100	0.08	0.00%
V.R. MEHTA	52,900	0.09	0.00%
ESSIX BIOSCIENCES LIMITED	2,23,27,507	37.79	16.08%
Ind Swift Ltd	0	0.00	-16.08%
<b>Total</b>	<b>2,48,18,783</b>	<b>42.01</b>	<b>0.00%</b>

During the Financial year 2023-24 there has been inter SE transfer between Indswift ltd &amp; essix Biosciences Ltd of 9499720 share (16.08%)

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### e) List of Shareholders holding more than 5 % shares

Name	No. of shares	
	As on 31 <sup>st</sup> March, 2024	As on 31 <sup>st</sup> March, 2023
Ind Swift Ltd	-	94,99,720
	0.00%	16.08%
Essix Biosciences Ltd	22327507	1,28,27,787
	37.79%	21.71%
EC Special Situations Fund	16,43,766	40,31,184
	2.78%	6.82%
Edelweiss India Special Situations Fund II	25,50,227	61,60,802
	4.32%	10.43%
Wilson Holding Pvt Ltd	69,45,000	0.00
	11.75%	-

### Note No. : XII

#### OTHER EQUITY

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(A) Reserves &amp; surplus</b>		
<b>(a) Capital Redemption Reserve</b>		
Opening Balance	0.02	0.02
Addition during the year	71.90	-
	<b>71.92</b>	<b>0.02</b>
<b>(b) Securities Premium</b>		
Opening Balance	30,731.01	30,731.01
Addition during the year	-	-
	<b>30,731.01</b>	<b>30,731.01</b>
<b>(c) Revaluation Reserve</b>		
Opening balance	18,340.81	19,649.21
Less: Transfer pursuant to slump sale	17,114.88	-
Less: Depreciation charges on revalued assets trf to General reserve	1,225.93	1,308.40
	<b>0.00</b>	<b>18340.81</b>
<b>(d) General Reserve</b>		
As per Last Balance Sheet	16,493.09	15,184.69
Add: Dep on revalued assets Deducted from Revaluation Reserves	1,225.93	1,308.40
	17,719.02	16,493.09
<b>(e) Retained Earnings</b>		
As per Last Balance Sheet	(3,768.71)	(8,015.91)
Add: Profit(Loss) for the year closing	41,839.01	4,247.20
Closing	38,070.30	(3,768.71)
<b>Total (A)</b>	<b>86,592.25</b>	<b>61,796.22</b>

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(B) Items of other Comprehensive Income</b>		
<b>a) Remeasurement of the defined benefits liabilities /(assets)</b>		
<b>Opening balance</b>	<b>(242.02)</b>	<b>(273.96)</b>
Add/(Less): Movement during the year (net of Tax)	(34.70)	31.94
<b>Closing Balance</b>	<b>(276.72)</b>	<b>(242.02)</b>
<b>Total (B)</b>	<b>(276.72)</b>	<b>(242.02)</b>
<b>Total Other Equity (A+B)</b>	<b>86,315.53</b>	<b>61,554.20</b>

### Nature and purpose of each reserve

**Securities premium** - The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. It is utilised in accordance with the provisions of the Companies Act, 2013.

**Revaluation reserves** - This reserve has been created at the time of re-valuation of Fixed assets of the company. The same is getting utilised in accordance with provisions of Ind-AS. The same has been Transfer pursuant to slump sale.

**General reserve** - The reserve arises on transfer portion of the net profit pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

**Retained Earnings** - Retained earnings are the profits that the company has earned till date, less any transfers to other reserves, dividends or other distribution paid to its equity shareholders general reserve is not required under the Companies Act, 2013.

**Remeasurement of the defined benefit liabilities/ (asset)** - The cumulative balances of actuarial gain or loss arising on remeasurements of defined benefit plan is accumulated and recognised with in this component of other comprehensive income. Items included in actuarial gain or loss reserve will not be reclassified subsequently to statement of profit and loss.

### Note No. : XIII

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Non-current liabilities</b>		
<b>Financial Liabilities</b>		
<b>(a) Borrowings</b>		
<b>Secured Loans</b>		
<b>a) Debentures</b>		
(i) Non Convertible debenture *	-	74,334.45
<b>c) Vehicles Loans</b>	299.64	108.89
<b>Total</b>	<b>299.64</b>	<b>74443.34</b>
<b>(b) Other Non Current Financial Liabilities</b>		
(i) Land Lease liability	-	53.25
	-	<b>53.25</b>
<b>Provisions</b>		
(i) Gratuity Payable	103.17	1,484.42
(ii) Compensated absences	19.47	294.46
<b>Total</b>	<b>122.64</b>	<b>1,778.88</b>



## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other Non current Liabilities</b>		
(i) Deferred Income - Capital Subsidy	-	12.34
<b>Total</b>	<b>-</b>	<b>12.34</b>

### Note No. : XIV

#### CURRENT LIABILITIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Financial Liabilities</b>		
<b>(a) Borrowings</b>		
<b>Secured Loans</b>		
(i) Borrowings for working capital.	-	4,479.13
(ii) Current Maturity of Term Loans from Banks/FI	-	5,018.96
<b>Unsecured Loan &amp; others</b>		
(i) Public Deposits	257.00	422.76
(ii) Interest accrued on bank borrowing & Others	274.83	957.83
<b>Total</b>	<b>531.83</b>	<b>10878.69</b>

(₹ in Lacs)

#### (a) Maturity profile of term Loans:-

##### Secured loan from Banks /Financial Inst outstanding as on 31.03.2024

Particulars & Interest Rate	Amount (in Lacs)	Instalment Due F.Y 2024-25	After F.Y 2024-25
Vehicle Loans	299.64	53.22	246.41
<b>Total</b>	<b>299.64</b>	<b>53.22</b>	<b>246.41</b>

During the current financial year, all outstanding loans and borrowings, including Non-Convertible Debentures (NCDs) and working capital borrowings except Vehicle loans, have been fully repaid pursuant to slump sales. As a result, there are no outstanding loans or borrowings as of the end of the reporting period except Vehicle loans.

All charges on assets, including those securing the previously outstanding loans and borrowings, have been satisfied before the signing of these financial statements. The details of charges on assets mentioned in the previous financial year's notes no longer apply, as all obligations secured by these charges have been discharged. Only remaining charge are on some of vehicles related to vehicle loans.

(b) The quarterly statements filed with banks of current assets are matched with the books of accounts.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No .XV

#### TRADE PAYABLE

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) MSME	-	189.62
(ii) Other Creditors	6,391.05	19,123.04
<b>Total</b>	<b>6,391.05</b>	<b>19,312.67</b>

#### \*Includes Amounts due to Related Parties

**25.03**      **110.59**

- (i) Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 There are no material dues owed by the Group to Micro and Small enterprises, which are outstanding for more than 45 days during the year and as at March 31, 2024. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group and has been relied upon by the auditors.

Particulars	31.03.2024	31.03.2023
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each year		
- Principal amount due to micro and small enterprises	-	189.62
- Interest due on the above	-	-
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(iv) The amount of interest accrued and remaining un-paid at the end of each accounting year	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

The above disclosures are provided by the Group based on the information available with the Group in respect of the registration status of its vendors/suppliers.

All trade payables are current. The Group's exposure to the currency and liquidity risks related to trade payables is disclosed in note no 51.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Outstanding for following periods from due date of payment/Transaction:-

2023-24

(₹ in Lacs)

S. No	Particulars	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	MSME	0.00	0.00	0.00	0.00	0.00
2	Others	6387.51	3.24	0.00	0.30	6391.05
3	Disputed	0.00	0.00	0.00	0.00	0.00
4	Disputed-MSME	0.00	0.00	0.00	0.00	0.00
5	Disputed-Others	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>6387.51</b>	<b>3.24</b>	<b>0.00</b>	<b>0.30</b>	<b>6391.05</b>

### Outstanding for following periods from due date of payment/Transaction:-

2022-23

(₹ in Lacs)

S. No	Particulars	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	MSME	189.62	0.00	0.00	0.00	189.62
2	Others	18508.71	425.17	185.41	3.75	19123.04
3	Disputed	0.00	0.00	0.00	0.00	0.00
4	Disputed-MSME	0.00	0.00	0.00	0.00	0.00
5	Disputed-Others	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>18698.34</b>	<b>425.17</b>	<b>185.41</b>	<b>3.75</b>	<b>19312.67</b>

### Note No. XVI

#### OTHER FINANCIAL LIABILITIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Land Lease	-	2.70
(ii) Financial Guarantee to Related party*	-	495.44
	<b>0.00</b>	<b>498.14</b>

\* Essix Biosciences Ltd. has completely repaid the Working Capital Loan for which a Financial Guarantee was provided during the year.

#### Current Provisions

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Income Tax payable*	10,088.66	1,187.35
<b>Total</b>	<b>10088.66</b>	<b>1187.35</b>

\* Income Tax Payable net of advance Tax paid during the year.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XVII

#### OTHER CURRENT LIABILITIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Advances from Customers	-	1,058.99
(ii) Statutory Liabilities	367.85	595.94
(iii) Expenses Payable	452.63	1,470.41
(iv) Current Maturity of Government Grants	-	2.53
<b>TOTAL</b>	<b>820.47</b>	<b>3,127.88</b>

i) Statutory Liabilities include TDS/TCS payable, ESI Payable, PF payable, Labour welfare Payable, GST Payable, professional tax etc.

ii) Expenses payable include Salary, wages, Bonus, Short term compensated absences and gratuity payable, Audit Fees, Electricity Exp payable etc.

### Note No. : XVIII

#### REVENUE FROM OPERATIONS

##### 1) Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
<b>Type of goods or service</b>		
<b>Sales of APIs</b>		
Sale of manufactured Products	1,19,415.62	1,14,754.16
Sale of Services	714.14	4.61
Sale of traded Products	2,602.04	436.91
<b>Total</b>	<b>1,22,731.79</b>	<b>1,15,195.68</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	1,22,731.79	1,15,195.68
<b>Total</b>	<b>1,22,731.79</b>	<b>1,15,195.68</b>

## Notes to Standalone Financial Statement

 For the year ended 31<sup>st</sup> March, 2024

### 2) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
<b>Contract Assets</b>		
Trade receivables	10,660.13	46,949.30
<b>Contract liabilities</b>		
Advances from customers	-	1,058.99

### 3) Reconciling the amount of revenue recognised in the statement of P&L with the contracted price

	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
Revenue as per contracted price	1,23,606.08	1,15,717.30
<b>Adjustments</b>		
Sales return	874.29	521.62
<b>Net Total</b>	<b>1,22,731.79</b>	<b>1,15,195.68</b>

### 4. The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at March 31, 2023 are, as follows

	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
Advances from customers	-	1,058.99
<b>Net Total</b>	<b>-</b>	<b>1,058.99</b>

### Note No. : XIX

#### OTHER INCOME

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Export Incentive & other Operating Income	1,636.59	862.41
Forex Fluctuations-Gain (Expenses)	1,055.19	1,808.68
Interest Income	1,837.14	587.20
Other Non operating Income	2.42	69.92
<b>Total</b>	<b>4,531.35</b>	<b>3,328.22</b>

## Notes to Standalone Financial Statement

 For the year ended 31<sup>st</sup> March, 2024

### Note No. : XX

#### EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>Cost Of Material Consumed/Sold</b>		
Opening Stock	10,822.54	10,849.22
Add :-		
Purchases	59,210.50	62,891.69
Less :Stock Transfer pursuant to slump sale	11,382.19	
Less: Closing Stock	-	10,822.54
<b>TOTAL</b>	<b>58,650.86</b>	<b>62,918.37</b>

### Note No. : XXI

#### INCREASE /DECREASE IN INVENTORY

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>Opening Stock</b>		
Work in Process	18,928.33	19,142.25
Finished Goods	11,712.91	10,264.75
<b>Total</b>	<b>30,641.24</b>	<b>29,407.00</b>
Less: Stock Transfer pursuant to slump sale		
Work in Process	15,945.71	-
Finished Goods/Stock in Trade	10,988.26	-
	<b>26,933.97</b>	<b>-</b>
Less: Closing Stock		
Work in Process	-	18,928.33
Finished Goods/Stock in Trade	-	11,712.91
	-	30,641.24
<b>Total</b>	<b>3,707.27</b>	<b>(1,234.24)</b>



## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXII

#### EMPLOYEE BENEFITS EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Directors Remuneration		
-Salary & Allowances	1,128.07	965.97
-Contribution to P.F.	0.86	0.86
Salary & Allowance	2,005.62	1,587.33
Salary & Wages	10,961.69	9,972.57
P.F. & Other Funds	368.54	364.30
Staff Welfare Expenses	143.29	129.62
Recruitment Expenses	10.21	2.78
Gratuity Premium	267.82	245.53
Training & Development Expenses	2.33	0.74
<b>TOTAL</b>	<b>14,888.43</b>	<b>13,269.71</b>

### Note No. : XXIII

#### FINANCE COSTS

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Interest on Term Loans	277.93	639.84
Interest on Debentures	4,232.72	7,712.06
Interest on Working Capital	158.73	287.38
Bank Charges & Others	440.18	577.36
<b>TOTAL</b>	<b>5,109.55</b>	<b>9,216.63</b>

### Note No. : XXIV

#### DEPRECIATION & AMORTISATION EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Depreciation	5,330.28	5,736.22
<b>TOTAL</b>	<b>5,330.28</b>	<b>5,736.22</b>

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXV

#### OTHER EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>MANUFACTURING EXPENSES</b>		
Job Work Charges	729.35	727.34
Power, Fuel & Water Charges	6,142.94	7,606.77
Stores & Spares	1960.87	1,842.65
<b>Repair &amp; Maint. :</b>		
Plant & Machinery	409.50	394.85
Buildings	297.73	205.07
Electrical	207.91	176.89
Other Manufacturing Expenses	320.14	174.33
<b>TOTAL</b>	<b>10,068.42</b>	<b>11,127.91</b>
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Travelling & Conveyance	219.31	131.43
Auditors Remuneration :		
--Audit Fees	4.00	4.00
--Certification Fees	1.00	1.00
--Out of Pocket Exp.	1.31	0.91
Lease Rent - Short term	81.95	74.51
Rate fee & Taxes	115.55	213.20
Insurance Charges	450.81	489.53
Legal & Professional Charges	2,033.94	468.17
Printing & Stationary	107.86	115.22
Vehicle Running & Maint.	212.50	242.96
Telephone & Postage	50.79	50.05
Office Expenses	105.77	88.31
Charity & Donation	4.08	4.31
Listing Fees	16.44	6.88
Books & Periodicals	1.77	1.38
Meeting, Membership & Subscription Fees	125.58	133.02
Security Expenses	138.82	147.41
Repair & Maintenance-General	308.16	331.42
Corporate Social Responsibility Expenses , (Refer note no XXXVI)	40.76	31.80
Other Expenses	20.59	19.94
<b>TOTAL</b>	<b>4,041.01</b>	<b>2,555.46</b>

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Publicity	4.15	4.37
Business Promotion	254.67	190.44
Commission on Sales	2,660.82	2,250.56
Packing Material	412.06	577.30
Freight Outward	735.31	1,095.94
Insurance Charges	43.59	91.46
ECGC Premium	14.21	20.13
Other expenses	1.22	12.97
<b>TOTAL</b>	<b>4,126.03</b>	<b>4,243.15</b>
Loss/(Profit) on Sale of Fixed Assets	(223.48)	6.13
Provision for Doubtful Debt	2,476.68	-
Intangible Assets Written off	-	100.00
<b>TOTAL</b>	<b>2,253.20</b>	<b>106.13</b>
<b>Grand Total-Note No XXV</b>	<b>20,488.66</b>	<b>18,032.65</b>

### Note No. : XXVI

#### Contingent liabilities not provided for:

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>(1) Contingent Liabilities</b>		
<b>A Claim against the company/disputed liabilities not acknowledged as debt</b>		
Contingent Liability in respect of unassessed /assessed ( pending in appeal ) cases of Income Tax ,Excise Duty, Sales Tax, Service Tax, ,Bonus Act and other litigation matters ( including that of PI Industries Ltd ) have not been accounted for as debt	Unascertained	Unascertained
<b>B. Guarantees</b>		
-Performance Guarantee		
Export obligation in respect of custom duty :	0.00	4.50
Others	4.25	4.25
- Outstanding Guarantee furnished to banks in respect Letter of Credit	131.25	415.31
<b>C. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	-	598.00
<b>(2) Contingent Assets</b>		
Contingent Asset in respect of Unsustainable debt (refer Note no V)	46,317.46	-

### Note No. : XXVII

In the opinion of the Board, the Current Assets, Loans & Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXVIII

Other expenses under head administrative expenses includes ₹6,05,000.00 (Previous Year ₹4,35,000.00) paid to directors as sitting fee.

### Note No. : XXIX

Earning per share is calculated as shown below:-

(₹ in Lacs)

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>Profit available for Basic EPS (A)</b>	<b>41,839.01</b>	<b>4,247.20</b>
Adjustment related to DEPS	0.00	0.00
<b>Profit available for Diluted EPS (A+B)</b>	<b>41,839.01</b>	<b>4,247.20</b>
For Basic Earning		
No of weighted average equity shares	5,90,86,860	5,90,86,860
For Diluted Earning		
No of weighted average of Diluted Equity Shares	5,90,86,860	5,90,86,860
Nominal Value of Equity Share	10.00	10.00
<b>Earning Per Share (₹)</b>		
<b>Basic</b>	<b>70.81</b>	<b>7.19</b>
<b>Diluted</b>	<b>70.81</b>	<b>7.19</b>

### Note No. : XXX

In accordance with IND-AS 24, 'Related Party Disclosures', issued by the Institute of Chartered Accountants of India, the Company has compiled the following information ::

#### a. List of related parties and their relationship

<b>Subsidiary Companies</b>	Ind Swift Laboratories Inc. USA Fortune(India) Constructions Ltd. MJM Remedies Pvt. Ltd
<b>Joint ventures</b>	Indis Healthcare LLP
<b>Key Management personnel/Directors</b>	Sh. N.R. Munjal, Chairman & Managing Director Sh. Himanshu Jain, Jt. Managing Director Sh. Rishav Mehta, Executive Director Sh. Sahil Munjal , Executive Director Sh. Gagan Aggarwal, Chief Financial Officer Sh. Pardeep Verma, VP- Compliance & CS
<b>Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control</b>	Essix Biosciences Limited Ind Swift Limited Nimbua Green Field (Punjab) Limited Mohali Green Environment Private Limited Swift Fundamental Research & Education Society Sislax Pharma Pvt. Ltd.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

(₹ in Lacs)

Particulars	Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control)		Subsidiary		Joint Ventures	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>1) Transactions during the year</b>						
Purchase	4,501.35	5,409.65	-	-	-	-
Sales	6,043.33	5,547.83	6,714.55	12,939.51	-	-
Salary	1,085.94	1,176.42				
Expenses	717.20	702.37				
<b>2) Outstanding Balances</b>						
Investment	539.24	568.80	7,805.25	7,792.50	250.00	150.75
Loan & Advances Given	35,359.99	9,680.65	-	-	-	-
Security Deposits	6.50	6.50	-	-	-	-
Debtors	-	24,183.90	5.34	3,322.12	-	-
Creditors	25.03	110.59				
Advances Received	-	-	-	-	-	-
Capital Advances	-	-	-	-	-	-

\* Related party balances of similar nature are grouped in accordance with para 24 of Ind-AS 24 "Related Party Disclosures"

\* Related Party Transaction during the year are considered without taxes.

### Details of Loan & advance Given :-

Type of Borrower	Amount of Loan or advance in the nature of Loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	0.00%
Directors	-	0.00%
KMPS	16.97	0.05%
Related Parties	35,343.03	99.95%
Total	35360.00	100%

#### Note:

Pursuant to the slump sale transaction effected on 18<sup>th</sup> March, 2024 vide which the Company sold its Active Pharmaceutical Ingredients (API) and Contract Research & Manufacturing Services (CRAMS) business to M/s. Synthimed Labs Private Limited, the services of Sh. Sunil Deshmukh (CEO) and Sh. Lovekesh Mahajan (CAO) were also transferred to M/s. Synthimed Labs Private Limited. Hence, they ceased to be the KMP of the Company after the closing of business hours as on 18<sup>th</sup> March, 2024.

### XXXI Slump Sale of business undertaking :-

The Board of Directors of the Company at its meeting held on September 6, 2023, approved a transaction for the slump sale and transfer of the API and CRAMS business of the Company on a going concern basis for a consideration of 1650 Crores subject to customary working capital adjustments to M/s Synthimed Labs Private Limited. The members of the Company approved this transaction in its Extra-Ordinary General Meeting held on 6<sup>th</sup> October, 2023. On 18<sup>th</sup> March, 2024, the Company closed this slump sale transaction and in terms of the BTA all assets and liabilities pertaining to the business undertaking have been transferred to Synthimed Labs Pvt Ltd for a net consideration of ₹ 1650.00 Crores on a debt-free basis. The consideration received on the closing date, before the final true-up of working

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

capital, stands at ₹ 1674.09 Crores. The consideration will further increase by approximately ₹ 77.77 Crores owing to final True-up and the same has been duly accounted for in the books of account.

A capital gain of ₹ 386.59 Crores, after deducting costs associated with the sale, has been recognized as an exceptional item in the financial statements for the year ending March 31, 2024.

Additionally, a portion of the consideration amounting to ₹ 20 Crores is held under escrow, to be released upon the successful resolution of the pending litigations.

Furthermore, many operating assets and liabilities have been reduced to zero and others are reduced substantially pursuant to the slump sale of the API business. Hence the Previous year figures are not comparable to Current year figures in all these cases.

**XXXII** The balance in the parties accounts whether in debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts at the year end is not ascertained.

**XXXIII** Detail of Auditor's Remuneration(i.e. payment to Auditors)

Particulars	Year ended 2023-24 ₹	Year ended 2022-23 ₹
Statutory Audit Fees	4,00,000	4,00,000
Certification Fees	1,00,000	1,00,000
	5,00,000	5,00,000

### Note No. : XXXIV

#### Other Current Assets include due from

(₹ in Lacs)

	Year Ended	Year Ended	Maximum amount due during the year	
	2023-24	2022-23	2023-24	2022-23
CFO	12.76	12.76	12.76	12.76
CS	4.21	5.71	5.71	8.21

### Note No. : XXXV

#### Foreign Currency Expenditure & Income :

(₹ in Lacs)

Particulars	2023-24	2022-23
1 Expenditure in Foreign Currency :		
Commission on Sales	2451.78	2621.87
Others	71.12	227.61
<b>Total</b>	<b>2522.90</b>	<b>2849.49</b>
2 Earnings in Foreign Currency		
Sale of Goods	94886.12	74525.74
Sale of Services	109.14	14.27

### Note No. : XXXVI

#### Expenditure on corporate Responsibility :

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation,



## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to activities which are specified in Schedule VII of the Companies Act, 2013.

Particulars	₹ in Lacs
(a) Gross amount required to be spent during the year	98.52
(b) Amount Spent During the year	40.76
(i) Construction /acquisition of any asset	-
(ii) on Purpose other than (i) above	40.76
Balance carried forward to Next Years from current year	-
Opening Balance brought forwarded from previous year	59.91
Balance Lapse during the year	-
Closing Balance carried forward to Next Year/(Short Spent)	2.15

### XXXVII

(₹ in Lacs)

Ratios As on	Details for Calculations	31.03.2024	31.03.2023	Reason for major change
(a) Current Ratio	Current assets /current liabilities	3.06	3.07	Pursuant to Slump sale of the Company
(b) Debt-Equity Ratios	Total Debt/Shareholders equity	0.01	1.73	Pursuant to Slump sale of the Company
(c) Debt service coverage ratio	Net Operating Income /Annual debt+interest repayments due	5.76	1.66	Pursuant to Slump sale of the Company
(d) Return on equity ratio	Net Income/ Shareholder Equity	45.37	8.63	Pursuant to Slump sale of the Company
(e) Inventory turnover ratio	Net credit sale/Average Inventory	5.74	2.74	Pursuant to Slump sale of the Company
(f) Trade receivable turnover ratio	Net credit sale/Average debtors	4.26	2.57	Pursuant to Slump sale of the Company
(g) Trade payables turnover ratio	Net credit Purchase/Average Creditors	4.61	3.53	Pursuant to Slump sale of the Company
(h) Net capital turnover ratio	Total Sales/Working Capital	3.34	1.59	Pursuant to Slump sale of the Company
(i) Net profit ratio	Net Profit (Loss)/Net Sales	34.09	3.69	Pursuant to Slump sale of the Company
(j) Return on capital employed	Net Profit (Loss)/Share holders Equity	45.37	8.63	Pursuant to Slump sale of the Company
(k) Return on Investment	Current Value Of Investment - cost of Investment/Cost Of Investment"	-1.37	-0.94	Pursuant to Slump sale of the Company

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### XXXVIII Lease Liability in accordance with Ind-As 116

The incremental borrowing rate applied to lease liabilities is 10%.

The movement in ROU - Asset during the year ended March 31 , 2024 is as follows :-

(₹ in Lacs)

Particulars	ROU Assets -Land
Balance as at April 2023	185.05
Addition	0.00
Depreciation	2.31
Transfer to SLPL (Pursuant to Slump Sale)	(182.74)
Balance as at 31 <sup>st</sup> March 2024	0.00

The aggregate depreciation expenses on ROU assets is included under depreciation and amortization expenses in statement of profit & loss account.

The break up of current & non current lease liabilities as at March 31<sup>st</sup> , 2024 is as under.

(₹ in Lacs)

Particulars	As at 31.03.2024
Non Current Liability	0.00
Current Liability	0.00
Total	0.00

The movement in lease liabilities during the year ended March 31 , 2024

(₹ in Lacs)

Particulars	Year ended 31.03.2024
Balance at the beginning	53.32
Finance cost accrued during the period	5.33
Payments of Lease Liabilities	2.70
Transfer to SLPL (Pursuant to Slump Sale)	(55.96)
Balance at the end	0.00

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The details of the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis are as follows : (₹ in Lacs)

Particulars	Year ended 31.03.2024
Less than one year	-
One to five years	-
More than five years	-

Rental Expenses recorded for short term lease was ₹74.51 ( PY ₹51.30) Lacs for the year ended 31-March-23

**Note No. XXXIX:** During the year the board in their meeting held on 25<sup>th</sup> September after considering the recommendation of Audit committee and independent Directors ,approved the scheme of arrangement of amalgamation of the company with Ind Swift Ltd under the section 230-232 and their applicable provisions of the companies Act 2013. The company has filed an application before the stock exchange to obtain their no objection Certificate .The same is pending before both Stock exchanges.

**Note No. XL:** Excpetional Items includes Capital gain amounting to ₹386.59 crores on slump sales( Refer note XXXI

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. XLI:** Additional Regulatory information required by Schedule III to the Companies Act, 2013

1. The company does not have any Benami property held and there is no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.
2. The company does not have any relation with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
3. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the name and CIN of the companies beyond the specified layers
4. The company is not a declared wilful defaulter by any bank or financial Institution or other lender.
5. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries The company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
6. There has been no income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
7. (A) The company has not advanced or loaned or invested funds to Intermediaries with the understanding that the Intermediary shall:
  - (i) 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
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(B) The company has not received any fund from any Funding Party with the understanding that the company shall:
  - (i) 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
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### XLII SEGMENT REPORTING

The Company operates only in one business segment viz. Bulk Drugs &amp; Pharmaceuticals. However the figures in Segment Reporting is based on geographical location of its customers.

		(₹ in Lacs)		
		In India	Outside India	Total
REVENUE		27737	94995	122732
		(26603)	(88593)	(115196)
RESULTS		10473	40279	50752
		(8129)	(33210)	(41338)
Less:	Financial Expenses			5110
				(9217)
Less:	Unallocated Expenses			31092
				(24887)
Add:	Operating Income			4531
				(3328)
Add	Exceptional Items(Expenses)			(38,659)
				(2,665)
Less:	Income Tax Provision			16,089
				(1,612)
Add:	Mat Credit entitlement			-
				-
Add:	Deferred Tax			(1,084)
				(2,336)
Add :	Mat Utilisation			898
				(298)
	Profit\Loss) after Tax			41839
				4247
<b>OTHER INFORMATION</b>				
SEGMENT ASSETS		10660	0	10660
		(30364)	(16585)	(46949)
UNALLOCATED ASSETS				99818
				(131878)
TOTAL ASSETS				110479
				(178827)
SEGMENT LIABILITIES		4331	2060	6391
		(13458)	(6914)	(20372)
UNALLOCATED LIABILITIES				104087
				(158456)
TOTAL LIABILITIES				110479

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

	(178827)
CAPITAL EXPENDITURE	4452
	(1327)
DEPRECIATION	5330
	(5736)
NON CASH EXPENSES OTHER THAN DEPRECIATION	2253.20
	(106.13)

### NOTES:-

#### 1 Geographical Segments

The segment reporting is performed on the basis of the geographical location of customers.

The management views the Indian market and export markets as distinct geographical segments.

#### 2 Segment assets & liabilities

Segment assets consists of debtors , other non-current assets and the segment liabilities consists of creditors.

#### 3 The figures in brackets are in respect of previous year.

### Note No. XLIII: Post employment Benefits

#### (i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

#### ii) Defined Benefit Plan:

A) The Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment as under:

- On normal retirement / early retirement / withdrawal / resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
- On death in service:

The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at the Balance Sheet date:"

B) The said benefit plan is exposed to actuarial risks such as longevity risk, salary risk, Interest rate risk, liquidity risk, demographic risk, regulatory risk, Investment risk and asset/liability mismatching risk.

#### Amount of Expenses Recognized is as follows

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
In Income Statement	2,73,85,087	2,48,00,494
In Other Comprehensive Income	46,67,703	(42,64,441)
<b>Total Expenses Recognized during the period</b>	<b>3,20,52,790</b>	<b>2,05,36,053</b>

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Movements in the present value of the defined benefit obligation are as follows:

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
<b>Present Value of Obligation as at the beginning</b>	<b>18,38,67,313</b>	<b>16,81,13,588</b>
Current Service Cost	1,39,93,834	1,38,81,488
Interest Expense or Cost	1,34,50,859	1,10,03,661
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	0	0
- change in financial assumptions	97,107	(70,96,417)
experience variance (i.e. Actual experience vs. assumptions)	50,40,826	23,99,840
- others		
Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	(88,34,182)	(44,34,847)
Transfer In / Out pursuant to slump sale	(19,32,08,728)	
Effect of business combinations or disposals		
<b>Present Value of Obligation as at the end</b>	<b>1,44,07,029</b>	<b>18,38,67,313</b>

### Bifurcation of Present Value of Obligation at the end of the year as per revised Schedule III of the Companies Act, 2013

Particulars	As on	
	31-Mar-24	31-Mar-23
Current Liability (Short term)	40,89,669	3,54,24,973
Non-Current Liability (Long term)	1,03,17,360	14,84,42,340
Present Value of Obligation	1,44,07,029	18,38,67,313

### Movements in the fair value of the plan assets are as follows:

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
<b>Fair Value of Plan Assets as at the beginning</b>	<b>8,14,799</b>	<b>1293371</b>
Investment Income	59,606	84,655
Employer's Contribution	19,93,62,089	39,26,449
Employee's Contribution		
Benefits Paid	(82,28,595)	(44,34,847)
Return on plan assets , excluding amount recognised in net interest expense	4,70,230	(54,829)
Acquisition Adjustment		
<b>Fair Value of Plan Assets as at the end</b>	<b>19,24,78,129</b>	<b>8,14,799</b>



## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Expenses Recognised in the Income Statement is as follows

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
Current Service Cost	1,39,93,834	1,38,81,488
Past Service Cost		
Loss / (Gain) on settlement		
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	1,33,91,253	1,09,19,006
<b>Expenses Recognised in the Income Statement</b>	<b>2,73,85,087</b>	<b>2,48,00,494</b>

### Expenses Recognised in the Other comprehensive income is as follows

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
Actuarial (gains) / losses		
- change in demographic assumptions	0	0
- change in financial assumptions	97,107	(70,96,417)
-experience variance (i.e. Actual experience vs. assumptions)	50,40,826	23,99,840
- others		
Return on plan assets, excluding amount recognised assumptions)	(4,70,230)	54,829
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling		
<b>Components of defined benefit costs recognised in because of change in effect of asset ceiling</b>	<b>46,67,703</b>	<b>(46,41,748)</b>

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on	
	31-Mar-24	31-Mar-23
Discount rate (per annum)	7.15%	7.30%
Salary growth rate (per annum)	7.00%	7.00%
Retirement age	58 years	58 years
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows

Particulars	As on	
	31-Mar-24	31-Mar-23
Present Value of Obligation	1,44,07,029	18,38,67,313
Fair Value of Plan Assets	19,24,78,129	8,14,799
Surplus / (Deficit)	17,80,71,100	(18,30,52,514)
Effects of Asset Ceiling, if any		
Net Asset / (Liability)	17,80,71,100	(18,30,52,514)

### iii) Compensatory absences

Actuarial Valuation for Compensated Absences is done as at the year end and the provision is made as per Company rules with corresponding charge to the Statement of Profit and Loss amounting to ₹38.23 Lacs (Previous Year 30.11 Lacs ) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

**XLIV** Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

The accompanying notes form an integral part of the standalone financial statements.

#### AS PER OUR SEPARATE REPORT OF EVEN DATE

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

**CA Avishkar Singhal**  
Partner  
M.No. 098689

Place: Chandigarh  
Date : 13.05.24

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Pardeep Verma**  
VP - Compliance & CS

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**  
Chief Financial Officer

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### **XLV SIGNIFICANT ACCOUNTING POLICIES :-**

#### **1 BACKGROUND**

Headquartered in Chandigarh, India, Ind-Swift Laboratories Ltd is a public limited company incorporated on 04 Jan, 1995 under the provision of companies Act, 2013. Company is global manufacturer of APIs, Intermediates and formulations (through group collaboration). Having commenced operations in 1997 as an API manufacturer, the Company continued to focus on this business domain as its key business driver.

#### **2.0 STATEMENT OF COMPLIANCE**

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India (previous GAAP).

#### **2.1 BASIS OF MEASUREMENT**

The standalone financial statements have been prepared on the historical cost basis except for: - certain financial assets and liabilities.

#### **2.2 PROPERTY PLANT & EQUIPMENT**

##### **2.2.1 COST OF PROPERTY PLANT & EQUIPMENT**

All Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are valued at cost/revalued cost net of tax credit wherever eligible. Cost includes all expenses and borrowing cost attributable to the project till the date of commercial production / ready to use. Any asset transferred to assets held for sale is value at cost or NRV whichever is lower.

##### **2.2.2 DEPRECIATION /AMORTIZATION**

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation is provided on straight line method at the rates specified in schedule II of the Companies Act 2013 on pro rata basis and the assets having the value up to ₹5000 have been depreciated at the rate of 100%. The policy

of company is to provide depreciation on the Buildings , Plant & Machinery and Other Fixed assets from the date of commercial production/ ready to use.

##### **2.2.3 INVESTMENT PROPERTY**

Properties that is held for long-term rentals or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of the investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment property are depreciated using the straight line method over their estimated useful lives.

On transition to Ind AS, the Group has elected to continue with the carrying value of its investment property recognized as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

##### **2.2.4 INTANGIBLE ASSETS (OTHER ASSETS)**

Intangible Assets with definite useful lives are subject to amortization and are reviewed to determine whether there is any indication that carrying Value of these assets may not be recoverable . Management judgment is required in the area of intangible assets loss particularly in assessing :

Whether an event has occurred that may indicate that the related assets values may not be recoverable or

Whether the carrying value of an intangible assets can be supported by the recoverable amount , being the fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the group .

Useful Lives of Intangible assets:

Intangible assets related to R&D are amortized over the period of 5 years on straight line method.

##### **2.2.5 LEASES**

The Company's lease asset classes consist primarily of land and buildings . The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

contains, a lease if the contract conveys the right to control the use of an identified asset 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 : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases.

For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### **2.3 BORROWING COSTS**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets

have been capitalized as part of cost of assets. Other Borrowing costs are recognized as an expense in the period in which they are incurred.

#### **2.4 INVENTORIES**

Inventories are valued at lower of cost and net realizable value, Cost includes all charges in bringing the goods to point of sale. Cost is determined as follows.

2.4.1 Raw Materials and stores and spares are valued on weighted average basis.

2.4.2 Work in Process is valued at estimated cost basis and an appropriate share of production overheads or net realizable value whichever is less.

2.4.3 Finished Goods are valued at cost and an appropriate share of production overheads or net realizable value whichever is less.

2.4.4 Stock in Trade are valued at weighted average basis.

#### **2.5 REVENUE RECOGNITION**

The Company derives revenues primarily from sale of API business.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a

Five step application approach to be followed for revenue recognition.

1. Identify the contract(s) with a customer;
2. Identify the performance obligations;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations;
5. Recognize revenue when or as an entity satisfies performance obligation.

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

Revenue excludes amounts collected on behalf of third parties. The disclosures of significant accounting

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note XV and disclosures of transition approach along with impact of adoption of Ind AS 115 on financial statements are provided in Note 2.18

### 2.5.1 SALE OF GOODS

For sale of goods, revenue is recognized when control of the goods has transferred at a point in time i.e. when the goods have been delivered to the specific location (delivery). Following delivery, the customer has full discretion over the responsibility, manner of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognized by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Payment is due within 0-180 days. The Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

### 2.5.2 CONTRACT BALANCES

#### Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets.

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the

Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract."

### 2.5.3 Cost to obtain a contract

The Company pays sales commission to its selling agents for each contract that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in advertisement and sales promotion expense

under other expenses) because the amortization period of the asset that the Company otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognized.

### 2.5.4 Other revenue streams

#### EXPORT & OTHER INCENTIVES

In case of sale made by the Company as Manufacturer, export benefits arising from Duty Entitlement Pass Book (DEPB), Merchandise Export Incentive Scheme, and Focus Market Scheme are recognized on accrual basis on fulfilment of eligibility criteria for availing the incentives and when there is no uncertainty in receiving the same. These incentives include estimated realizable values/benefits from special import licenses and benefits under specified schemes as applicable.

In case of sale made by the Company as Manufacturer, export benefits arising from Duty Drawback scheme, Rebate of State Levies (ROSL), and Rebate of State and Central Taxes and Levies (ROSCTL), are recognized on sale of such goods in accordance with the agreed terms and conditions with customers.

Revenue from exports benefits measured at the fair value of consideration received or receivable net of returns and allowances, cash discounts, trade discounts and volume rebates.

Obligation / entitlements on account of Advance Licenses Scheme for import of raw materials are not accounted for as income and correspondingly no expenses is booked at time of payment of custom duty. Custom duty amount of pending export obligations are shown as contingent liability by way of note.

#### Rendering of Services

Revenue from rendering of services is recognized when the performance obligation to render the services are completed as per contractually agreed terms.

#### Dividend

Revenue is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

### 2.6 FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded at the

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

exchange rates prevailing at the date of the transactions. The gain or loss arising from forward transactions have been recognized in the year in which the contract has been cancelled/ matured. Monetary assets & current liabilities are translated at year end exchange rates. The resulting gain or loss on translation or settlement is recognized in the Profit & Loss Account except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

In translating the financial statement of representative foreign offices for incorporation in main financial statements, the monetary assets and liabilities are translated at the closing rates non monetary assets and liabilities are translated at exchange rates prevailing at the dates of the transactions and income and expenses items are converted at the yearly average rate.

### 2.7 RETIREMENT BENEFITS

The retirement benefits of the employees include Gratuity ,Provident Fund & Compensated absences.

Defined Benefit Plans for defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement. of profit and loss. Past service cost is recognized in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in statement of profit and loss in the line item

'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Defined contribution plans which include contribution to the provident fund are recognized as expense when employees have rendered services entitling them to such benefits..

The compensated absences are provided on the basis of actuarial valuation of employees entitlement in accordance with company's rules."

### 2.8 Share Based Payment Arrangements

Share-based payment transactions of the Company Equity-settled share-based payments to employees are measured at the Fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve."

### 2.9 TAXATION

#### 2.9.1 Current tax

Current tax is the tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### 2.9.2 Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax



## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognized as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

### 2.9.3 Current and deferred tax for the year

Current and deferred tax are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

### 2.10 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

"A provision is recognized when there is a present obligation as a result of a past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is discounted to its present value wherever required and is determined based

on the last estimate required to settle the obligation at the year end. These are reviewed at each year end and adjusted to reflect the best current estimate.

Contingent liabilities are disclosed in notes when there is a possible obligation that rises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are neither recognized nor disclosed in the financial statements.

### 2.11 GOVERNMENT GRANTS

Government grants are initially recognized as income at fair value if there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant;

- In case of capital grants, they are then recognized in Statement of Profit and Loss as other income on a systematic basis over the useful life of the asset.
- In case of grants that compensate the Group for expenses incurred are recognized in Consolidated Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognized."

### 2.12 FINANCIAL INSTRUMENTS

#### 2.12.1 Investment in subsidiaries, associates and joint ventures

The Company has accounted for its investments in subsidiaries, associates and joint ventures at cost less impairment.

#### 2.12.2 Other financial assets and financial liabilities

Other financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement: Other financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

Subsequent measurement: Financial assets at amortized

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

cost. Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

### Financial assets at fair value through Profit & loss Account

Financial assets are measured at fair value through profit or loss unless it measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

### Financial liabilities

#### Recognition of Financial liabilities

Financial liabilities are measured at amortized cost using effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### De-Recognition of Financial liabilities

The difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non cash assets transferred or liabilities assumed shall be recognized in profit or loss account. Further the company applies extinguishment accounting/modification accounting as per IND-AS 109.

#### 2.12.3 Equity Instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognized by the Company are recognized at the proceeds received net off direct issue cost.

### 2.13 IMPAIRMENT OF ASSETS

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, Corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in statement of profit and loss.

### 2.14 TRADE RECEIVABLES & ADVANCES

"Sundry debtors outstanding for more than three years at the end of Balance Sheet date will be written off from the books of accounts except disputed debtors having matters pending under different Courts.

Other advances and related party balances outstanding for more than 3 years are reviewed by the management at the end of every financial year and are written off as per the judgment of the management."

### 2.15 OPERATING CYCLE

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### 2.16 KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year."

#### 2.16.1 Useful lives of property, plant and equipment and Intangible assets

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

#### 2.16.2 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

#### 2.16.3 Litigations

The Company is a party to certain commercial disputes and has also received notification of claims for significant amounts. There are number of factors that may affect the ultimate outcome in respect of this matter and accordingly, it is difficult to assess the impact of these disputes with accuracy.

### 2.17 OTHER ACCOUNTING POLICIES

Accounting Policies not specifically referred to are in accordance with generally accepted accounting principles including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

# Independent Auditor's Report

## TO THE MEMBERS OF IND-SWIFT LABORATORIES LIMITED

### Report on the Audit of The Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying Consolidated Ind AS financial statements of IND-SWIFT LABORATORIES LIMITED (hereinafter referred to as "the Holding Company"), and its subsidiaries and its Joint Ventures (the Holding company, its Subsidiaries and Joint Venture together referred to as "the group") comprising of the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement for Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated IND AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated IND AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act 2013, as amended ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing ("SA's"), 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 Ind AS 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS 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.

Key Audit Matters	How our audit assessed Key audit matters
<p><b>Evaluation of Uncertain tax Positions</b></p> <p>The company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes to accounts No. XXVI to the Financial statements.</p>	<ul style="list-style-type: none"> <li>• Obtained the details of completed tax assessments and demands as on 31/03/2024 from Management.</li> <li>• We involved our expertise to challenge the management's underlying assumptions in estimating tax provision and the possible outcome of the disputes.</li> <li>• We have also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</li> </ul>

### Emphasis of Matters

#### Without qualifying our opinion, we draw attention to the following matters in the Notes to the financial statements:

- a) Emphasis is drawn upon Note No. XXXI of the accompanying consolidated financial statements, the company has entered into Business transfer agreement with M/s Synthimed Labs Private Limited (SLPL) under the scheme of slump sale for a consideration of ₹1650 Crore and accordingly transferred all the assets and liabilities to SLPL as per scheme of transfer as on 18<sup>th</sup> March 2024.
- b) Emphasis is drawn upon Note No. V of the accompanying consolidated financial statements, M/s Ind-Swift Laboratories Limited (ISLL) has acquired a loan for ₹352.60 Crores from Edelweiss, a lender, in relation to the loan provided to Indswift Ltd along with all other rights and unsustainable debt of ₹463.17 in terms of the Loan Agreement with Ind-Swift dated 30.03.2024. The unsustainable part/zero coupon debt is payable fully in case of default in repayment of the term loan facility and to be waived off on the successful repayment of the term loan facility.

Under the principles of Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets," the additional rights to recover unsustainable debt is recognized as a contingent asset. This is based on the possibility of future economic benefits that may arise if certain conditions are met. As such, the unsustainable debt, which is a zero coupon debt; which will be waived off on timely repayment of the loan facility, is disclosed as a contingent asset in the balance sheet.

"Our opinion is not modified in respect of the above matters".

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report 2023-24 but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS Financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India and including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 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 Ind AS 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 presentation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the company included in the Group are also responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated

Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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 Ind AS financial statements for the financial year ended March 31, 2024 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 have not audited the financial statements and other financial information of subsidiaries and JVs, whose financial statements reflect total assets of ₹139.14 Crore as at March 31, 2024, total revenues of ₹120.72 Crore and total net profit/(loss) after tax of ₹70.20 Crore and total comprehensive income/(loss) of ₹70.20 Crore for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

The Financial Statements and other financial information of all subsidiaries which are located outside India whose Financial Statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries, the USA subsidiary has been audited



and other subsidiaries are not audited by other auditors under generally accepted auditing standards applicable in their respective countries. The holding company's management has converted the financial statements of such subsidiaries located outside India from accounting Principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the holding company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors/management and the conversion adjustments prepared by the management of the company and audited by us.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We/the other auditor whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of financial statements have been kept so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit;
  - (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the consolidated statement of Other Comprehensive Income, consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS 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 (Accounts) Rules, 2015 as amended;

- (e) On the basis of written representations received from the directors of holding company as on March 31, 2024 taken on record by the Board of Directors and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of group companies incorporated in India is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (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 managerial remuneration for the year ended March 31, 2024 has been paid / provided by the holding Company to its directors in accordance with the provisions of section 197(16) read with Schedule V to the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - a) Refer Note No. XXVI of the consolidated financial statements, the Company has disclosed that impact of pending litigations on its financial position is unascertainable in its consolidated Ind AS financial statements
  - b) The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding Company.
  - d) (i) As per management representation and to the best of their knowledge and belief, other than as disclosed in the notes to the accounts , 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(s) or entities , including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in the 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.

- (ii) As per management representation and to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in the 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.
- (iii) Based on procedures followed in the regular course of our audit, nothing has come to our notice that has caused to believe that the representations under subclause (i) and (ii) contain any material misstatement

- (e) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. 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 April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.
- (f) No dividend has been declared or paid during the year by the holding Company.

**For Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd No.:017362N)

**Avishkar Singhal**  
Partner  
Membership No.: 098689  
UDIN:24098689BKCMEM9678

Place of Signature: Chandigarh  
Date: 13-05-2024

## Annexure A

### Referred to in Paragraphs under the heading "Report on other Legal and Regulatory requirements" of our report of even date

With reference to the Annexure A referred to in the Independent Auditor's Report to the members of the Company on the consolidated financial statements for the year ended 31 March 2024, we report the following:

- (xxi) There have not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements

**For Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd No.:017362N)

**Avishkar Singhal**  
Partner  
Membership No.: 098689  
UDIN:24098689BKCMEM9678

Place of Signature: Chandigarh  
Date: 13-05-2024

## “Annexure B” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of Ind-Swift Laboratories Limited

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

In conjunction with our audit of the consolidated financial statements of Ind Swift Laboratories Limited as of and for the year ended

March 31, 2024, we have audited the internal financial controls over financial reporting of Ind Swift Laboratories Limited (hereinafter referred to as the “Holding Company”), as of that date. Internal financial controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) is not applicable on the subsidiary companies which are part of the Group and are incorporated outside India. The IFC are applicable on the Indian subsidiaries, which is the responsibility of the management of subsidiary companies and are audited by their respective auditors. We do not form opinion on the same because of lack of audited financial statement of subsidiaries.

#### Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the holding 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 the 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.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these 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”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements was established and maintained and if such controls

operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

#### Meaning of Internal Financial Controls Over Financial Reporting with reference to these Consolidated Financial Statements

A company’s internal financial control over financial reporting with reference to these 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 control over financial reporting with reference to these 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 Over Financial Reporting with reference to these Consolidated

#### Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these 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 with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these 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

In our opinion, the holding Company has, in all material respects, adequate internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting

with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd No.:017362N)

**Avishkar Singhal**  
Partner  
Membership No.: 098689  
UDIN:24098689BKCMEM9678

Place of Signature: Chandigarh  
Date: 13-05-2024

## Consolidated Balance Sheet

As on 31<sup>st</sup> March, 2024

(₹ in Lacs)

PARTICULARS	Note No.	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>ASSETS</b>			
<b>Non-current assets :</b>			
Property, Plant and Equipment	I	536.38	58,318.95
Right of Use - Land		-	185.05
Capital work-in progress		-	770.77
Investment property	I	229.91	242.48
Intangible assets under development	I	-	-
<b>Financial Assets</b>			
a) Investments	II	-	-
- In subsidiaries and associates		-	-
- In Others		11,054.48	3,033.60
b) Other Non-current Financial Assets	III	48.80	321.52
Deferred tax assets (net)	IV	3,185.15	2,986.72
Other non-current assets	V	35,343.03	95.60
<b>TOTAL NON-CURRENT ASSETS</b>		<b>50,397.74</b>	<b>65,954.70</b>
<b>Current Assets</b>			
Inventories	VI	1,045.77	43,860.32
<b>Financial Assets</b>			
(a) Trade receivables	VII	16,912.19	50,531.69
(b) Cash and cash equivalents	VIII	43,192.71	1,819.98
(c) Other current financial Assets	IX	-	2,696.96
Other current assets	X	4,962.23	17,403.24
Assets held-for-sale		-	139.51
<b>TOTAL CURRENT ASSETS</b>		<b>66,112.89</b>	<b>1,16,451.70</b>
<b>GRAND TOTAL</b>		<b>1,16,510.63</b>	<b>1,82,406.40</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	XI	5,908.69	5,980.58
(b) Other Equity	XII	87,237.12	62,212.49
<b>Equity attributable to equity holders of the Company</b>		<b>93,145.81</b>	<b>68,193.07</b>
(c) Non-Controlling interest		(1.71)	-
<b>TOTAL EQUITY</b>		<b>93,144.10</b>	<b>68,193.07</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>	XIII		
(a) Borrowings		1,116.26	75,259.96
(b) Lease Liabilities		-	53.25
Non- Current Provisions		122.64	1,778.88
Other Non current Liabilities		-	12.34
<b>TOTAL NON- CURRENT LIABILITIES</b>		<b>1,238.90</b>	<b>77,104.44</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>	XIV		
(a) Borrowings		545.90	10,894.26
(b) Trade payables	XV	-	189.62
MSME		-	20,209.82
Others		9,397.81	498.14
(c) Other Financial Liabilities	XVI	-	3,664.79
Other current liabilities	XVII	10,178.69	1,225.08
Current Provisions		471.92	427.17
Foreign Currency Translation		-	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>22,127.63</b>	<b>37,108.89</b>
<b>GRAND TOTAL</b>		<b>1,16,510.63</b>	<b>1,82,406.40</b>

Significant Accounting Policies

XLV

The accompanying notes form an integral part of the Consolidated financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

For and on behalf of the Board of Directors  
**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**CA Avishkar Singhal**  
Partner  
M.No. 098689

**Pardeep Verma**  
VP - Compliance & CS

**Gagan Aggarwal**  
Chief Financial Officer

Place: Chandigarh  
Date : 13.05.24

## Consolidated Statement of Profit & Loss

For the year ended 31<sup>st</sup> March, 2024

(₹ in Lacs)

PARTICULARS	Note No.	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Revenue from Operations	XVIII	1,28,089.99	1,20,731.00
Other Income	XIX	4,536.75	3,350.00
<b>Total Income</b>		<b>1,32,626.74</b>	<b>1,24,081.01</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	XX	59,905.88	65,746.32
Purchase of Stock-in-trade		2,533.24	1,046.32
Change in Inventories of FG/WIP/Stock in trade	XXI	3,707.27	(1,234.24)
Employee benefits expense	XXII	15,281.15	13,583.91
Financial Cost	XXIII	5,110.36	9,216.64
Depreciation & amortisation expenses	XXIV	5,330.28	5,736.22
Other Expenses	XXV	21,241.84	18,668.94
<b>TOTAL-B</b>		<b>1,13,110.01</b>	<b>1,12,764.10</b>
<b>Profit / (Loss) before exceptional items &amp; Tax</b>		<b>19,516.73</b>	<b>11,316.90</b>
<b>Exceptional items</b>			
Exceptional Item Loss (Profit)		(38,659.00)	2,664.78
<b>Profit / (Loss) before Tax</b>		<b>58,175.72</b>	<b>8,652.12</b>
<b>TAX EXPENSE:</b>			
Current Tax		16,211.14	1,808.81
Mat credit Utilisation		897.50	(297.53)
Deferred Tax (liability)/(Assets)	IV	(1,084.34)	2,336.16
Income Tax Adjustment of Previous Years		6.25	21.59
<b>Total Tax expense</b>		<b>16,030.56</b>	<b>3,869.03</b>
<b>Profit/ (Loss) after tax and before share of profit (loss) in Joint Venture</b>		<b>42,145.17</b>	<b>4,783.08</b>
Share of profit (loss) in joint venture		(49.01)	(23.42)
<b>Profit/ (Loss) for the period from continuing Operation</b>		<b>42,096.16</b>	<b>4,759.66</b>
<b>Other Comprehensive Income</b>			
A) Items that will be reclassified to P&L A/c		-	-
B) items that will not be reclassified into P&L A/c			
(Gain)/loss on remeasurements of Investments carried at FVTOCI		-	-
Tax on (Gain)/loss on remeasurements of Investments carried at FVTOCI		-	-
Actuarial (Gain)/loss on remeasurements of Post employee benefits		46.66	(46.42)
Tax on Actuarial (Gain) /loss on remeasurements of employee benefits		(11.96)	14.48
<b>Other Comprehensive (Income) / Loss for the period , net of Tax</b>		<b>34.70</b>	<b>(31.94)</b>
<b>Total Comprehensive Income/(Loss) for the Period</b>		<b>42,061.46</b>	<b>4,791.60</b>
<b>Earning per equity share:</b>			
(1) Basic		71.24	(4.28)
(2) Diluted		71.24	(4.28)

Significant Accounting Policies

XLV

The accompanying notes form an integral part of the Consolidated financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

For and on behalf of the Board of Directors  
**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**CA Avishkar Singhal**  
Partner  
M.No. 098689

**Pardeep Verma**  
VP - Compliance & CS

**Gagan Aggarwal**  
Chief Financial Officer

Place: Chandigarh  
Date : 13.05.24



## Consolidated Cash Flow Statement

For the year ended 31<sup>st</sup> March, 2024

(₹ in Lacs)

PARTICULARS	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and Extra-Ordinary Items	19516.7262	11316.90
<b>ADJUSTMENTS FOR:</b>		
i) Depreciation	5330.28	5,736.22
ii) Provision For doubtful Debt	2476.68	
iii) Exchange (profit)/loss	(249.79)	(306.55)
iv) Interest on Term loans, NCDS & FD	4510.64	8,351.90
v) Interest received	(1837.14)	(587.20)
vi) Loss/(Profit) on sale of fixed assets	2253.20	106.13
vii) Income tax adj of previous years	(6.25)	(21.59)
viii) Amortisation of Subsidy	(1.27)	(1.27)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>31993.08</b>	<b>24,594.54</b>
<b>ADJUSTMENTS FOR:</b>		
i) Trade & Other Receivables	(11223.76)	(3,667.85)
ii) Inventories	3288.66	(1,010.29)
iii) Other assets	(43653.47)	(2,160.99)
iv) Current Liabilities	2598.11	3,176.00
v) Working Capital Borrowing	685.87	(1,469.45)
	<b>(48304.59)</b>	<b>(5132.58)</b>
<b>Net Cash flow from operating Activities</b>	<b>(16311.52)</b>	<b>19461.96</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
i) Purchase of fixed Assets Tangible	(4451.69)	(1,277.07)
iii) Sale of fixed assets	294.65	14.47
iv) (Purchase)/ Sale of Investments	(8112.00)	(127.33)
v) Interest Received	1837.14	53.09
<b>Net Cash from investing activities</b>	<b>(10431.89)</b>	<b>(1336.83)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(3742.78)	(4,590.89)
ii) Interest paid on Term Loans & FD	(12604.55)	(12,852.30)
iii) Cash flow from Slump sales net of Assets/liab transferred	93,520.59	-
iv) Payments of Income Tax	(7281.87)	(1,122.55)
<b>Net Cash flow from Financing Activities</b>	<b>69,891.38</b>	<b>(18,565.74)</b>
<b>Net increase in Cash or Cash Equivalents</b>	<b>43,147.97</b>	<b>(440.62)</b>
Opening Cash & Cash Equivalents	1819.98	2147.76
Closing Cash & Cash Equivalents	43192.71	1,819.98
Add; unrealised Gain/(loss) in FCTR	(44.74)	(112.83)
<b>Closing Cash &amp; Cash Equivalents after FCTR</b>	<b>43,147.97</b>	<b>1,707.15</b>

Significant Accounting Policies

XLV

The accompanying notes form an integral part of the Consolidated financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**CA Avishkar Singhal**

Partner  
M.No. 098689

**Pardeep Verma**  
VP - Compliance & CS

**Gagan Aggarwal**  
Chief Financial Officer

Place: Chandigarh  
Date : 13.05.24

## Consolidated Changes in Equity

For the year ended 31<sup>st</sup> March, 2024

**A. Equity Share Capital [Refer Note No. XI]**

	No of Equity Shares	Amount of Equity issued	Shares Forfeited	Total Equity
<b>Balance as on 01.04.2022</b>	59086860	5,908.69	71.90	5,980.58
Issued in FY 22-23	0	-	-	-
<b>Balance as on 31.03.2023</b>	59086860	5,908.69	71.90	5,980.58
Issued (transfer to capital reserve) in FY 23-24*	0	-	(71.90)	(71.90)
<b>Balance as on 31.03.2024</b>	59086860	5,908.69	(0.00)	5,908.68

\*During the Year company has transferred amount standing

**B. Other Equity [Refer note XIII]**

Particulars	Reserves and Surplus			Profit & Loss	Capital reserves	Items of Other Comprehensive Income	Shares Forfeited	Total Equity
	Capital Reserve	Securities Premium	Revaluation reserve					
<b>Balance as at 01.04.2022</b>	0.02	30,731.01	19,649.21	15,184.69	(7,805.05)	(273.96)	54,116.65	54,105.63
Profit (Loss) for the Year	-	-	-	4,783.08	-	-	4,783.08	4,783.08
Share of profit (loss) in joint venture	-	-	-	-23.42	-	-	(23.42)	(23.42)
<b>Other comprehensive income for the year (net of tax)</b>	-	-	-	4,759.66	31.94	31.94	31.94	31.94
Total comprehensive income for FY 22-23	-	-	-	112.30	3,191.94	-	3,304.24	3,304.24
Pursuant to acquisition of controlling interest in subsidiary	-	-	-	-	-	-	-	-
<b>Depreciation on revalued assets</b>	-	-	(1,308.40)	1,308.40	-	-	-	-
<b>Balance as at 31.03.2023</b>	0.02	30731.01	18,340.81	16,493.09	(2,933.09)	(242.02)	62,212.48	62,212.48
Profit (Loss) for the Year	-	-	-	42,145.17	-	-	42,145.17	42,145.17
Share of profit (loss) in joint venture	-	-	-	(49.01)	-	-	(49.01)	(49.01)

Particulars	Reserves and Surplus					Items of Other Comprehensive Income	₹ in Lacs	₹ in Lacs	₹ in Lacs	Total other Equity
	Capital Reserve	Securities Premium	Revaluation reserve	General Reserve	Profit & Loss					
Other comprehensive income for the year (net of tax)						-34.70	-	-	(34.70)	
<b>Total comprehensive income for FY 23-24</b>	<b>0.02</b>	<b>30,731.01</b>	<b>18,340.81</b>	<b>16,493.09</b>	<b>39,163.07</b>	<b>(276.72)</b>	<b>1,04,273.94</b>	<b>-</b>	<b>1,04,273.94</b>	<b>-</b>
Pursuant to acquisition of controlling interest in subsidiary					1.71	4.45	6.16	(1.71)	4.45	
Depreciation on revalued assets			(1,225.93)							
Shares Forfeited transfer to Capital reserves	71.90						71.90		71.90	
Trf During the Year Pursuant to slump sales			(17,114.88)				(17,114.88)		(17,114.88)	
<b>Balance as at 31.03.2024</b>	<b>71.92</b>	<b>30,731.01</b>	<b>(0.00)</b>	<b>17,719.02</b>	<b>39,164.78</b>	<b>(172.89)</b>	<b>87,237.12</b>	<b>(1.71)</b>	<b>87,235.41</b>	<b>87,235.41</b>

The accompanying notes form an integral part of the Consolidated financial statements.

**AS PER OUR SEPARATE REPORT OF EVEN DATE**

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

**CA Avishkar Singhal**  
Partner  
M.No. 098689

Place: Chandigarh  
Date : 13.05.24

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**  
Chief Financial Officer

**Pardeep Verma**  
VP - Compliance & CS

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. 1 : FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION			NET BLOCK		
	AS ON 1 <sup>st</sup> April, 2023	ADDITION	SALE/ PURSUANT TO SLUMP SALE	CLASSIFIED AS ASSET HELD FOR SALE / AMORTISATION	AS ON 1 <sup>st</sup> April, 2023	DURING THE PERIOD	WRITE BACK/ CLASSIFIED AS ASSET HELD FOR SALE	AS ON 31 <sup>st</sup> March, 2024	AS ON 31 <sup>st</sup> March, 2023	
<b>TANGIBLE ASSETS :</b>										
LAND FREE HOLD	5,393.93	-	(5,393.93)	-	-	-	-	-	5,393.93	
FACTORY BUILDINGS	24,121.98	45.86	(24,167.84)	-	8,761.99	778.82	(9,540.81)	(0.00)	15,359.99	
OFFICE BUILDINGS	282.99	-	(282.99)	-	116.73	4.27	(121.00)	0.00	166.26	
R&D BUILDINGS	2,391.47	-	(2,391.47)	-	1,074.00	72.72	(1,146.73)	(0.00)	1,317.47	
BUILDING - PILOT PLANT	170.22	-	(170.22)	-	95.90	5.07	(100.98)	0.00	74.31	
PLANT&MACHINERY	85,048.69	418.64	(85,467.33)	-	52,866.60	3,848.08	(56,714.68)	(0.00)	32,182.09	
R&D MACHINERY	7,889.05	287.55	(8,176.59)	-	5,835.68	151.83	(5,987.51)	(0.00)	2,053.37	
PLANT & MACHINERY - PILOT PLANT	392.34	-	(392.34)	-	330.09	129.29	(459.39)	0.00	62.24	
ELECTRIC INSTALATIONS	4,768.76	59.39	(4,827.63)	-	3,820.69	163.89	(3,984.10)	0.49	948.06	
FURNITURE & FIXTURES	602.40	125.96	(713.77)	-	489.16	19.96	(495.24)	13.88	113.24	
OFFICE EQUIPMENTS	430.05	14.44	(439.38)	-	361.52	18.45	(375.11)	4.86	68.54	
COMPUTER & PERIPHERALS	537.74	33.88	(566.86)	-	429.14	46.81	(471.43)	4.52	108.60	
VEHICLES	875.41	292.04	(379.36)	-	427.52	84.75	(259.27)	253.00	447.89	
<b>TOTAL (A)</b>	<b>1,32,905.01</b>	<b>1,277.76</b>	<b>(1,33,369.70)</b>	<b>-</b>	<b>813.07</b>	<b>5,323.96</b>	<b>(79,656.24)</b>	<b>276.75</b>	<b>536.32</b>	<b>58,295.99</b>
<b>Investment property</b>										
FLATS & OFFICE	333.74	-	(44.52)	-	289.22	4.58	(13.57)	59.31	229.91	265.45
<b>TOTAL (B)</b>	<b>333.74</b>	<b>-</b>	<b>(44.52)</b>	<b>-</b>	<b>289.22</b>	<b>4.58</b>	<b>(13.57)</b>	<b>59.31</b>	<b>229.91</b>	<b>265.45</b>
<b>TOTAL(A+B)</b>	<b>1,33,238.76</b>	<b>1,277.76</b>	<b>(1,33,414.23)</b>	<b>-</b>	<b>1,102.29</b>	<b>5,328.54</b>	<b>(79,669.80)</b>	<b>336.06</b>	<b>766.22</b>	<b>58,561.43</b>
<b>PREVIOUS YEAR</b>	<b>1,31,410.70</b>	<b>2,012.38</b>	<b>(1,652.02)</b>	<b>(106.05)</b>	<b>1,31,665.01</b>	<b>56,359.75</b>	<b>(551.71)</b>	<b>68,902.68</b>	<b>62,762.34</b>	<b>75,050.95</b>

ii) Depreciation on revalued assets amounting to ₹16493.09 Lacs (FY ₹15184.69) has been provided during the year from the Profit and Loss Account as per the Schedule II of Companies Act 2013 & the same is transferred from Revaluation Reserve to General Reserves .

ii) Investment property includes Mumbai Office Buildings gross value ₹289.22 Lacs which was purchased in the name of the Managing Director of the Company. The Company has entered into an "agreement to sell" and has taken GPA from the Managing Director. The property is yet to be registered in the name of Company.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Title deeds of Immovable Property not held in name of the Company

(₹ in Lacs)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company**
Investment property	offices no 102 & 103*	289.22	N.R.MUNJAL	Managing Director	Office 102 & 103 04/ March/2011	The Offices No. 102 & 103 were purchased in the name of Sh.N.R.Munjaj Managing Director and subsequently these were taken over by the Company, but due to stay by Hon'ble Bombay High court on the transfer of all the offices of the said building the same is held through Power of Attorney only.

iii) There is no income or expenses directly related to Investment property during the year apart from depreciation and profit amounting to ₹2.44 Crores from sale of investment property disclosed above.

iv) All borrowing cost is recognised in the statement of Profit & Loss account as they are not directly attributable to acquisition, construction or production of qualifying asset as defended in IND-AS 23 "Borrowing Costs".

### (v) Capital Work In Process (Tangible)

(₹ in Lacs)

DESCRIPTION	Opening Balance	Addition	Capitalised	Transfer pursuant to Slump Sale	Closing Balance
PLANT&MACHINERY	60.01	93.97	45.86	108.12	0.00
ELECTRIC INSTALATIONS	636.81	894.09	357.94	1172.96	0.00
FACTORY BUILDINGS	73.28	101.09	57.63	116.74	0.00
FREIGHT	0.66	1.24	0.41	1.48	0.00
<b>Total</b>	<b>770.77</b>	<b>1090.38</b>	<b>461.86</b>	<b>1399.29</b>	<b>0.00</b>

### (vi) CWIP AGEING : TANGIBLE

(₹ in Lacs)

CWIP	< 1 Year	1-2 Years	2-3- Years	> 3 Years	Total
Projects In Progress	0.00	0.00	0.00	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

No CWIP project is overdue or has exceeded its cost compared to its original plan.

### (vii) Capital Work In Process (Intangible)

(₹ in Lacs)

Description	Opening Balance	Addition	Written off	Closing Balance
Software in Progress	0.00	0.00	0.00	0.00

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### (viii) CWIP INTANGIBLE ASSETS :

(₹ in Lacs)

Intangible Assets under developments	< 1 Year	1-2 Years	2-3- Years	> 3 Years	Total
Projects In Progress	0.00	0.00	0	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### Note No. : II

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>a) Other Investments : (Carried at FVTOCI)</b>		
i) Investment in Essix Biosciences Limited 12,35,000 Equity Share of ₹10/- each fully paid up.)	536.24	536.24
ii) Investment in Nimbua Green Field (Punjab) Ltd # Nil (PY: 1,40,625 ) Equity Share of ₹10/- each fully paid	-	14.06
iii) Investment in Mohali green investment Pvt. ltd## 30,000(PY1,85,000) shares of ₹10 each	3.00	18.50
iv) Investment in Indis Healthcare Share Capital	177.77	127.33
<b>b) Investment in compulsorily convertible debentures (measured at FVTPL)*</b>		
<b>Unquoted</b>		
32,00,000 (PY :NIL) 0.001% compulsory convertible debentures in synthimed Labs Pvt Ltd.	3,200.00	-
<b>c) Investment in Non-convertible debentures (measured at amortised cost)**</b>		
<b>Unquoted</b>		
48,00,000 (PY :NIL) 18% Non-convertible debentures in synthimed Labs Pvt Ltd.	4,800.00	-
<b>d) Investments by Domestic subsidiaries: (Carried at Cost)</b>		
in Shares	580.55	580.55
in 0% Debentures	1,756.93	1,756.93
<b>Total</b>	<b>11,054.48</b>	<b>3,033.60</b>

\* The Company has purchased 32,00,000(PY : NIL ) compulsory convertible debentures in Synthimed Labs Private Limited @ ₹100 Per debenture having face value of ₹10 each. They carry interest rate of 0.001% and are unsecured . At the end of the tenure the debentures are convertible in equity shares of the company in the ratio of 1:1. the dentures are measured at FVTPL as per IND-AS 109.

\*\*The company has purchased 48,00,000( PY NIL) non-convertible debentures in Synthimed Labs Private Limited having Face value of the ₹100 each. They carry IRR 18 % PA. The interest is payable at the end of the tenure of the debentures.

# Investment of Nimbua Green Field (Punjab) Association is transferred pursuant to Slump Sale

## 1,55,000 shares of Mohali green environment Association is transferred pursuant to Slump Sale

### Calculation of capital reserves on acquisition

Particulars	Fortune (India) constructions Ltd
Investment	7,248.40
Less: Fair value of identifiable net assets/ (net liabilities) acquired	7,071.07
Capital reserve arising on acquisition	177.33



## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. : III**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other Non-Current Financial Assets</b>		
(a) Security Deposits	48.80	321.52
<b>Total</b>	<b>48.80</b>	<b>321.52</b>
<b>*Includes securities deposits to Related Parties</b>	<b>6.50</b>	<b>6.50</b>

**Note No. : IV**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Deferred Tax:</b>		
The Break Up of Deferred Tax Liabilities/(Assets) as at March 31, 2024 is as under:		
<b>Deferred Tax Liabilities</b>		
Taxable Temporary Difference on account of :		
Depreciation	44.37	4,426.52
<b>Total</b>	<b>44.37</b>	<b>4,426.52</b>
<b>Deferred Tax Assets</b>		
<b>Taxable Temporary Difference on account of :</b>		
Provision for Gratuity/Bonus/EL Encashment/commission	42.91	717.45
Provision for Doubtful Debt	634.66	-
Investment at FVTOCI	59.26	72.15
NCD valuation difference as per IND AS	-	3,233.45
<b>Total Deferred Tax Assets</b>	<b>736.83</b>	<b>4,023.05</b>
MAT Credit entitlement	2,492.69	3,390.19
<b>Deferred Tax Assets /(Liability) net</b>	<b>3,185.15</b>	<b>2,986.72</b>
<b>Deferred Tax Assets /(Liabilities) Charged to OCI</b>	<b>(11.96)</b>	<b>14.48</b>
<b>Deferred Tax Assets /(Liabilities) Charged to P&amp;L A/c</b>	<b>(1,084.34)</b>	<b>2,336.16</b>

**Note No. : V**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other Non - Current Assets</b>		
<b>(Secured Loans &amp; Advances)</b>		
- Related Party*	35,343.03	
(Unsecured but Considered Good)		
Capital Advances	-	
-Others	-	95.60
<b>Total</b>	<b>35,343.03</b>	<b>95.60</b>

\*The Loans of ₹815.77 Cr. (both current and noncurrent) due to Edelweiss Asset Reconstruction Company Ltd (EARC) have been taken over by Ind Swift Laboratories Ltd (ISLL) (Related Party) in terms of the Loan Agreement with Ind-Swift dated 30.03.2024 and has structured the sustainable part into the term loan facility of ₹352.51 Crores payable in 9 years at 10% rate of interest (including 15 months moratorium on principal and interest payment, however, interest will accrue monthly) and the unsustainable part of ₹463.17 as a zero coupon debt (payable fully in case of default in repayment of the term loan facility and to be waived off on the successful repayment of the term loan facility).

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

ROI - 10%

Tenure - 9 years ( including 15 months moratorium in principal and interest payment. However interest will be accrued monthly.)

Under the principles of Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets," the additional rights to recover unsustainable debt is recognized as a contingent asset. This is based on the possibility of future economic benefits that may arise if certain conditions are met. As such, the unsustainable debt, which is a zero coupon debt; which will be waived off on timely repayment of the loan facility, is disclosed as a contingent asset in the balance sheet.

It should be noted that the recognition of the contingent asset is subject to the fulfilment of specified conditions, and therefore, its realization cannot be assured

**Note No. : VI**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(a) INVENTORIES</b>		
(As per inventories taken, valued & certified by the Management)		
Raw Materials	21.83	9,128.57
Work in Process	-	18,928.33
Finished Goods*	1,023.94	12,818.84
Goods-in-Transit ( Raw material )	-	1,693.97
Stores & Consumables	-	1,290.61
<b>Total</b>	<b>1,045.77</b>	<b>43,860.32</b>

\*Finished Goods inventory includes material lying at port

**Note No. : VII**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Trade Receivables</b>		
- Unsecured Considered good*	16,912.19	50,531.69
<b>Total</b>	<b>16,912.19</b>	<b>50,531.69</b>
<b>*Includes Amounts due from Related Parties</b>	<b>5.34</b>	<b>24,876.30</b>

**Note No. : VIII**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Cash and Cash equivalents</b>		
Cash balance in hand	147.10	77.98
<b>Bank balances with Scheduled Banks :</b>		
Fixed Deposits With Banks*	39,473.69	1,001.07
Interest accrued	99.02	15.42
Current Accounts	3,472.89	725.50
<b>Total</b>	<b>43,192.71</b>	<b>1,819.98</b>

\*Fixed Deposits With banks include margin monies against LC

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. : IX**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other current Financial assets</b>		
(a) Advance Custom Duty Paid /Export Incentive Scheme	-	446.22
(b) GST refund receivable	-	1,755.29
(c) Financial Guarantee to related party*	-	495.44
<b>Total</b>	<b>-</b>	<b>2,696.96</b>

\*Working Capital Loan of Essix Biosciences Ltd. Wrt which Financial Guarantee was provided, has been fully paid off during the year by Essix Biosciences Ltd.

**Note No. : X**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Other Current Assets</b>		
(a) Loans and advances (Unsecured but considered good)		
-Related Parties*	16.97	9,680.65
-Others Advances to Creditors	3,418.27	3,548.85
(b) Loans and advances (Unsecured & doubtful)		
-Others Advances to Creditors	2,476.68	2,476.68
Less : 'Provision for Doubtful Debt	(2,476.68)	-
(c) Others		
-Indirect Taxes Recoverable - Cenvat/Vat /GST	909.84	743.38
-Advance Tax/TDS	606.92	495.45
-Prepaid Expenses	-	406.91
-Advances recoverable in cash or in kind or value to be received	10.22	51.33
<b>Total</b>	<b>4,962.23</b>	<b>17,403.24</b>

\*Loans/advances represents advances to Related parties for Business purpose only.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. : XI**

(₹ in Lacs)

**SHARE CAPITAL**

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>a) Authorised</b>		
Balance as per Last Balance Sheet:	6,000.00	6,000.00
Addition during the year		
Nil (Previous Year NIL) Equity share of ₹10/- Each		
6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of ₹10/- Each	<b>6,000.00</b>	<b>6,000.00</b>
<b>b) Issued, Subscribed &amp; Paid Up</b>		
Balance as per Last Balance Sheet:	5,908.69	5,908.69
Addition during the year :-	-	-
5,908,69,18 (Previous Year 5,908,69,18) Equity Shares of ₹10/-each fully called up and paid up.	<b>5,908.69</b>	<b>5,908.69</b>
<b>c) Share Forfeited</b>		
Share Warrants Forfeited Account	-	63.23
Equity Share Forfeited Account(175900 shares )	-	8.67
	<b>-</b>	<b>71.90</b>
<b>Total</b>	<b>5,908.69</b>	<b>5,980.58</b>

**d) Shares held by Promoters at the end of the year**

Promoter name	No. of Shares	% of total shares	% change
ANNIE MEHTA	2780	0.00	0.00%
BHANA VI MEHTA	3000	0.01	0.00%
DIVYA MUNJAL	3000	0.01	0.00%
GOPAL MUNJAL	60900	0.10	0.00%
HIMANSHU JAIN	406961	0.69	0.00%
ISHAV MEHTA	3000	0.01	0.00%
MEENAKSHI MEHTA	12000	0.02	0.00%
N.R. MUNJAL	920724	1.56	0.00%
NEERA MEHTA	249000	0.42	0.00%
NEETA MUNJAL	12000	0.02	0.00%
NIDHI MUNJAL	12000	0.02	0.00%
RAVI MEHTA	12000	0.02	0.00%
RISHAV MEHTA	454545	0.77	0.00%
S. R. MEHTA	233600	0.40	0.00%
SAHIL MUNJAL	6766	0.01	0.00%
SUNITA JAIN	46100	0.08	0.00%
V.R. MEHTA	52900	0.09	0.00%
ESSIX BIOSCIENCES LIMITED	22327507	37.79	16.08%
Ind Swift Ltd	0	0.00	-16.08%
<b>Total</b>	<b>24818783</b>	<b>42.01</b>	<b>0.00%</b>

During the Financial year 2023-24 there has been inter SE transfer between Indswift ltd &amp; essix Biosciences Ltd of 9499720 share (16.08%) .

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### e) List of Shareholders holding more than 5 % shares

Name	No. of shares	
	As on 31 <sup>st</sup> March, 2024	As on 31 <sup>st</sup> March, 2023
Ind Swift Ltd	-	94,99,720
	0.00%	16.08%
Essix Biosciences Ltd	22327507	1,28,27,787
	37.79%	21.71%
EC Special Situations Fund	16,43,766	40,31,184
	2.78%	6.82%
Edelweiss India Special Situations Fund II	25,50,227	61,60,802
	4.32%	10.43%
Wilson Holding Pvt Ltd	69,45,000	0.00
	11.75%	-

### Note No. : XII

#### OTHER EQUITY

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(A) Reserves &amp; surplus</b>		
<b>(a) Capital Reserve</b>		
Opening Balance	0.02	0.02
Addition during the year	71.90	-
	<b>71.92</b>	<b>0.02</b>
<b>(b) Securities Premium</b>		
Opening Balance	30,731.01	30,731.01
Addition during the year	-	-
	<b>30,731.01</b>	<b>30,731.01</b>
<b>(c) Revaluation Reserve</b>		
Opening balance	18,340.81	19,649.21
Addition (decrease) during the year	17,114.88	-
Less: Depreciation charges on revalued assets trf to General reserve	1,225.93	1,308.40
	-	<b>18,341</b>
<b>(d) General Reserve</b>		
As per Last Balance Sheet	16,493.09	15,184.69
Add: Dep on revalued assets Deducted from Revaluation Reserves	1,225.93	1,308.40
	17,719.02	16,493.09
<b>(e) Retained Earnings</b>		
As per Last Balance Sheet	(2,933.09)	(7,805.05)
Add: Profit(Loss) for the year closing	42,145.17	4,783.08
Add: Pursuant to sale of controlling interest	-	112.30
Less : Minority Interest share of Profit	1.71	-

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Share of profit (loss) in joint venture	(49.01)	(23.42)
Closing	39,164.78	(2,933.09)
<b>(a) Capital Reserve</b>		
As per Last Balance Sheet	(177.33)	(3,369.27)
Add: Pursuant to acquisition/sale of controlling interest	4.45	3,191.94
Closing	(172.89)	(177.33)
<b>Total (A)</b>	<b>87,514</b>	<b>62,455</b>
<b>(B) Items of other Comprehensive Income</b>		
<b>a) Remeasurement of the defined benefits liabilities /(assets)</b>		
<b>Opening balance</b>	<b>(242.02)</b>	<b>(273.96)</b>
Add/(Less): Movement during the year (net of Tax)	(34.70)	31.94
<b>Closing Balance</b>	<b>(276.72)</b>	<b>(242.02)</b>
<b>Total (B)</b>	<b>(276.72)</b>	<b>(242.02)</b>
<b>Total Other Equity (A+B)</b>	<b>87,237.12</b>	<b>62,212.49</b>
<b>(C) Non-Controlling interest</b>		
As per Last Balance Sheet	-	-
Add: Pursuant to acquisition of controlling interest	(1.71)	-
Closing	(1.71)	-

#### Nature and purpose of each reserve

**Securities premium** - The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. It is utilised in accordance with the provisions of the Companies Act, 2013.

**Revaluation reserves** - This reserve has been created at the time of re-valuation of Fixed assets of the company. The same is getting utilised in accordance with provisions of Ind-AS. The same has been Transfer pursuant to slump sale.

**General reserve** - The reserve arises on transfer portion of the net profit pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

**Retained Earnings** - Retained earnings are the profits that the company has earned till date, less any transfers to other reserves, dividends or other distribution paid to its equity shareholders general reserve is not required under the Companies Act, 2013.

**Remeasurement of the defined benefit liabilities / (asset)** - The cumulative balances of actuarial gain or loss arising on remeasurements of defined benefit plan is accumulated and recognised with in this component of other comprehensive income. Items included in actuarial gain or loss reserve will not be reclassified subsequently to statement of profit and loss .



## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**Note No. : XIII**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Non-current liabilities</b>		
<b>Financial Liabilities</b>		
<b>(a) Borrowings</b>		
<b>Secured Loans</b>		
<b>a) Debentures</b>		
(i) Non Convertible debenture	-	74,334.45
(ii) 0% Optionally Convertible Redeemable Debentures	816.62	816.62
<b>c) Vehicles Loans</b>	299.64	108.89
<b>Total</b>	<b>1,116.26</b>	<b>75,259.96</b>
<b>(b) Lease Liability:-</b>		
(i) Land Lease	-	53.25
	-	<b>53.25</b>
<b>Provisions</b>		
(i) Gratuity Payable	103.17	1,484.42
(ii) Compensated absences	19.47	294.46
<b>Total</b>	<b>122.64</b>	<b>1,778.88</b>
<b>Other Non current Liabilities</b>		
(i) Deferred Income - Capital Subsidy	-	12.34
<b>Total</b>	-	<b>12.34</b>

**Note No. : XIV**

(₹ in Lacs)

**CURRENT LIABILITIES**

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Financial Liabilities</b>		
<b>(a) Borrowings</b>		
<b>Secured Loans</b>		
(i) Borrowings for working capital.	-	4,479.13
(ii) Current Maturity of Term Loans from Banks/FI	-	5,018.96
<b>Unsecured Loan &amp; others</b>		
(i) Public Deposits	257.00	422.76
(ii) Others -Parties	14.07	15.57
(iii) Interest accrued on bank borrowing & Others	274.83	957.83
<b>Total</b>	<b>545.90</b>	<b>10,894.26</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

**(a) Maturity profile of term Loans:-**
**Secured loan from Banks /Financial Inst outstanding as on 31.03.2024**

Particulars & Interest Rate	Amount (in Lacs)	Instalment Due F.Y 2024-25	After F.Y 2024-25
Vehicle Loans	299.64	53.22	246.41
<b>Total</b>	<b>299.64</b>	<b>53.22</b>	<b>246.41</b>

3) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(f) The quarterly statements filed with banks of current assets are matched with the books of accounts.

**Note No .XV**
**TRADE PAYABLE**

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) MSME	-	189.62
(ii) Other Creditors	9,374.22	20,209.82
<b>Total</b>	<b>9,374.22</b>	<b>20,399.44</b>

(i) Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 There are no material dues owed by the Group to Micro and Small enterprises, which are outstanding for more than 45 days during the year and as at March 31, 2021. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group and has been relied upon by the auditors.

Particulars	31.03.2024	31.03.2023
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each year		
- Principal amount due to micro and small enterprises	-	189.62
- Interest due on the above	-	-
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(iv) The amount of interest accrued and remaining un-paid at the end of each accounting year	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

The above disclosures are provided by the Group based on the information available with the Group in respect of the registration status of its vendors/suppliers.

All trade payables are current. The Group's exposure to the currency and liquidity risks related to trade payables is disclosed in note no 51.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. XVI

#### OTHER FINANCIAL LIABILITIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Land Lease	-	2.70
(ii) Financial Guarantee to Related party*	-	495.44
	-	<b>498.14</b>

\* Working Capital Loan of Essix Biosciences Ltd. Wrt which Financial Guarantee was provided, has been fully paid off during the year by Essix Biosciences Ltd.

#### Current Provisions

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Income Tax payable*	10,178.69	1,225.08
<b>Total</b>	<b>10,178.69</b>	<b>1,225.08</b>

\* Income Tax Payable net of advance Tax paid during the year.

### Note No. : XVII

#### OTHER CURRENT LIABILITIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Advances from Customers	535.43	1,532.62
(ii) Statutory Liabilities	367.88	597.16
(iii) Expenses Payable	628.70	1,532.48
(iv) Current Maturity of Government Grants	-	2.53
<b>TOTAL</b>	<b>1,532.02</b>	<b>3,664.79</b>

i) Statutory Liabilities include TDS/TCS payable, ESI Payable, PF payable, Labour welfare Payable, GST Payable, professional tax etc.

ii) Expenses payable include Salary, wages, Bonus, Short term compensated absences and gratuity payable, Audit Fees, Electricity Exp payable etc.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XVIII

#### REVENUE FROM OPERATIONS

##### 1) Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
<b>Type of goods or service</b>		
<b>Sales of APIs</b>		
Sale of manufactures Products	1,24,763.47	1,20,289.48
Sale of Services	714.14	4.61
Sale of traded Products	2,612.38	436.91
<b>Total</b>	<b>1,28,089.99</b>	<b>1,20,731.00</b>
Revenue within India	27,857.14	26,990.69
Revenue Outside India	1,00,232.85	93,740.31
<b>Total</b>	<b>1,28,089.99</b>	<b>1,20,731.00</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	1,28,089.99	1,20,731.00
<b>Total</b>	<b>1,28,089.99</b>	<b>1,20,731.00</b>

##### 2) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
<b>Contract Assets</b>		
Trade receivables	16,917.54	53853.81
<b>Contract liabilities</b>		
Advances from customers	535.43	1532.62

##### 3) Reconciling the amount of revenue recognised in the statement of P&L with the contracted price

	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
Revenue as per contracted price	1,28,964.28	1,21,252.62
<b>Adjustments</b>		
Sales return	874.29	521.62
<b>Net Total</b>	<b>1,28,089.99</b>	<b>1,20,731.00</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### 4. The transaction price allocated to the remaining performance obligation (unsatisfied or partially

	Year Ended 31 <sup>st</sup> March, 2024 (₹)	Year Ended 31 <sup>st</sup> March, 2023 (₹)
Advances from customers	535.43	1,532.62
<b>Net Total</b>	<b>535.43</b>	<b>1,532.62</b>

### Note No. : XIX

#### OTHER INCOME

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Export Incentive & other Operating Income	1,636.59	862.41
Forex Fluctuations-gain (Expenses)	1,055.19	1,808.68
Interest Income	1,837.14	587.20
Other Non operating Income	7.82	91.70
<b>Total</b>	<b>4,536.75</b>	<b>3,350.00</b>

### Note No. : XX

#### EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>Cost Of Material Consumed/Sold</b>		
Opening Stock	10,822.54	10,849.22
Add :-		
Purchases	63,020.60	66,765.96
Less: Stock Transfer pursuant to slump sale	11,382.19	
Less: Closing Stock	21.83	10,822.54
<b>TOTAL</b>	<b>62,439.12</b>	<b>66,792.64</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXI

#### INCREASE /DECREASE IN INVENTORY

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>Opening Stock</b>		
Work in Process	18,928.33	19,142.25
Finished Goods	11,712.91	10,264.75
<b>Total</b>	<b>30,641.24</b>	<b>29,407.00</b>
<b>Less: Stock Transfer pursuant to slump sale</b>		
Work in Process	15,945.71	-
Finished Goods/Stock in Trade	10,988.26	-
<b>Total</b>	<b>26,933.97</b>	<b>-</b>
Less: Closing Stock		
Work in Process	-	18,928.33
Finished Goods/Stock in Trade	-	11,712.91
	-	30,641.24
<b>Total</b>	<b>3,707.27</b>	<b>(1,234.24)</b>

### Note No. : XXII

#### EMPLOYEE BENEFITS EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Directors Remuneration		
-Salary & Allowances	1,128.07	965.97
-Contribution to P.F.	0.86	0.86
Salary & Allowance	2,398.34	1,901.53
Salary & Wages	10,961.69	9,972.57
P.F. & Other Funds	368.54	364.30
Staff Welfare Expenses	143.29	129.62
Recruitment Expenses	10.21	2.78
Gratuity Premium	267.82	245.53
Training & Development Expenses	2.33	0.74
<b>TOTAL</b>	<b>15,281.15</b>	<b>13,583.91</b>



## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXIII

#### FINANCE COSTS

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Interest on Term Loans	277.93	639.84
Interest on Debentures	4,232.72	7,712.06
Interest on Working Capital	158.73	287.38
Bank Charges & Others	440.98	577.36
<b>TOTAL</b>	<b>5,110.36</b>	<b>9,216.64</b>

### Note No. : XXIV

#### DEPRECIATION & AMORTISATION EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Depreciation	5,330.28	5,736.22
<b>TOTAL</b>	<b>5,330.28</b>	<b>5,736.22</b>

### Note No. : XXV

#### OTHER EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>MANUFACTURING EXPENSES</b>		
Job Work Charges	729.35	727.34
Power, Fuel & Water Charges	6,142.94	7,606.77
Stores & Spares	1,960.87	1,842.65
<b>Repair &amp; Maint. :</b>		
Plant & Machinery	409.50	394.85
Buildings	297.73	205.07
Electrical	207.91	176.89
Other Manufacturing Expenses	320.14	174.33
<b>TOTAL</b>	<b>10,068.42</b>	<b>11,127.91</b>
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Travelling & Conveyance	392.21	266.67
Auditors Remuneration :		
-Audit Fees	4.00	4.59
-Certification Fees	1.00	1.00
-Out of Pocket Exp.	1.31	0.91
Lease Rent - Short term	86.39	74.51
Rate fee & Taxes	310.04	377.10
Insurance Charges	450.81	489.53

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
Legal & Professional Charges	2,070.17	495.62
Printing & Stationary	108.04	115.22
Vehicle Running & Maint.	212.50	242.96
Telephone & Postage	50.80	50.05
Office Expenses	145.75	119.39
Charity & Donation	4.08	4.31
Listing Fees	16.44	6.88
Books & Periodicals	1.77	1.38
Meeting, Membership & Subscription Fees	166.12	164.93
Security Expenses	138.82	147.41
Repair & Maintenance-General	353.41	382.66
Corporate Social Responsibility Expenses , (Refer note no XXXVI)	40.76	31.80
Other Expenses	42.59	60.40
<b>TOTAL</b>	<b>4,597.03</b>	<b>3,037.32</b>
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Publicity	4.15	4.37
Business Promotion	451.34	344.86
Commission on Sales	2,661.19	2,250.56
Packing Material	412.06	577.30
Freight Outward	735.41	1,095.94
Insurance Charges	43.59	91.46
ECGC Premium	14.21	20.13
Other expenses	1.25	12.97
<b>TOTAL</b>	<b>4,323.19</b>	<b>4,397.58</b>
Loss/(Profit) on Sale of Fixed Assets	(223.48)	6.13
Provision for Doubtful Debt	2,476.68	
Intangible Assets Written off	-	100.00
<b>TOTAL</b>	<b>2,253.20</b>	<b>106.13</b>
<b>Grand Total-Note No XXV</b>	<b>21,241.84</b>	<b>18,668.94</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXVI

#### Contingent liabilities not provided for:

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2024	Year Ended 31 <sup>st</sup> March, 2023
<b>(1) Contingent Liabilities</b>		
<b>A Claim against the company/disputed liabilities not acknowledged as debt</b>		
Contingent Liability in respect of unassessed /assessed ( pending in appeal ) cases of Income Tax ,Excise Duty, Sales Tax, Service Tax, Bonus Act and other litigation matters ( including that of PI Industries Ltd ) have not been accounted for as debt	Unascertained	Unascertained
<b>B. Guarantees</b>		
-Performance Guarantee		
Export obligation in respect of custom duty :	0.00	4.50
Others	4.25	4.25
- Outstanding Guarantee furnished to banks in respect Letter of Credit	131.25	415.31
<b>C. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	-	598.00
<b>(2) Contingent Assets</b>		
Contingent Asset in respect of Unsustainable debt (refer Note no V)	46,317.46	-

### Note No. : XXVII

In the opinion of the Board, the Current Assets, Loans &amp; Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

### Note No. : XXVIII

Other expenses under head administrative expenses includes ₹6,05,000.00 (Previous Year ₹4,35,000.00) paid to directors as sitting fee.

### Note No. : XXIX

Earning per share is calculated as shown below:-

(₹ in Lacs)

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>Profit available for Basic EPS (A)</b>	<b>41839.01</b>	<b>4247.20</b>
Adjustment related to DEPS	0.00	0.00
<b>Profit available for Diluted EPS (A+B)</b>	<b>41839.01</b>	<b>4247.20</b>
For Basic Earning		
No of weighted average equity shares	59086860	59086860
For Diluted Earning		
No of weighted average of Diluted Equity Shares	59086860	59086860
Nominal Value of Equity Share	10.00	10.00
<b>Earning Per Share (₹)</b>		
<b>Basic</b>	<b>70.81</b>	<b>7.19</b>
<b>Diluted</b>	<b>70.81</b>	<b>7.19</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXX

In accordance with IND-AS 24, 'Related Party Disclosures', issued by the Institute of Chartered Accountants of India, the Company has compiled the following information ::

#### a. List of related parties and their relationship

Joint ventures	Indis Healthcare LLP
<b>Key Management personnel/Directors</b>	Sh. N.R. Munjal, Chairman & Managing Director
	Sh. Himanshu Jain, Jt. Managing Director
	Sh. Rishav Mehta, Executive Director
	Sh. Sahil Munjal , Executive Director
	Sh. Gagan Aggarwal, Chief Financial Officer
	Sh. Pardeep Verma, VP- Compliance & CS
<b>Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control</b>	Essix Biosciences Limited
	Nimbua Green Field (Punjab) Limited
	Mohali Green Environment Private Limited
	Swift Fundamental Research & Education Society
	Sislax Pharma Pvt. Ltd.

(₹ in Lacs)

Particulars	Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control		Joint Ventures	
	2023-24	2022-23	2023-24	2022-23
<b>Nature of Transactions</b>				
<b>1) Transactions during the year</b>				
Purchase	4,501.35	5,409.65	-	-
Sales	6,043.33	5,547.83	-	-
Salary	1,085.94	1,176.42	-	-
Expenses	717.20	702.37	-	-
<b>2) Outstanding Balances</b>				
Investment	539.24	568.80	250.00	150.75
Loan & Advances Given	35,359.99	9,680.65	-	-
Security Deposits	6.50	6.50	-	-
Debtors	-	24,183.90	-	-
Creditors	25.03	110.59	-	-
Advances Received	-	-	-	-
Capital Advances	-	-	-	-

\* Related party balances of similar nature are grouped in accordance with para 24 of Ind-As 24 " Related Party Disclosures"

\* Related Party Transaction during the year are considered without taxes.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Details of Loan & advance Given :-

Type of Borrower	Amount of Loan or advance in the nature of Loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	0.00%
Directors	-	0.00%
KMPS	16.97	0.05%
Related Parties	35,343.03	99.95%
Total	35360.00	100%

#### Note:

Pursuant to the slump sale transaction effected on 18<sup>th</sup> March, 2024 vide which the Company sold its Active Pharmaceutical Ingredients (API) and Contract Research & Manufacturing Services (CRAMS) business to M/s. Synthimed Labs Private Limited, the services of Sh. Sunil Deshmukh (CEO) and Sh. Lovekesh Mahajan (CAO) were also transferred to M/s. Synthimed Labs Private Limited. Hence, they ceased to be the KMP of the Company after the closing of business hours as on 18<sup>th</sup> March, 2024.

### XXXI Slump Sale of business undertaking :-

The Board of Directors of the Company at its meeting held on September 6, 2023, approved a transaction for the slump sale and transfer of the API and CRAMS business of the Company on a going concern basis for a consideration of ₹1650 Crores subject to customary working capital adjustments to M/s Synthimed Labs Private Limited. The members of the Company approved this transaction in its Extra-Ordinary General Meeting held on 6<sup>th</sup> October, 2023. On 18<sup>th</sup> March, 2024, the Company closed this slump sale transaction and in terms of the BTA all assets and liabilities pertaining to the business undertaking have been transferred to Synthimed Labs Pvt Ltd for a net consideration of ₹1650.00 Crores on a debt-free basis. The consideration received on the closing date, before the final true-up of working capital, stands at ₹1674.09 Crores. The consideration will further increase by approximately ₹77.77 Crores owing to final True-up and the same has been duly accounted for in the books of account.

A capital gain of ₹386.59 Crores, after deducting costs associated with the sale, has been recognized as an exceptional item in the financial statements for the year ending March 31, 2024.

Additionally, a portion of the consideration amounting to ₹20 Crores is held under escrow, to be released upon the successful resolution of the pending litigations.

Furthermore, many operating assets and liabilities have been reduced to zero and others are reduced substantially pursuant to the slump sale of the API business. Hence the Previous year figures are not comparable to Current year figures in all these cases.

**XXXII** The balance in the parties accounts whether in debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts at the year end is not ascertained.

**XXXIII** Detail of Auditor's Remuneration (i.e. payment to Auditors)

Particulars	Year ended 2023-24	Year ended 2022-23 ₹
Statutory Audit Fees	4,00,000	4,00,000
Certification Fees	1,00,000	1,00,000
	5,00,000	5,00,000

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Note No. : XXXIV

#### Other Current Assets include due from

(₹ in Lacs)

	Year Ended	Year Ended	Maximum amount due during the year	
	2023-24	2022-23	2023-24	2022-23
CFO	₹12.76 Lacs	₹12.76 Lacs	₹12.76 Lacs	₹12.76 Lacs
CS	4.21	₹ 5.71 Lacs	₹5.71 Lacs	₹8.21 Lacs

### Note No. : XXXV

#### Foreign Currency Expenditure & Income :

(₹ in Lacs)

Particulars	2023-24	2022-23
1 Expenditure in Foreign Currency :		
Commission on Sales	2451.78	2621.87
Others	71.12	227.61
<b>Total</b>	<b>2594.01</b>	<b>2849.49</b>
2 Earnings in Foreign Currency		
Sale of Goods	94886.12	74525.74
Sale of Services	109.14	14.27

### Note No. : XXXVI

#### Expenditure on corporate Responsibility :

'As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to activities which are specified in Schedule VII of the Companies Act, 2013..

Particulars	₹ in Lacs
(a) Gross amount required to be spent during the year	98.52
(b) Amount Spent During the year	40.76
(i) Construction /acquisition of any asset	-
(ii) on Purpose other than (i) above	40.76
Balance carried forward to Next Years from current year	-
Opening Balance brought forwarded from previous year	59.91
Balance Lapse during the year	-
Closing Balance carried forward to Next Year/(Short Spent)	2.15



## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

XXXVII

(₹ in Lacs)

Ratios As on	Details for Calculations	31.03.2024	31.03.2023	Reason for major change
(a) Current Ratio	Current assets /current liabilities	2.99	3.14	Pursuant to Slump sale of the Company
(b) Debt-Equity Ratios	Total Debt/Shareholders equity	0.02	1.73	Pursuant to Slump sale of the Company
(c) Debt service coverage ratio	Net Operating Income /Annual debt+interest repayments due	5.84	1.71	Pursuant to Slump sale of the Company
(d) Return on equity ratio	Net Income/ Shareholder Equity	45.19	9.55	Pursuant to Slump sale of the Company
(e) Inventory turnover ratio	Net credit sale/Average Inventory	5.70	3.36	Pursuant to Slump sale of the Company
(f) Trade receivable turnover ratio	Net credit sale/Average debtors	3.80	2.72	Pursuant to Slump sale of the Company
(g) Trade payables turnover ratio	Net credit Purchase/Average Creditors	4.23	4.24	Pursuant to Slump sale of the Company
(h) Net capital turnover ratio	Total Sales/Working Capital	1.38	2.42	Pursuant to Slump sale of the Company
(i) Net profit ratio	Net Profit (Loss)/Net Sales	32.86	3.94	Pursuant to Slump sale of the Company
(j) Return on capital employed	Net Profit (Loss)/Share holders Equity	45.19	9.55	Pursuant to Slump sale of the Company
(k) Return on Investment	"Current Value Of Investment - cost of Investment/Cost Of Investment"	-1.51	-3.31	Pursuant to Slump sale of the Company

### XXXVIII Lease Liability in accordance with Ind-As 116

The incremental borrowing rate applied to lease liabilities is 10%.

The movement in ROU - Asset during the year ended March 31 , 2024 is as follows :-

(₹ in Lacs)

Particulars	ROU Assets -Land
Balance as at April 2023	185.05
Addition	0.00
Depreciation	2.31
Transfer to SLPL (Pursuant to Slump Sale)	-182.74
Balance as at 31 <sup>st</sup> March 2024	0.00

The aggregate depreciation expenses on ROU assets is included under depreciation and amortization expenses in statement of profit & loss account.

The break up of current & non current lease liabilities as at March 31<sup>st</sup> , 2024 is as under.

(₹ in Lacs)

Particulars	As at 31.03.2024
Non Current Liability	0.00
Current Liability	0.00
Total	0.00

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

The movement in lease liabilities during the year ended March 31 , 2024

(₹ in Lacs)

Particulars	Year ended 31.03.2024
Balance at the beginning	53.32
Finance cost accrued during the period	5.33
Payments of Lease Liabilities	2.70
Transfer to SLPL (Pursuant to Slump Sale)	-55.96
Balance at the end	0.00

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The details of the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis are as follows : (₹ in Lacs)

Particulars	Year ended 31.03.2024
Less than one year	-
One to five years	-
More than five years	-

Rental Expenses recorded for short term lease was ₹74.51 ( PY ₹51.30) Lacs for the year ended 31-March-23

**Note No. XXXIX:** During the year the board in their meeting held on 25<sup>th</sup> September after considering the recommendation of Audit committee and independent Directors, approved the scheme of arrangement of amalgamation of the company with Ind Swift Ltd under the section 230-232 and their applicable provisions of the companies Act 2013. The company has filed an application before the stock exchange to obtain their no objection Certificate .The same is pending before both Stock exchanges.

**Note No. XL:** Excpetional Items includes Capital gain amounting to ₹386.59 crores on slump sales( Refer note XXXI)

**Note No. XLI:** Additional Regulatory information required by Schedule III to the Companies Act, 2013

- The company does not have any Benami property held and there is no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.
- The company does not have any relation with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the name and CIN of the companies beyond the specified layers
- The company is not a declared wilful defaulter by any bank or financial Institution or other lender.
- The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries The company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- There has been no income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

7. (A) The company has not advanced or loaned or invested funds to Intermediaries with the understanding that the Intermediary shall: Consolidated
- (i) 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 Consolidated
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Consolidated
- (B) The company has not received any fund from any Funding Party with the understanding that the company shall: Consolidated
- (i) 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 Consolidated
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries."

### XLII SEGMENT REPORTING

The Company operates only in one business segment viz. Bulk Drugs & Pharmaceuticals. However the figures in Segment Reporting is based on geographical location of its customers.

(₹ in Lacs)

		In India	Outside India	Total
REVENUE		27,862	1,00,228	1,28,090
		(26,991)	(93,740)	(1,20,731)
RESULTS		10,473	45,027	55,500
		(8,129)	(37,564)	(45,693)
Less:	Financial Expenses			5,110
				(9,217)
Less:	Unallocated Expenses			35,465
				(34,421)
Add:	Operating Income			4,537
				(3,350)
Add	Exceptional Items			(38,659)
				(2,665)
Less:	Income Tax Provision			16,211
				(1,809)
Add:	Mat Credit entitlement			0
				0
Add :	Mat Utilisation			898
				(298)
Add:	Deferred Tax			1,084
				(2,336)

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

	In India	Outside India	Total
Profit\ (Loss) after Tax			42,096
			4,783
<b>OTHER INFORMATION</b>			
SEGMENT ASSETS	10,660	5,122	15,782
	(30,364)	(22,471)	(52,835)
UNALLOCATED ASSETS			1,00,728
			(1,29,571)
TOTAL ASSETS			1,16,511
			(1,82,406)
SEGMENT LIABILITIES	4,331	5,023	9,354
	(13,458)	(7,980)	(21,438)
UNALLOCATED LIABILITIES			1,07,157
			(1,60,968)
TOTAL LIABILITIES			1,16,511
			(1,82,406)
CAPITAL EXPENDITURE			4,452
			1,277
DEPRECIATION			5,330
			5,736
NON CASH EXPENSES OTHER THAN DEPRECIATION			

### NOTES:-

#### 1 Geographical Segments

The segment reporting is performed on the basis of the geographical location of customers.

The management views the Indian market and export markets as distinct geographical segments.

#### 2 Segment assets & liabilities

Segment assets consists of debtors , other non-current assets and the segment liabilities consists of creditors.

#### 3 The figures in brackets are in respect of previous year.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### XLIII Statement containing salient features of the financial statement of Subsidiaries.

Particulars	Year	Ind Swift Laboratories Inc.	Fortune(India) Constructions Ltd.	MJM Remedies Pvt. Ltd
		31.03.2024	31.03.2024	31.03.2024
Capital	2023-24	1828	7354	17
	2022-23	1461	7354	1
Reserves	2023-24	475	-394	-12
	2022-23	431	-358	0
Total Liabilities	2023-24	3587	1029	30
	2022-23	4878	952	0
Total Assets	2023-24	5890	7989	36
	2022-23	6769	7948	1
Turnover Net	2023-24	11947	115	10
	2022-23	18087	388	0
Provision For Tax	2023-24	122	0	0
	2022-23	196	0	0
Profit /(Loss before Tax)	2023-24	367	-36	-11
	2022-23	597	-92	0
Proposed dividend	2023-24	0	0	0
	2022-23	0	0	0

Reporting Currency:-

Currency	\$
Exchange Rate as on 31.03.2024	83.3739
Exchange Rate as on 31.03.2023	82.22

#### Notes:-

- In Compliance with provisions of SEBI (LODR) regulations 2015, audited consolidated financial statements form part of this Annual reports.
- The company has consolidated the audited results of its 100 % subsidiary Ind Swift Laboratories Inc for the financial Year Ended Dec 2023 and adjusted for 3 months of the Subsidiary company .
- The company has consolidated the unaudited results of 100 % subsidiary "Fortune (India) Constructions Ltd for the financial year ended March 2024.
- The company has consolidated the unaudited results of 75 % subsidiary "MJM Remedies Pvt." Ltd for the financial year ended March 2024.
- The company has consolidated the unaudited profit (loss) of 50 % Joint Venture "Indis Healthcare LLP" for the financial year ended March 2024.
- Full accounts of the aforesaid subsidiary are available for inspection at the registered office of the Company and on request will be sent to the members free of cost.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Additional information pursuant to para 2 of general instructions for the preparations of Consolidated financial statements.

Name of the entity	Net Assets (Total Assets minus total Liability)	Share in profit or Loss	Share in Other comprehensive Income	Share in Total comprehensive Income
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Parent Subsidiaries Indian

	% of consolidated assets	Amount (In lacs)	% of consolidated Profit & Loss	Amount (In lacs)	% of consolidated OCI	Amount (In lacs)	% of consolidated CCI	Amount (In lacs)
Ind Swift Laboratories Ltd	90.18%	85,114	99.39%	41,839.01	0.00%	34.70	99.39%	41,804.31
<b>Foreign</b>								
Ind Swift Laboratories Inc. USA	2.44%	2,303	0.87%	367.44	0.00%	-	0.87%	367.44
<b>Indian</b>								
Fortune(India) Constructions Ltd.	7.37%	6,960	-0.12%	(49.66)	0.00%	-	-0.12%	-49.66
MJM Remedies Ltd	0.01%	5	-0.03%	(11.62)	0.00%	-	-0.03%	-11.62
Indis Healthcare LLP	0.00%	-	-0.12%	(49.01)	0.00%	-	-0.12%	-49.01
<b>Sub Total</b>	<b>100.00%</b>	<b>94,383</b>	<b>100.00%</b>	<b>42,096.16</b>	<b>-</b>	<b>34.70</b>	<b>100.00%</b>	<b>42,061.46</b>

### Note No. XLIII: Post employment Benefits

#### (i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

#### ii) Defined Benefit Plan:

- The Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment as under:
  - On normal retirement / early retirement / withdrawal / resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
  - On death in service:

The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at the Balance Sheet date:
- The said benefit plan is exposed to actuarial risks such as longevity risk, salary risk, Interest rate risk, liquidity risk, demographic risk, regulatory risk, Investment risk and asset/liability mismatching risk.



## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Amount of Expenses Recognized is as follows

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
In Income Statement	2,73,85,087	2,48,00,494
In Other Comprehensive Income	46,67,703	-42,64,441
<b>Total Expenses Recognized during the period</b>	<b>3,20,52,790</b>	<b>2,05,36,053</b>

### Movements in the present value of the defined benefit obligation are as follows:

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
<b>Present Value of Obligation as at the beginning</b>	<b>18,38,67,313</b>	<b>16,81,13,588</b>
Current Service Cost	1,39,93,834	1,38,81,488
Interest Expense or Cost	1,34,50,859	1,10,03,661
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	0	0
- change in financial assumptions	97,107	-70,96,417
- experience variance (i.e. Actual experience vs. assumptions)	50,40,826	23,99,840
- others		
Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	-88,34,182	-44,34,847
Transfer In / Out pursuant to slump sale	-19,32,08,728	
Effect of business combinations or disposals		
<b>Present Value of Obligation as at the end</b>	<b>1,44,07,029</b>	<b>18,38,67,313</b>

### Bifurcation of Present Value of Obligation at the end of the year as per revised Schedule III of the Companies Act, 2013

Particulars	As on	
	31-Mar-24	31-Mar-23
Current Liability (Short term)	40,89,669	3,54,24,973
Non-Current Liability (Long term)	1,03,17,360	14,84,42,340
<b>Present Value of Obligation</b>	<b>1,44,07,029</b>	<b>18,38,67,313</b>

### Movements in the fair value of the plan assets are as follows:

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
<b>Fair Value of Plan Assets as at the beginning</b>	<b>8,14,799</b>	<b>12,93,371</b>
Investment Income	59,606	84,655
Employer's Contribution	19,93,62,089	39,26,449
Employee's Contribution		
Benefits Paid	-82,28,595	-44,34,847
Return on plan assets , excluding amount recognised in net interest expense	4,70,230	-54,829
Acquisition Adjustment		
<b>Fair Value of Plan Assets as at the end</b>	<b>19,24,78,129</b>	<b>8,14,799</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### Expenses Recognised in the Income Statement is as follows

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
Current Service Cost	13993834	13881488
Past Service Cost		
Loss / (Gain) on settlement		
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	13391253	10919006
<b>Expenses Recognised in the Income Statement</b>	<b>27385087</b>	<b>24800494</b>

### Expenses Recognised in the Other comprehensive income is as follows

Particulars	For the period ending	
	31-Mar-24	31-Mar-23
Actuarial (gains) / losses		
- change in demographic assumptions	0	0
- change in financial assumptions	97107	-7096417
-experience variance (i.e. Actual experience vs. assumptions)	5040826	2399840
- others		
Return on plan assets, excluding amount recognised assumptions)	-470230	54829
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling		
<b>Components of defined benefit costs recognised in because of change in effect of asset ceiling</b>	<b>4667703</b>	<b>-4641748</b>

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on	
	31-Mar-24	31-Mar-23
Discount rate (per annum)	7.15%	7.30%
Salary growth rate (per annum)	7.00%	7.00%
Retirement age	58 years	58 years
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows

Particulars	As on	
	31-Mar-24	31-Mar-23
Present Value of Obligation	1,44,07,029	18,38,67,313
Fair Value of Plan Assets	19,24,78,129	8,14,799
Surplus / (Deficit)	17,80,71,100	-18,30,52,514
Effects of Asset Ceiling, if any		
Net Asset / (Liability)	17,80,71,100	-18,30,52,514

### iii) Compensatory absences

Actuarial Valuation for Compensated Absences is done as at the year end and the provision is made as per Company rules with corresponding charge to the Statement of Profit and Loss amounting to ₹38.23 Lacs (Previous Year 30.11 Lacs ) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

**XLIV** Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

The accompanying notes form an integral part of the Consolidated financial statements.

#### AS PER OUR SEPARATE REPORT OF EVEN DATE

For **Avishkar Singhal & Associates**  
Chartered Accountants  
(Regd.No 017362N)

**CA Avishkar Singhal**  
Partner  
M.No. 098689

Place: Chandigarh  
Date : 13.05.24

For and on behalf of the Board of Directors

**N. R. Munjal**  
Chairman  
and Managing Director  
DIN-00015096

**Pardeep Verma**  
VP - Compliance & CS

**Himanshu Jain**  
Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**  
Chief Financial Officer

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

### XLV SIGNIFICANT ACCOUNTING POLICIES :-

#### 1 BACKGROUND

Headquartered in Chandigarh, India, Ind-Swift Laboratories Ltd is a public limited company incorporated on 04 Jan, 1995 under the provision of companies Act, 2013. Company is global manufacturer of APIs, Intermediates and formulations (through group collaboration). Having commenced operations in 1997 as an API manufacturer, the Company continued to focus on this business domain as its key business driver.

#### 2.0 STATEMENT OF COMPLIANCE

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India ('previous GAAP').

#### 2.1 BASIS OF MEASUREMENT

The Consolidated Financial Statements have been prepared on the historical cost basis except for: - certain financial assets and liabilities. These Consolidated Financial Statements and jointly controlled entity have been prepared in accordance with the recognition and measurement principles laid down in

These Consolidated Financial Statements of the Company and its subsidiaries and its Jointly controlled entity have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards as notified under section 133 of the Companies Act, 2013 read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and accounting principles generally accepted in India.

Accounting Policies not specifically referred to are in accordance with generally accepted accounting principles including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

#### 2.2 BASIS OF PREPARATION

- a) Company has wholly owned subsidiary in USA which was incorporated on Jan 2, 2004. The financial year of Parent Company from April 23 to March 24 whereas the financial year of Subsidiary Company is from Jan 23 to Dec 23.

Accordingly, subsidiary's Audited financial statements for the year ended 31.12.23 adjusted for next three months in compliance with Ind-AS 110 are considered for the purpose of consolidation.

- b) Company has Indian wholly owned subsidiary in name of Fortune(India) Constructions Ltd . Accordingly, subsidiary's unaudited financial statements for the year ended on 31-03-2024 are considered for the purpose of consolidation.

- c) Company has Indian subsidiary in name of MJM Remedies Pvt Ltd. Accordingly, subsidiary's unaudited financial statements for the year ended on 31-03-2024 are considered for the purpose of consolidation.

- c) The Parent Company maintains its records and prepares its financial statements under the historical cost convention, in accordance

with Generally accepted Principles in India, While the foreign subsidiary maintain their records and prepare their financial statements

in conformity with Generally Accepted Principles prevalent in the country of their domicile. No adjustments are made in these

Consolidated Financial Statements for inconsistencies in accounting policies.

#### 2.3 USE OF ESTIMATES

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates used in preparation of the Consolidated Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialize. Estimates and underlying assumptions are reviewed on an ongoing basis.

#### 2.4 PROPERTY PLANT & EQUIPMENT

##### 2.4.1 COST OF PROPERTY PLANT & EQUIPMENT

All Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are valued at cost/revalued cost net of tax credit wherever eligible. Cost includes all expenses and borrowing cost attributable to the project till the date of commercial production / ready to use. Any asset transferred to assets

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

held for sale is value at cost or NRV whichever is lower.

### 2.4.2 DEPRECIATION /AMORTIZATION

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation is provided on straight line method at the rates specified in Schedule II of the Companies Act 2013 on pro rata basis and the assets having the value up to ₹5000 have been depreciated at the rate of 100%. The policy of company is to provide depreciation on the Buildings , Plant & Machinery and Other Fixed assets from the date of commercial production/ ready to use.

### 2.4.3 INVESTMENT PROPERTY

“Properties that is held for long-term rentals or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset’s carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of the investment property is replaced, the carrying amount of the replaced part is derecognized. Investment property are depreciated using the straight line method over their estimated useful lives. On transition to Ind AS, the Group has elected to continue with the carrying value of its investment property recognized as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.”

### 2.4.4 INTANGIBLE ASSETS (OTHER ASSETS)

“Intangible Assets with definite useful lives are subject to amortization and are reviewed to determine whether there is any indication that carrying value of these assets may not be recoverable . Management judgment is required in the area of intangible assets loss particularly in assessing : Whether an event has occurred that may indicate that the related assets values may not be recoverable or Whether the carrying value of an intangible assets can be supported by the recoverable amount , being the fair value

less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the group .

### Useful Lives of Intangible assets:

Intangible assets related to R&D are amortized over the period of 8 years on straight line method.”

### 2.4.5 LEASES

“The Company’s lease asset classes consist primarily of land and buildings . The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset 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 : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2024

adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. ”

### 2.5 BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets have been capitalized as part of cost of assets. Other Borrowing costs are recognized as an expense in the period in which they are incurred.

### 2.6 INVENTORIES

Inventories are valued at lower of cost and net realizable value, Cost includes all charges in bringing the goods to point of sale. Cost is determined as follows.

**2.6.1** Raw Materials and stores and spares are valued on weighted average basis.

**2.6.2** Work in Process is valued at estimated cost basis and an appropriate share of production overheads or net realizable value whichever is less.

**2.6.3** Finished Goods are valued at cost and an appropriate share of production overheads or net realizable value whichever is less.

**2.6.4** Stock in Trade are valued at weighted average basis.

### 2.7 FOREIGN CURRENCY TRANSACTIONS

In relation to the Parent Company

Transactions in foreign currencies are recorded at the exchange rates prevailing at the date of the transactions. The gain or loss arising from forward transactions have been recognized in the year in which the contract has been cancelled/ matured. Monetary assets & current liabilities are translated at year end exchange rates. The resulting gain or loss on translation or settlement is recognized in the Profit& Loss Account except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

In translating the financial statement of representative foreign offices for incorporation in main financial statements, the monetary assets and liabilities are translated at the closing rates non monetary assets and liabilities are translated at exchange rates prevailing at the dates of the transactions and income and expenses items are converted at the yearly average rate.

### In relation to the Subsidiary Company

In case of foreign subsidiary, the local accounts are maintained in the local and functional currency. The financial statements of such subsidiary, which are integral foreign operations for the parent company, have been translated to Indian currency on the following basis:

a) All income and expenses are translated at yearly average rate of exchange prevailing during the year.

b) Monetary assets and liabilities are translated at the closing rate on the Balance Sheet date.

c) Non-Monetary Assets and Liabilities are translated at historical rates.

d) The resulting exchange difference is accounted as “Foreign Currency Translation Reserve” which is transferred to ‘Other Comprehensive Income.’

### 2.8 TRADE RECEIVABLES & ADVANCES

“Sundry debtors outstanding for more than three years at the end of Balance Sheet date will be written off from the books of accounts except disputed debtors having matters pending under different Courts. Other advances and related party balances outstanding for more than 3 years are reviewed by the management at the end of every financial year and are written off as per the judgment of the management.”

### 2.9 OTHER SIGNIFICANT ACCOUNTING POLICIES

Other accounting policies adopted for preparation of consolidated financial statements are same as set out in the Note XLII accompanying the financial statements of Ind Swift Laboratories Limited. The other accounting policies adopted by subsidiary are the same as that of Ind Swift Laboratories Limited in all material respect.



**IND SWIFT LABORATORIES LIMITED**
**CIN: L24232CH1995PLC015553**

Registered Office: SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh 160101

Email: [investor@indswiftlabs.com](mailto:investor@indswiftlabs.com), Website: [www.indswiftlabs.com](http://www.indswiftlabs.com)

## NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of Ind-Swift Laboratories Limited will be held on Monday, the 30<sup>th</sup> September, 2024 at 11:30 A.M. through Video Conference ("VC")/Other Audio Visual means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

- To receive, consider, approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2024 together with the Directors' and Auditors' Reports thereupon.
- To appoint a director in place of Mr. Sahil Munjal (DIN: 00015407), who retires by rotation under the provisions of Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. RATIFICATION OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2024-25:

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s V. Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25, at a remuneration of up to ₹2,00,000/- (Rupees Two Lakhs only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

#### 4. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

To consider and, if thought fit, to pass, the following resolution as an **Ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Avishkar Singhal & Associates (FRN: 0017362N).

**RESOLVED FURTHER THAT** M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), be and are hereby appointed as Statutory Auditors of the Company to hold the office w.e.f 13<sup>th</sup> August, 2024, until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

#### 5. APPOINTMENT OF STATUTORY AUDITOR FOR TERM OF 5 (FIVE) CONSECUTIVE YEARS:

**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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), be and are hereby reappointed as the Statutory Auditors of the Company for the term of 5 (Five) consecutive years, from the conclusion of this 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration plus applicable taxes and

out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** directors of the Company and/or Mr. Pardeep Verma, VP-Corporate Affairs & Company Secretary be and are hereby severally authorised to do all such acts deeds and things to give effect to the aforesaid resolution."

#### 6. TO CONSIDER AND APPROVE THE APPOINTMENT OF AND PAYMENT OF REMUNERATION TO MR. SAHIL MUNJAL (DIN: 00015407), AS WHOLE TIME DIRECTOR OF THE COMPANY.

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

**" RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Sahil Munjal (Din: 00015407), as Whole Time Director, liable to retire by rotation for a period of five years with effect from 13<sup>th</sup> February, 2025 up to 12<sup>th</sup> February, 2030 and payment of the remuneration to Mr. Sahil Munjal, as detailed below, notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 and Schedule V of the Act with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Mr. Sahil Munjal:

1. Gross Salary	Min: ₹16,00,000/- per month Max : ₹30,00,000/- per month
2. Commission	Subject to availability of profit, at the rate of not more than 1% of the net profit for the year.
3. Perquisites and Allowances	<ol style="list-style-type: none"> <li>Fully furnished rent free accommodation/ House.</li> <li>Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges for self and family.</li> <li>Leave Travel Assistance - Once a year for self &amp; family as per rules of the Company.</li> <li>Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.</li> <li>Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.</li> <li>Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.</li> <li>Gratuity - Upto half a month's salary for each completed year of service.</li> <li>Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service</li> <li>Conveyance - The Company shall provide one fully insured car with driver and reimbursement of the operational expenses.</li> <li>Telephone, Telefax and other communication facilities.</li> <li>Security- The Company shall provide for round the clock security at the Director's residence.</li> <li>Pension- The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.</li> </ol>
4. Other terms	<ol style="list-style-type: none"> <li>The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.</li> <li>The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.</li> </ol>

**RESOLVED FURTHER THAT** all other existing terms and conditions of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary the terms and conditions of the appointment of Mr. Sahil Munjal including his remuneration.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, things and deeds as required to give effect to the aforesaid resolution.”

**By order of the Board**

Place: Chandigarh  
Date: 12.08.2024

Sd/-  
**Pardeep Verma**  
VP-Corporate Affairs &  
Company Secretary

**NOTES**

- Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 2/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2024/4 dated May 12, 2020, May 13, 2022 and January 5, 2024, respectively (collectively referred to as 'Circulars'), companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue.  
  
Accordingly, the 29<sup>th</sup> AGM of the Company will be held through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 29<sup>th</sup> AGM shall be the Registered Office of the Company, i.e. SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh – 160101.
- Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for the appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 in relation to e-Voting facility provided by Listed Companies, the Company is pleased to provide its members the facility of casting votes electronically viz. "remote e-voting" (e-Voting from a place other than venue of the AGM). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares as on cut-off date i.e., Monday, 23<sup>rd</sup> September, 2024 may cast their vote either by remote e-voting or e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.  
  
The information w.r.t. voting process and other instructions regarding e-voting are detailed in Note. No. 22.
- In compliance with the aforesaid Circulars, the Notice calling the AGM inter-alia indicating the process and manner of e-voting along with the Annual Report 2023-24 containing Board's Report, Auditor's Report, Audited Financial Statements and other documents is being sent only through electronic mode to those members whose e-mail addresses are registered with Company/ Depositories.  
  
Members may note that the notice calling the AGM along with the Annual Report for FY 2023-24 has been uploaded on the website of the Company at [www.indswiftlabs.com](http://www.indswiftlabs.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect Item No. 3 - 6, is annexed hereto and forms part of this notice. In respect of item no. 2 & 6 the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("Secretarial Standard") are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
- All documents referred to in the Notice will also be available electronically for inspection during business hours, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at [investor@indswiftlabs.com](mailto:investor@indswiftlabs.com)
- The Register of Members and Share Transfer Books of the Company will remain closed from 25<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024, both days inclusive.
- The members are requested to inform changes, if any, in their Registered Address along with PIN Code Number to the Company Secretary at the Registered Office address.
- Members of the Company under the category of Institutional Investors/Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) are encouraged to attend and vote at the AGM through VC. They are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting on [investor@indswiftlabs.com](mailto:investor@indswiftlabs.com)
- Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
- In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 23<sup>rd</sup> September, 2024 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting are also enclosed.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 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 to at least 1000 members on a 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.
- Pursuant to the provision of rule 18(3)(i) of the Companies (Management & Administration Rules, 2014), the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, members are requested to kindly update their e-mail addresses with Depository Participants in case of holding shares in Demat form. If holding shares in physical form, members are requested to inform their e-mail id to the Company.
- Members are hereby informed that there is no unpaid dividend for earlier years which is due to be transferred to the Investor Education and Protection Fund (IEPF) under the provisions of Section 124 and 125 of the Act. The claimant of shares transferred to IEPF shall be entitled to claim the shares from IEPF by submitting an online application in form IEPF-5, send the same duly signed by him/her along with the requisite documents as enumerated in form IEPF-5 to the Company at the registered office for verification of his/her claim.
- Pursuant to SEBI Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024, the Company shall issue the securities in dematerialized form only while processing the service request(s) in the form(s) prescribed therein. The form(s) are available on the website of the Company at <https://www.indswiftlabs.com/investor/shareholder-services/> and on the website of Registrar & Share Transfer Agent, Alankit Assignments Ltd. at [www.alankit.com](http://www.alankit.com).

18. Process for registration/updation, pertaining to the name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
- i) In case shares are held in physical mode, members are requested to submit their service requests in the form(s) prescribed under SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/37 dated 16<sup>th</sup> March, 2024. The form(s) are available on the website of the Company at <https://www.indswiflabs.com/investor/shareholder-services/> and on the website of Company's Registrar & Share Transfer Agent, Alankit Assignments Ltd. at [www.alankit.com](http://www.alankit.com).
  - ii) In case shares are held in electronic mode, members are requested to update the details with their respective Depository Participants.
19. All the work related to share registry in terms of both physical and electronic, are being conducted by Alankit Assignments Ltd at 205-208, Anarkali Market, Jhandewalan Extension, New Delhi-110055 Tel. : 011 - 2354 234 / 42541234, Fax. : 011 - 4154 0064, E-mail: [vijayps1@alankit.com](mailto:vijayps1@alankit.com). The members are requested to send their communication to the aforesaid address.
20. Members may kindly note that in accordance with SEBI Master Circular for Online Resolution of Disputes in the Indian Securities Market bearing no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 31<sup>st</sup> July, 2023 (as amended from time to time), the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). SEBI has specified that a shareholder shall first take up his/ her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity or its RTA and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA). Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login> and the same can be accessed through Company's Website at Shareholder Services | Ind-Swift Laboratories Ltd. ([indswiflabs.com](http://indswiflabs.com)).
21. Members desirous of seeking any information relating to the accounts of the Company may write to the Company at Registered Office address for the attention of Mr. Pardeep Verma, VP-Corporate Affairs & Company Secretary at least 7 days in advance of the meeting so that requisite information can be made available at the meeting.

**22. The Instructions of Shareholders for E-Voting and Joining Virtual Meetings are as under:**

The e-voting facilities will be provided in the following manners: -



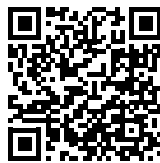



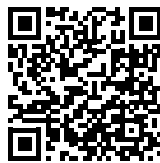



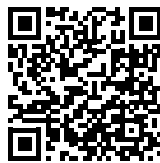

- (i) The voting period commences at 9:00 A.M on 27<sup>th</sup> September, 2024 and ends at 5:00 P.M on 29<sup>th</sup> September, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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 to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method				
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. By clicking the e-voting 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 &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>				
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <table border="1"> <tr> <td> App Store</td> <td> Google Play</td> </tr> <tr> <td></td> <td></td> </tr> </table>	 App Store	 Google Play		
 App Store	 Google Play				
					



Type of shareholders	Login Method
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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., CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22- 23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN (240828048) for IND SWIFT LABORATORIES LIMITED to vote on the resolutions.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@indswiftlabs.com](mailto:investor@indswiftlabs.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN (240828048) of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor@indswiftlabs.com](mailto:investor@indswiftlabs.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company email id i.e. [investor@indswiftlabs.com](mailto:investor@indswiftlabs.com)
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- i. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- ii. Mr. Vishal Arora, Company Secretary (Membership No. 4566) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the entire e- voting process in a fair and transparent manner.
- iii. The Scrutinizer shall after the conclusion of AGM, shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.indswiftlabs.com](http://www.indswiftlabs.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

**By order of the Board**

Sd/-  
**Pardeep Verma**  
 VP-Corporate Affairs &  
 Company Secretary

Place: Chandigarh  
 Date: 12.08.2024

**Registered Office:**

IND-SWIFT LABORATORIES LIMITED  
 SCO 850, Shivalik Enclave,  
 NAC, Manimajra  
 Chandigarh-160101  
[investor@indswiftlabs.com](mailto:investor@indswiftlabs.com)  
[www.indswiftlabs.com](http://www.indswiftlabs.com)

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015.**

**Item No. 3**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V. Kumar & Associates, Cost Accountants, to conduct the Cost audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2025.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2024-25 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the members.

**Item No. 4**

The Members of the Company at their 27<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2022 had appointed M/s. Avishkar Singhal & Associates, Chartered Accountants, having Firm Registration No. 017362N for the second consecutive term of five years, from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2027.

M/s. Avishkar Singhal & Associates vide their letter dated 6<sup>th</sup> August, 2024 have resigned from the post of statutory auditor of the Company resulting in casual vacancy in the post of Statutory Auditor of the Company under Section 139(8) of the Companies Act, 2013.

The Board of Directors at their meeting held on 12<sup>th</sup> August, 2024, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013 had appointed M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), to hold office as the Statutory Auditors of the Company till the conclusion of 29<sup>th</sup> AGM and to fill the casual vacancy caused by the resignation of M/s. Avishkar Singhal & Associates, subject to the approval of the shareholders of the Company at the 29<sup>th</sup> AGM, at such remuneration plus applicable taxes and out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificates from M/s. Rattan Kaur & Associates, Chartered Accountants to act as statutory auditor of the Company in place of M/s. Avishkar Singhal & Associates, along with a confirmation that their appointment if made shall be within limit prescribed under the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5**

The Board of Directors of the Company at their meeting held on 12<sup>th</sup> August, 2024, as per the recommendation of the Audit Committee and pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, recommended the appointment of M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), as statutory auditors of the Company to hold office for a period of 5 years from the conclusion of 29<sup>th</sup> Annual General Meeting, till the conclusion of 34<sup>th</sup> Annual General Meeting to be held in the year 2029, at such remuneration plus applicable taxes and out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificates from M/s. Rattan Kaur & Associates, Chartered Accountants to act as statutory auditor of the Company in place of M/s. Avishkar Singhal & Associates, along with a confirmation that their appointment if made shall be within limit prescribed under the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval by the members.

**Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members**

<b>Proposed audit fee payable to auditors</b>	Remuneration plus applicable taxes and out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company
<b>Terms of appointment</b>	The term of appointment shall be for a period of five consecutive years from the conclusion of 29 <sup>th</sup> Annual General Meeting, till the conclusion of 34 <sup>th</sup> Annual General Meeting to be held in the year 2029
<b>Material changes in fee payable</b>	No material changes in the fee payable to auditor from that paid to the outgoing auditor
<b>Basis of recommendation and auditor Credentials</b>	The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s. Rattan Kaur & Associates, Chartered Accountants, as the Statutory Auditors of the Company. Brief profile of M/s. Rattan Kaur & Associates, Chartered Accountants: 1) M/s. Rattan Kaur & Associates, Chartered Accountancy Firm registered with The Institute of Chartered Accountants of India (Firm Registration No. 022513N). 2) It provides an integrated range of services in Audit, Advisory, Direct & Indirect Taxation, Technology and Forensics. The firm has varied sectoral experiences and they provide their services to Banks, NBFCs, Corporates, Government Companies etc.

#### Item No. 6

Mr. Sahil Munjal, was appointed as the Whole-Time Director of the Company by the shareholders of the Company in the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2020.

The current term of office of Mr. Sahil Munjal as the Whole-Time Director of the Company is going to expire on 12<sup>th</sup> February, 2025. Keeping in view the exceptional services rendered by Mr. Sahil Munjal as Whole Time Director, the Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 12<sup>th</sup> August, 2024 have approved/recommended reappointment of Mr. Sahil Munjal, as Whole-Time Director and payment of remuneration for a period of five years from 13<sup>th</sup> February, 2025 to 12<sup>th</sup> February, 2030 even in case the said remuneration exceeds the limits specified in the Schedule V or the relevant provisions of the Companies Act, 2013.

The details of remuneration payable to Mr. Sahil Munjal is as under:

1. Gross Salary	Min: ₹16,00,000/- per month Max: ₹ 30,00,000/- per month
2. Commission	Subject to availability of profit, at the rate of not more than 1% of the net profit for the year.
3. Perquisites and Allowances	<ol style="list-style-type: none"> <li>Fully furnished rent free accommodation/ House.</li> <li>Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.</li> <li>Leave Travel Assistance - Once a year for self &amp; family as per rules of the Company.</li> <li>Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.</li> <li>Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.</li> <li>Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.</li> <li>Gratuity - Upto half a month's salary for each completed year of service.</li> <li>Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service</li> <li>Conveyance - The Company shall provide one fully insured car with driver and reimbursement of the operational expenses.</li> </ol>

	<ol style="list-style-type: none"> <li>Telephone, Telefax and other communication facilities.</li> <li>Security- The Company shall provide round-the-clock security at the Director's residence.</li> <li>Pension- The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.</li> </ol>
5. Other terms	<ol style="list-style-type: none"> <li>The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.</li> <li>The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.</li> </ol>

The said remuneration to Mr. Sahil Munjal is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Whole-Time Director of the Company.

Further, Mr. Sahil Munjal is a related party to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4) (iv) of the Companies Act, 2013, Regulation 18(3) and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms of reference duly approved by the Board of the Company, the Audit Committee has to accord its approval to any related party transaction including remuneration paid to directors falling within the definition of related party and accordingly necessary approval of the Independent Directors of the Audit Committee has been obtained.

The Board recommends acceptance of the resolution. This may also be considered and treated as abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

None of the Directors of the Company, except Mr. Sahil Munjal and Mr. N.R. Munjal, Directors who are related to each other, are interested in Resolution no. 6.

#### INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 FOR ITEM NO. 2 AND 6 ARE AS FOLLOWS –

Name of Director	Mr. Sahil Munjal
Age	44 years
Nationality	Indian
Date of Appointment at current designation	13/02/2020
Designation	Whole-Time Director
Shareholding in the company	6766 shares
Qualifications, brief resume and expertise in specific Functional area	Mr. Sahil Munjal is a Science Graduate with B. Tech and a Diploma in Information Technology and CISCO Certificate Network Associate. He has been a pivotal part of the Company since July 1, 2004. With extensive experience in the pharmaceutical industry, Information Technology (IT) systems, and instrumental development, Mr. Munjal has played a crucial role in shaping the company's strategic direction and technological advancement. His leadership and expertise have significantly contributed to the company's growth and innovation, aligning IT systems with business objectives and enhancing operational efficiency.
Expertise in specific Functional area	B. Tech, Diploma in Information Technology and CISCO Certificate Network Associate
Term of re-appointment	Refer resolution no.6 and explanatory statement
Remuneration last drawn, if applicable	Remuneration for the year 2023-24: ₹178.93 Lakhs
Remuneration sought to be paid	Refer resolution no. 6 and explanatory statement
List of other directorship	<ul style="list-style-type: none"> <li>Vibrant Agro Industries Limited</li> <li>Fortune (India) Constructions Limited</li> <li>Punjab Renewable Energy Private Limited</li> </ul>



Names of Listed Entities in which the person also holds the directorship	NIL
Chairmanship/Membership of the Committees of the Board of Directors of Ind Swift Laboratories Limited	NIL
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	NIL
Names of listed entities from which the person has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	The Company has been substantially benefitted by his professional knowledge and managerial expertise and has made enormous progress. Mr. Sahil Munjal plays instrumental role in Development and Growth of IT Systems.
Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company	Mr. Sahil Munjal is son of Mr. N.R. Munjal, Chairman & Managing Director
No. of Meetings of Board attended during the FY 2023-24	Attended all 11 meetings held during the period.



**Ind-Swift Laboratories Ltd.**  
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